

PRELIMINARY OFFICIAL STATEMENT

Dated June 8, 2005

(Bonds to be sold June 14, 2005, 11:00 a.m. E.D.S.T.)

New Issue – Book Entry Only
Not Bank Qualified

Rating: Moody's Investors Service "___"
See Ratings herein

In the opinion of Bond Counsel, under existing law (i) interest on the Bonds will be excludable from gross income of the holders thereof for purposes of federal income taxation and (ii) interest on the Bonds will not be a specific item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations, all subject to the qualifications described herein under the heading "TAX EXEMPTION." Bond Counsel is further of the opinion that interest on the Bonds is exempt from income taxation and the Bonds are exempt from ad valorem taxation by the Commonwealth of Kentucky.

ELECTRONIC BIDDING VIA PARITY

\$10,795,000*

COUNTY OF HOPKINS, KENTUCKY GENERAL OBLIGATION REFUNDING BONDS (DETENTION FACILITY PROJECT) SERIES 2005

Dated: June 1, 2005

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 The Huntington National Bank, Cincinnati, Ohio, 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 February 1, 2006 and thereafter semiannually on each February 1 and August 1. The Bonds are subject to redemption prior to maturity as described herein.

SCHEDULE OF MATURITIES

<u>Due</u>	<u>Cusip #</u>	<u>Amount*</u>	<u>Rate</u>	<u>Yield</u>	<u>Due</u>	<u>Cusip #</u>	<u>Amount*</u>	<u>Rate</u>	<u>Yield</u>
2/1/06	<u>439740</u>	\$630,000			2/1/14	<u>439740</u>	\$725,000		
2/1/07		585,000			2/1/15		755,000		
2/1/08		595,000			2/1/16		780,000		
2/1/09		615,000			2/1/17		805,000		
2/1/10		635,000			2/1/18		840,000		
2/1/11		655,000			2/1/19		880,000		
2/1/12		680,000			2/1/20		915,000		
2/1/13		700,000							

(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 County deems this Official Statement to be final for purposes of Security and Exchange Commission Rule 15c2-12.

The Bonds are offered when, as and if issued, subject to the approval of legality and tax exemption by Rubin & Hays, Bond Counsel, Louisville, Kentucky. Certain legal matters have been passed upon for the County by Robert P. Moore, Esquire, County Attorney. The Bonds are expected to be available for delivery on or about June 28, 2005.

THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT A SUMMARY OF THIS ISSUE. INVESTORS MUST READ THE ENTIRE OFFICIAL STATEMENT TO OBTAIN INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.

*Preliminary, Subject to Permitted Adjustment

FIRST KENTUCKY SECURITIES CORPORATION
Financial Advisor

This Preliminary Official Statement and the information contained herein are subject to completion and revision in a final Official Statement. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these Series 2005 Bonds in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration, qualification, or exemption under the securities laws of such jurisdiction.

COUNTY OF HOPKINS, KENTUCKY

County Judge/Executive

Patricia Hawkins

County Magistrates

Karol Welch
Coletta J. Wheeler
Tim Riggs
Larry E. Wilson
Larry F. Rogers
Michael K. Duncan
Jon Garrett

County Attorney

Robert P. Moore, Esq.

Clerk

Devra Steckler

Treasurer

Cindy Jones

BOND COUNSEL

Rubin & Hays
Louisville, Kentucky

FINANCIAL ADVISOR

First Kentucky Securities Corporation
Frankfort, Kentucky

PAYING AGENT/BOND REGISTRAR/ESCROW AGENT

The Huntington National Bank
Cincinnati, Ohio

REGARDING THIS OFFICIAL STATEMENT

This Official Statement does not constitute an offering of any security other than the original offering of the Bonds of the County. No dealer, broker, salesman or other person has been authorized by the County to give any information or to make any representation, other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by the County. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

The information and expressions of opinion herein are subject to change without notice. Neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the County since the date hereof.

Upon issuance, the Bonds will not be registered by the County under any federal or state securities law, and will not be listed on any stock or other securities exchange. Neither the Securities and Exchange Commission nor any other federal, state, municipal or other governmental entity or agency except the County will have, at the request of the County, passed upon the accuracy or adequacy of this Official Statement or approved the Bonds for sale.

All financial and other information presented in this Official Statement has been provided by the County from its official records, except for information expressly attributed to other sources. The presentation of information, including tables of receipts from taxes and other sources, is intended to show recent historic information, and is not intended to indicate future or continuing trends in the financial position or other affairs of the County. No representation is made that past experience, as is shown by that financial and other information, will necessarily continue or be repeated in the future.

Insofar as the statements contained in this Official Statement involve matters of opinion or estimates, even if not expressly stated as such, such statements are made as such and not as representations of fact or certainty, no representation is made that any of such statements have been or will be realized, and such statements should be regarded as suggesting independent investigation or consultation of other sources prior to the making of investment decisions. Certain information may not be current; however, attempts were made to date and document sources of information. Neither this Official Statement nor any oral or written representations by or on behalf of the County preliminary to sale of the Bonds should be regarded as part of the County's contract with the successful bidder or the holders from time to time of the Bonds.

References herein to provisions of Kentucky law, whether codified in the Kentucky Revised Statutes ("KRS") or uncodified, or to the provisions of the Kentucky Constitution or the County's ordinances or resolutions, are references to such provisions as they presently exist. Any of these provisions may from time to time be amended, repealed or supplemented.

As used in this Official Statement, "debt service" means principal of, interest and any premium on, the obligations referred to; "County" means the County of Hopkins; and "State" or "Kentucky" means the Commonwealth of Kentucky.

TABLE OF CONTENTS

Page

REGARDING THIS OFFICIAL STATEMENT.....	ii
INTRODUCTION.....	1
The Issuer.....	1
Sources of Payment for the Bonds.....	1
Purpose of the Bonds.....	1
Description of the Bonds.....	1
Redemption.....	1
Registrar and Paying Agent.....	1
Tax Treatment.....	2
Parties to the Issuance of the Bonds.....	2
Authority for Issuance.....	2
Disclosure Information.....	2
Additional Information.....	2
DESCRIPTION OF THE BONDS.....	2
Book Entry.....	2
Redemption Provisions.....	4
Extraordinary Redemption.....	4
Security and Source of Payment for Bonds.....	4
Bankruptcy Matters.....	4
THE PROJECT.....	5
Estimated Sources and Uses of Funds.....	5
INVESTMENT CONSIDERATIONS.....	5
PROFILE OF THE COUNTY AND SURROUNDING AREA.....	5
COUNTY GOVERNMENT.....	5
Organization and Major Offices.....	5
Elected and Appointed Officials.....	6
Financial Matters.....	6
Financial Management.....	6
Financial Reports and Examinations of Accounts.....	6
Budgeting and Appropriations Procedures.....	7
Investment Policies.....	7
Debt Limitation.....	8
Future Borrowings of the County.....	8
LEGAL MATTERS.....	8
General Information.....	8
Litigation.....	9
Tax Treatment.....	9
RATING.....	9
CONTINUING DISCLOSURE.....	10
UNDERWRITING.....	11
FINANCIAL ADVISOR.....	11
MISCELLANEOUS.....	11

- Appendix A: Estimated Debt Service Requirements for the Series 2005 Bonds
- Appendix B: Demographic, Economic and Tax Data on the County of Hopkins
- Appendix C: Audited Financial Statement for Period Ended June 30, 2003
- Appendix D: Statement of Indebtedness of County
- Appendix E: Form of Proposed Approving Legal Opinion of Bond Counsel

PRELIMINARY OFFICIAL STATEMENT

\$10,795,000*
COUNTY OF HOPKINS, KENTUCKY
GENERAL OBLIGATION BONDS (DETENTION FACILITY PROJECT)
SERIES 2005

Dated Date: June 1, 2005

INTRODUCTION

The purpose of this Official Statement, which includes the cover page and appendices hereto, is to provide certain information with respect to the issuance of \$10,795,000* aggregate principal amount of General Obligation Refunding Bonds (Detention Facility Project), Series 2005 (the "Bonds") of the County of Hopkins, Kentucky as specified on the cover hereof.

This introduction is not a summary of this Official Statement. It is only a brief description of and guide to, and is qualified by, more complete and detailed information contained in the entire Official Statement, including the cover page and appendices hereto, and the documents summarized or described herein. A full review should be made of the entire Official Statement. The offering of Bonds to potential investors is made only by means of the entire Official Statement.

The Issuer

The Bonds are being issued by the County of Hopkins, Kentucky (the "County"), a political subdivision of the State of Kentucky.

Sources of Payment for the Bonds

The Bonds constitute general obligation debt of the County. The Bonds are secured by and payable from a pledge of the full faith and credit and the unlimited taxing power of the County. The County has covenanted, as required, to levy an annual tax on all taxable County property to pay the interest on and principal of the Bonds as and when the same become due and payable. (See "SECURITY AND SOURCE OF PAYMENT FOR THE BONDS" herein).

Purpose of the Bonds

The Bonds are being issued for the purpose of (i) the advance refunding of all of the outstanding County of Hopkins, Kentucky General Obligation Bonds (Detention Facility Project), Series 2000, dated January 15, 2000 (the "Prior Bonds") (see "THE PROJECT" for more detail), and (ii) paying the associated costs of issuing the Bonds.

Description of the Bonds

The Bonds mature as to principal and bear interest as indicated on the cover page hereof. The Bonds are being offered as book entry only securities (see "DESCRIPTION OF THE BONDS" hereinafter).

Redemption

The Bonds maturing on and after February 1, 2016 are subject to optional redemption prior to maturity, commencing February 1, 2015, or any date thereafter at 100% of principal amount thereof plus accrued interest to date of redemption (see "DESCRIPTION OF THE BONDS - Optional Redemption", herein).

In the event any Bonds are called for redemption, notice shall be given by mailing a copy of the redemption notice at least thirty (30) days, and not exceeding sixty (60) days, prior to the date fixed for redemption to the registered owner of each Bond to be redeemed (see "DESCRIPTION OF THE BONDS - Notice of Redemption", herein).

Registrar and Paying Agent

The Huntington National Bank, Cincinnati, Ohio, is the Registrar and Paying Agent.

*Preliminary; Subject to Permitted Adjustment

Tax Treatment

Subject to the more detailed information set forth under "Tax Treatment" in this Official Statement, under the laws, regulations, rulings and judicial decisions in effect as of the date hereof, interest, including original issue discount, if any, on the Bonds is excludable from gross income for Federal income tax purposes, pursuant to the Internal Revenue Code of 1986, as amended (the "Code"). Furthermore, interest on the Bonds will not be treated as a specific item of tax preference, under the Code, in computing the alternative minimum tax for individuals and corporations. In rendering such opinions, Bond Counsel has assumed continuing compliance with certain representations and covenants designed to meet the requirements of Section 103 of the Code. Bond Counsel expresses no other opinion as to the federal tax consequences of purchasing, holding or disposing of the Bonds. Interest on the Bonds is also exempt from income taxation and the bonds are exempt from ad valorem taxation by the Commonwealth of Kentucky and any of its political subdivisions.

The County has not designated the Bonds as "qualified tax-exempt obligations" with respect to certain financial institutions under Section 265 of the Internal Revenue Code of 1986, as amended.

See Appendix E hereto for substantially the form of the opinion that Bond Counsel proposes to deliver in connection with the Bonds.

Parties to the Issuance of the Bonds

The Registrar and Paying Agent is The Huntington National Bank, Cincinnati, Ohio. Legal matters incident to the issuance of the Bonds and with regard to the tax-exempt status of the interest thereon are subject to the approving legal opinion of Rubin & Hays, Louisville, Kentucky, Bond and Special Tax Counsel. The Financial Advisor to the County is First Kentucky Securities Corporation.

Authority for Issuance

Authority for the issuance of the Bonds is contained in Sections 158 and 159 of the Constitution of Kentucky and Sections 66.011 through 66.191 of the Kentucky Revised Statutes and an ordinance (the "Ordinance") adopted by the Fiscal Court of the County on May 26, 2005.

Disclosure Information

This Official Statement speaks only as of its date, and the information contained herein is subject to future change. This Official Statement and continuing disclosure documents of the County, hereinafter described, are intended to be made available through one or more repositories. Copies of the basic documentation relating to the Bonds, including the authorizing ordinances and the Bond form, are available from the County upon request.

The County deems this Preliminary Official Statement to be final for the purposes of Securities and Exchange Commission Rule 15c2-12(b)(1), except for certain information on the cover page hereof and other permitted omissions, such as final maturity amounts, underwriting data and other similar matters, which are presently not determinable and which have been omitted in accord with the Rule and will be provided in the final Official Statement.

Additional Information

Additional information concerning this Official Statement, as well as copies of the basic documentation relating to the Bonds, is available from First Kentucky Securities Corporation, Financial Advisor to the County of Hopkins, 305 Ann Street, Suite 400, Frankfort, Kentucky 40602, telephone (502) 875-4611 Attn: Stan Kramer.

DESCRIPTION OF THE BONDS

The Bonds are dated and will bear interest from June 1, 2005 and payable thereafter on August 1 and February 1 of each year to maturity, commencing February 1, 2006 at the rates set forth on the cover page of this Official Statement.

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 County does not assume any responsibility for the accuracy or completeness of the information set forth under this caption "Book Entry", and the County 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.

The County 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 County 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.

DTC may determine to discontinue providing its service with respect to the Bonds at any time by giving notice to the County and discharging its responsibilities with respect thereto under applicable law. In such event, the Ordinance provides for issuance of fully registered Bonds ("Bond Certificates") directly to Beneficial Owners of Bonds, other than DTC or its nominee. Upon the occurrence of this event, the County may appoint another qualified depository, as described in the Ordinance. If the County fails to appoint a successor depository or if the County determines that it is in the best interest of the Beneficial Owners, the Bonds shall be withdrawn from DTC and issued in fully registered form, whereupon the County shall execute and the Paying Agent and Registrar, as authenticating agent, shall authenticate and deliver Bond Certificates in the appropriate denominations. In the event the Bonds are withdrawn from DTC, the County will pay for all costs and expenses of printing, withdrawing, executing, authenticating and delivering the Bond Certificates. Transfer and exchange of such Bond Certificates shall be made as provided in the Ordinance.

Payments. Principal is payable to the registered owner upon presentation and surrender at the principal corporate trust office of the Paying Agent and Registrar. Interest will be payable by check or draft mailed by the Paying Agent and Registrar to the person who is the registered owner of a Bond as shown on the records of the Registrar as of the 15th day of the calendar month preceding the applicable interest payment date.

Redemption Provisions

The Bonds maturing on and after February 1, 2016 are subject to optional redemption on any date on and after February 1, 2015 in whole or in part, in inverse order of maturity and by lot within any maturity, at the redemption price of 100% of the principal amount thereof, plus accrued interest to the date of redemption.

Extraordinary Redemption

The Bonds are subject to redemption prior to maturity as a whole at any time or in part from time to time from and to the extent of any insurance proceeds or condemnation awards not applied to the repair or reconstruction of the Project and applied to the prepayment of all or a portion of the Bonds pursuant to the Ordinance, upon the damage, destruction or condemnation, in whole or in part, of the Project refinanced by the Bonds. Any such redemption shall be effected at a redemption price equal to the principal amount of the Bonds so redeemed, plus accrued interest to the redemption date. In the case of any such redemption of less than all of the Bonds then outstanding, the Bonds shall be selected for redemption by the Paying Agent by lot or in any other customary manner to be determined by the Paying Agent.

Security and Source of Payment for Bonds

Under the terms of the Ordinance, the Bonds constitute general obligations of the County and the full faith, credit and taxing power of the County is irrevocably pledged to the prompt payment of principal of and interest on the Bonds when due.

In compliance with the Constitution of Kentucky and the cited statutes, and for the purpose of providing funds required to pay the interest on the Bonds when due and in order to create a sinking fund to pay the principal of the Bonds (and premium, if any) when due, the Ordinance levies upon all of the taxable property in the County, beginning in 2006 and continuing in each year as long as any of the Bonds are outstanding, a direct annual tax sufficient, to the extent other lawfully available moneys of the County are not provided, for that purpose. The proceeds derived from the special annual tax levied from time to time, together with other lawfully available moneys of the County provided for the purpose, shall be deposited and carried in a special account of the County and shall be applied only for the purpose of paying the principal of and interest (and premium, if any) on the Bonds, which shall be designated the County's "General Obligation Refunding Bonds (Detention Facility Project), Series 2005 Sinking Fund" (the "Sinking Fund"). The proceeds of the special annual tax and the balances accumulated from time to time in the Sinking Fund are irrevocably pledged for the purpose of paying the interest on (and premium, if any) and principal of the Bonds and shall never be used for any other purpose. The County covenants with the holders of the Bonds that it will levy the special annual tax in each year at whatever rates may be necessary from time to time in order to produce the amounts required in each year, to the extent not otherwise provided, to pay the Bonds and interest (and premium, if any) when due.

The basic security for the general obligation debt of the County, including the Bonds, is the County's ability to levy, and its pledge to levy, an annual tax to pay the interest on and principal of the Bonds as and when the same become due and payable. The tax must be levied in sufficient amount to pay, as the same become due, the principal of and interest on the Bonds as well as the principal of and interest on all outstanding general obligation bonds and bond anticipation notes of the County. The Constitution of the State mandates the collection of a tax sufficient to pay the interest on an authorized indebtedness and the creation of a sinking fund for the payment of the principal thereof. The Ordinance levies such annual tax which shall be collected to the extent other lawfully available moneys of the County are not provided. The Ordinance also creates a sinking fund into which the proceeds of such tax or other lawfully available moneys of the County are to be deposited for payment of the interest on and principal of the Bonds and shall not be used for any other purpose.

Bankruptcy Matters

Chapter 9 of the Federal Bankruptcy Code contains provisions relating to the adjustment of debts of a State's political subdivisions, public agencies and instrumentalities ("eligible entity"), such as the County. Under the Bankruptcy Code and in certain circumstances described therein, an eligible entity may be authorized to initiate Chapter 9 proceedings without prior notice to or consent of its creditors, which proceedings may result in material and adverse modification or alteration of the rights of its secured and unsecured creditors, including holders of its bonds and notes.

Section 66.400 of the Kentucky Revised Statutes permits a political subdivision, such as the County, for the purpose of enabling such subdivision to take advantage of the provisions of the Bankruptcy Code, and for that purpose only, to file a petition stating that the subdivision is insolvent or unable to meet its debts as they mature, and that it desires to effect a plan for the composition or readjustment of its debts, and to take such further proceedings as are set forth in the Bankruptcy Code as they relate to such subdivision. No taxing subdivision is permitted, in availing itself of the provisions of the Bankruptcy Code, to scale down, cut down or reduce the principal sum of its securities except that interest thereon may be reduced in whole or in part.

THE PROJECT

The Bonds are being issued for the purpose of (i) advance refunding the Prior Bonds maturing on or after February 1, 2006, through the deposit in escrow of sufficient funds to pay the interest requirements of the Prior Bonds maturing on or after February 1, 2006, and to redeem on February 1, 2010 the remaining Prior Bonds maturing on or after February 1, 2011 at a redemption price equal to the principal amount of the Prior Bonds maturing on or after February 1, 2011, plus a premium of 1%, and (ii) paying certain costs related to the issuance of the Bonds.

The Prior Bonds refunded certain original bonds which provided funding for construction of a County detention facility.

Estimated Sources and Uses of Funds

<u>Sources of Funds</u>	
Par Amount of Bonds	\$
Total	\$
 <u>Uses of Funds</u>	
Cost of Escrow Securities	\$
Underwriter's Discount	_____
Costs of Issuance	_____
Contingency	_____
Total	\$

INVESTMENT CONSIDERATIONS

The Bonds, like all obligations of state and local government, are subject to changes in value due to changes in the condition of the tax-exempt bond market and/or changes in the financial condition of the County.

Prospective purchasers of the Bonds are advised to consult with their own tax advisors prior to any purchase of the Bonds as to, among other things, the suitability of such an investment and the impact of the Internal Revenue Code of 1986, as amended, upon their acquisition, holding or disposition of the Bonds.

It is possible that because of market conditions, or changes in the financial condition of the County or City, that the market price of the Bonds could be adversely affected.

With regard to the risk involved in a lowering of the County's bond rating, see "RATINGS" herein. With regard to creditors' rights, see "SECURITY AND SOURCE OF PAYMENT FOR BONDS" herein.

PROFILE OF THE COUNTY AND SURROUNDING AREA

Demographic, economic and financial information with respect to the County and the surrounding area is set forth in Appendix A hereto.

COUNTY GOVERNMENT

Organization and Major Offices

The County operates pursuant to the general statutes of the Commonwealth of Kentucky governing counties.

Elected and Appointed Officials

The County of Hopkins is governed by a Fiscal Court, consisting of an elected County Judge/Executive and seven (7) elected County Magistrates. These eight members comprise the Fiscal Court. The County Treasurer is appointed by and serves at the pleasure of the Fiscal Court. The County Clerk is an elected official of the County.

Financial Matters

The County Treasurer is the chief fiscal officer of the County, and is appointed by and serves at the pleasure of the Fiscal Court. The County Treasurer is responsible for the accounting, custody and disbursement of the funds of the County.

The County's fiscal year commences July 1 and ends the following June 30.

Certain administrative functions of the County are performed by or under the supervision of the following:

1. Establishment of overall financial policy: the Fiscal Court.
2. Planning and development: the Fiscal Court.
3. Assessment of real and personal property: the Hopkins County Property Valuation Administrator.
4. Financial control functions: the County Treasurer.
5. Inspection and supervision of the accounts and reports of the County as required by law: the Auditor of Public Accountants and by independent certified public accountants.

Financial Management

The Fiscal Court is responsible for appropriating the funds used to support the various County activities. The Fiscal Court exercises its legislative powers by budgeting, appropriating, levying taxes, issuing bonds and notes, and letting contracts for public works and services to provide this financial management.

Financial Reports and Examinations of Accounts

Each County in the State is required to record, keep and maintain its accounting records and render financial reports in such a way as to: (a) determine compliance with statutory provisions; (b) determine fairly and with full disclosure the financial operations of consistent funds and account groups of the County in conformity with generally accepted governmental accounting principles; and (c) readily provide such financial data as may be required by the federal revenue sharing program.

Municipal accounting systems are required to be organized and operated on a fund basis. The County maintains its accounts and other fiscal records on a cash basis in accordance with the procedures established and prescribed by the Kentucky Department for Local Government.

As required by law, financial reports are prepared annually by the County and filed with the Kentucky Department of Local Government.

The accounting procedures prescribed by the Kentucky Department of Local Government are generally applicable to all counties in Kentucky and may be different from generally accepted government accounting principles as presented and recommended in the National Council on Governmental Accounting publication "Governmental Accounting Auditing and Financial Reporting," and the Industry Audit Guide of the American Institute of Certified Public Accountants, entitled "Audits of State and Local Governmental Units." Those publications, among other things, provide for a modified accrual basis of accounting for the general fund, all special revenue funds and the debt service fund, and for a full accrual basis of accounting for all other funds, and further provide for the preparation for each fund of balance sheets, statements of revenues and expenditures, and statements showing changes in fund balances.

Budgeting and Appropriations Procedures

Detailed provisions for County budgeting, tax levies and appropriations are set forth and mandated by the Kentucky Revised Statutes. Counties are required to operate under an annual budget ordinance and no County may expend any moneys from a governmental or proprietary fund except in accordance with such budget. A budget proposal must be submitted to the County's legislative body no later than 30 days prior to the beginning of the fiscal year covered by the budget. Upon approval of the proposed budget, counties are required to submit the proposed budget to the State Local Debt Officer of the Commonwealth of Kentucky for approval. A proposed budget that has been approved by the State Local Debt Officer is required to be adopted by the fiscal court of the county no later than July 1 of each year or within ten days after receipt of the certified assessment from the Commonwealth of Kentucky, whichever is later. No budget ordinance may be adopted which provides for appropriations to exceed revenues in a fiscal year. The full amount estimated to be required for debt service during the budget year must be appropriated. The State Local Debt Officer is authorized to initiate proceedings to compel compliance by the county officials with the requirements imposed by Kentucky law on counties for the administration of their financial affairs.

Investment Policies

Section 66.480 of the Kentucky Revised Statutes sets forth the requirements and limitations for investments of the state's political subdivisions, including the County. Under that Section, the County must adopt an investment policy and may invest its funds only in the classifications of obligations which are eligible for investment, which are as follows:

- (a) Obligations of the United States and of its agencies and instrumentalities, including obligations subject to repurchase agreements, if delivery of these obligations subject to repurchase agreements is taken either directly or through an authorized custodian. These investments may be accomplished through repurchase agreements reached with sources including, but not limited to, national or state banks chartered in Kentucky;
- (b) Obligations and contracts for future delivery or purchase of obligations backed by the full faith and credit of the United States or a United States governmental agency, including but not limited to:
 - (1) United States Treasury;
 - (2) Export-Import Bank of the United States;
 - (3) Farmers Home Administration;
 - (4) Governmental National Mortgage corporation; and
 - (5) Merchant Marine bonds;
- (c) Obligations of any corporation of the United States government, including but not limited to:
 - (1) Federal Home Loan Mortgage Corporation;
 - (2) Federal Farm Credit Banks;
 - (3) Bank for Cooperatives;
 - (4) Federal Intermediate Credit Banks;
 - (5) Federal Land Banks;
 - (6) Federal Home Loan Banks;
 - (7) Federal National Mortgage Association; and
 - (8) Tennessee Valley Authority;
- (d) Certificates of deposit issued by or other interest-bearing accounts of any bank or savings and loan institution which are insured by the Federal Deposit Insurance Corporation or similar entity or which are collateralized, to the extent uninsured, by any obligations, including surety bonds, permitted by KRS 41.240(4);
- (e) Uncollateralized certificates of deposit issued by any bank or savings and loan institutions rated in one (1) of the three (3) highest categories by a nationally recognized rating agency;
- (f) Bankers' acceptances for banks rated in one (1) of the three (3) highest categories by a nationally recognized rating agency;
- (g) Commercial paper rated in the highest category by a nationally recognized rating agency;
- (h) Bonds or certificates of indebtedness of this state and of its agencies and instrumentalities;

- (i) Securities issued by a state or local government, or any instrumentality of agency thereof, in the United States, and rated in one (1) of the three highest categories by a nationally recognized rating agency; and
- (j) Shares of mutual funds, each of which shall have the following characteristics:
 - (1) The mutual fund shall be an open-end diversified investment company registered under the Federal Investment Company Act of 1940, as amended;
 - (2) The management company of the investment company shall have been in operation for at least five (5) years; and
 - (3) All of the securities in the mutual fund shall be eligible investments pursuant to this section.

Debt Limitation

Kentucky Constitution Section 158 provides that counties shall not incur indebtedness in an amount exceeding two percent (2%) of the value of the taxable property therein, as estimated by the last assessment previous to the incurring of the indebtedness.

Nothing shall prevent the issue of renewal bonds, or bonds to fund the floating indebtedness of any city, county, or taxing district. Subject to the limits and conditions set forth in that section and elsewhere in the Constitution, the General Assembly has the power to establish additional limits on indebtedness and conditions under which debt may be incurred by counties.

KRS 66.041 provides the same limitations as are set forth in the Constitution except that the limitations apply to "net indebtedness". In calculating "net indebtedness," KRS 66.031 provides that certain obligations of a municipality are not to be considered in the calculation, including self-supporting obligations, revenue bonds, and special assessment debt. (For a complete list of exempt debt see the Statement of Indebtedness attached as Appendix D.)

Appendix D of this Official Statement is a Statement of Indebtedness for the County, certified by the County, calculating the amount of the outstanding obligations of the County (including the Bonds) which are subject to the total direct debt limit (2% limit). The total principal amount of general obligation debt that could be issued by the County, subject to the 2% total direct debt limitation is \$45,448,534 and the County's net debt subject to such limitation presently outstanding (including the estimated Bonds) is \$10,795,000 leaving a balance of approximately \$34,653,000 borrowing capacity issuable within such limitation.

Future Borrowings of the County

At this time, the County does not anticipate any future borrowings.

LEGAL MATTERS

General Information

Legal matters incident to the issuance of the Bonds and with regard to the tax-exempt status thereof are subject to the approving legal opinion of Rubin & Hays, Bond and Special Tax Counsel. Upon delivery of the Bonds of the County to the successful bidder therefor, the Bonds will be accompanied by an approving opinion dated the date of such delivery, rendered by Rubin & Hays. The proposed form of such Bond Counsel legal opinion is attached as Appendix E. Certain legal matters will be passed upon for the County by its County Attorney, Robert P. Moore, Esq.

Said firm as Bond Counsel has performed certain functions to assist the County in the preparation by the County of its Official Statement. However, said firm assumes no responsibility for, and will express no opinion regarding the accuracy or completeness of this Official Statement or any other information relating to the County or the Bonds that may be made available by the County or others to the bidders or holders of the Bonds or others.

The engagement of said firm as Bond Counsel is limited to the preparation of certain of the documents contained in the transcript of proceedings with regard to the Bonds, and an examination of such transcript proceedings incident to rendering as to law and legal conclusions its legal opinion. In its capacity as Bond Counsel, said firm has reviewed the information in this Official Statement under the Sections entitled "Authority for Issuance", "Security and Source of Payment for Bonds", "Debt Limitation" and "Tax Treatment", which review did not include any independent verification of statements, data and financial statements and statistical data included elsewhere in this Official Statement.

Litigation

There is no controversy, litigation, administrative action or other proceedings 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 County taken with respect to the issuance or sale thereof, or the pledge or application of any moneys or security provided for the payment of the Bonds or the due existence or powers of the County. A No-Litigation Certificate to such effect will be delivered upon issuance of the Bonds.

Tax Treatment

In the opinion of Bond Counsel, based upon existing laws, regulations, rulings and court decisions, interest on the Bonds is excludable from gross income for Federal income tax purposes. Bond Counsel is also of the opinion that interest on the Bonds is not a specific item of tax preference under Section 57 of the Internal Revenue Code of 1986 (the "Code") for purposes of the Federal individual or corporate alternative minimum taxes. Furthermore, Bond Counsel is of the opinion that interest on the Bonds is exempt from taxation, including personal income taxation, by the Commonwealth of Kentucky and its political subdivisions.

The Code imposes various restrictions, conditions, and requirements relating to the exclusion from gross income for Federal income tax purposes of interest on obligations such as the Bonds. The County has covenanted to comply with such restrictions, requirements and conditions to ensure that interest on the Bonds will not be includable in gross income for Federal income tax purposes. Failure to comply with these covenants could result in interest on the Bonds being includable in income for Federal income tax purposes and such inclusion could be required retroactively to the date of issuance of the Bonds. The opinion of Bond Counsel assumes compliance with these covenants. However, Bond Counsel has not undertaken to determine (or to inform any person) whether any actions taken (or not taken) or events occurring (or not occurring) after the date of issuance of the Bonds may adversely affect the tax status of the interest on the Bonds.

A copy of the proposed opinion of Bond Counsel for the Bonds is set forth in Appendix E, attached hereto.

Although Bond Counsel is of the opinion that interest on the Bonds will be excludable from gross income for federal and Kentucky income tax purposes, the ownership or disposition of, or the accrual or receipt of interest on, the Bonds may otherwise affect a Bondholder's federal, state or local tax liabilities. The nature and extent of these other tax consequences will depend upon the particular tax status of the Bondholder or the Bondholder's other items of income or deduction. Bond Counsel expresses no opinions regarding any tax consequences or matters other than what is set forth in its opinion and each Bondholder or potential Bondholder is urged to consult with their own tax counsel with respect to the effects of purchasing, holding or disposing the Bonds on the tax liabilities of the individual or entity.

For example, although Bond Counsel is of the opinion that interest on the Bonds will not be a specific item of tax preference for purposes of application of the alternative minimum tax, corporations are required to include all tax-exempt interest in determining "adjusted current earnings" under Section 56(c) of the Code, which may increase the amount of any alternative minimum tax owed. Receipt of tax-exempt interest, ownership or disposition of the Bonds may result in other collateral federal, state or local tax consequence for certain taxpayers, including, without limitation, increasing the federal tax liability of certain foreign corporations subject to the branch profits tax imposed by Section 884 of the Code, increasing the federal tax liability of certain insurance companies under Section 832 of the Code, increasing the federal tax liability and affecting the status of certain S Corporations subject to Sections 1362 and 1375 of the Code, increasing the federal tax liability of certain individual recipients of Social Security or Railroad Retirement benefits under Section 86 of the Code and limiting the use of the Earned Income Credit under Section 32 of the Code that might otherwise be available. Ownership of Bonds may also result in the limitation of interest and certain other deductions for financial institutions and certain other taxpayers, pursuant to Section 265 of the Code. Finally, residence of the holder of Bonds in a state other than Kentucky or being subject to tax in a state other than Kentucky, may result in income or other tax liabilities being imposed by such states or their political subdivisions based on the interest or other income from the Bonds.

The Bonds are **not** "qualified tax-exempt obligations" within the meaning of Section 265 of the Code.

RATING

As noted on the cover page of this Official Statement, Moody's Investor's Service ("Moody's") has assigned its municipal bond rating of "___", to this issue of Bonds.

Such rating reflects only the view of said organization. Any explanation of the significance of such rating may only be obtained from Moody's, at the following address: Moody's Investors Service, 99 Church Street, New York, New York 10007.9

There can be no assurance that a rating when assigned will continue for any given period of time or that it will not be lowered or withdrawn entirely by the rating agency if in its judgment circumstances so warrant. Any such downward change in or withdrawal of a rating may have an adverse effect on the marketability and/or market price of the Bonds.

The County presently expects to furnish such rating agency with information and material that it may request on future general obligation bond issues. However, the County assumes no obligation to furnish requested information and materials, and may issue debt for which a rating is not requested. Failure to furnish requested information and materials, or the issuance of debt for which a rating is not requested, may result in the suspension or withdrawal of the rating agency's ratings on outstanding general obligation bonds.

CONTINUING DISCLOSURE

In accordance with Securities and Exchange Commission Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission (the "SEC"), the County will agree in a Continuing Disclosure Certificate, dated the date of issuance of the Bonds, to continue to cause the following information, in compliance with the Rule and official interpretations thereof, to be provided:

- (i) to each nationally recognized municipal securities information repository ("NRMSIR") and, if one is established for the Commonwealth, to its state information depository ("SID"), certain annual financial information and operating data, including audited financial statements prepared in accordance with generally accepted accounting principles as applied to governmental units, generally consistent with the information contained in "Appendix C" and "Appendix D" of the Official Statement ("Financial Data"). Such information shall be provided no later than 180 days after the end of each fiscal year ending on June 30.
- (ii) to each NRMSIR or to the Municipal Securities Rulemaking Board ("MSRB") and to the SID, if any, notice of the occurrence of the following material events with respect to the Bonds:
 - (a) Principal and interest payment delinquencies;
 - (b) Non-payment related defaults;
 - (c) Unscheduled draws on debt service reserves reflecting financial difficulties;
 - (d) Unscheduled draws on credit enhancements reflecting financial difficulties;
 - (e) Substitution of credit or liquidity providers, or their failure to perform;
 - (f) Adverse tax opinions or events affecting the tax-exempt status of the Bonds;
 - (g) Modifications to rights of holders of the Bonds;
 - (h) Bond calls, except for mandatory scheduled redemptions not otherwise contingent upon the occurrence of an event;
 - (i) Defeasances;
 - (j) Release, substitution or sale of property securing repayment of the Bonds; and
 - (k) Rating changes.
- (iii) in a timely manner, to each NRMSIR or to the MSRB and to the SID, notice of a failure of any Obligated Person to provide the required Annual Financial Information on or before the date specified in the referenced Disclosure Agreement.

The Continuing Disclosure Undertaking provides bondholders with certain enforcement rights in the event of a failure by any Obligated Person to comply with the terms thereof. However, a default under the Continuing Disclosure Undertaking does not constitute a default under the Ordinance. The Continuing Disclosure Undertaking may be amended or terminated under certain circumstances in accordance with the Rule as more fully described therein. Bondholders are advised that the Continuing Disclosure Undertaking, copies of which are available at the office of each Obligated Party, should be read in its entirety for more complete information regarding its contents.

For purposes of this transaction with respect to events as set forth in the Rule:

- (a) there are no debt service reserve funds applicable to the Bonds;
- (b) there are no liquidity providers applicable to the Bonds; and
- (c) there is no property securing the repayment of the Bonds.

UNDERWRITING

The Bonds are being purchased for reoffering to the public by _____ (the "Underwriter"). The Underwriter has agreed to purchase the Bonds at an aggregate purchase price of \$_____ (reflecting the par amount of the Bonds, less original issue discount of \$_____, less underwriter's discount of \$_____, plus accrued interest of \$_____). The initial public offering prices which produce the yields set forth on the cover page of this Official Statement may be changed by the Underwriter and the Underwriter may offer and sell the Bonds to certain dealers (including dealers depositing Bonds into investment trusts) and others at prices lower than the offering prices which produce the yields set forth on the cover page.

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 County, has requested and received permission and approval of the County 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.

MISCELLANEOUS

To the extent any statements made in this Official Statement involve matters of opinion or estimates, whether or not expressly stated to be such, such statements are made as such and not as representations of fact or certainty, and no representation is made that any of such statements will be realized. Information herein has been derived by the County from official and other sources and is believed by the County to be reliable, but such information other than that obtained from official records of the County has not been independently confirmed or verified by the County and its accuracy is not guaranteed. Neither this Official Statement nor any statement which may have been made orally or in writing is to be construed as a contract with the holders of the Bonds.

This Official Statement has been duly executed and delivered for and on behalf of the County of Hopkins, Kentucky, by its County Judge/Executive.

COUNTY OF HOPKINS, KENTUCKY

By: /s/ Patricia Hawkins
County Judge/Executive

APPENDIX A

*Estimated Debt Service Requirements
for
Series 2005 Bonds*

COUNTY OF HOPKINS, KENTUCKY
GENERAL OBLIGATION BONDS
Series 2005

Estimated Debt Service Requirements

Date	Principal	Interest	Total	Fiscal Total
02/01/2006	\$630,000	\$332,308.08	\$962,302.08	\$962,302.08
08/01/2006	-	191,348.75	191,348.75	
02/01/2007	585,000	191,348.75	776,348.75	967,697.50
08/01/2007	-	183,305.00	183,305.00	
02/01/2008	595,000	183,305.00	778,305.00	961,610.00
08/01/2008	-	174,528.75	174,528.75	
02/01/2009	615,000	174,528.75	789,528.75	964,057.50
08/01/2009	-	164,996.25	164,996.25	
02/01/2010	635,000	164,996.25	799,996.25	964,992.50
08/01/2010	-	154,518.75	154,518.75	
02/01/2011	655,000	154,518.75	809,518.75	964,037.50
08/01/2011	-	143,220.00	143,220.00	
02/01/2012	680,000	143,220.00	823,220.00	966,440.00
08/01/2012	-	130,980.00	130,980.00	
02/01/2013	700,000	130,980.00	830,980.00	961,960.00
08/01/2013	-	117,855.00	117,855.00	
02/01/2014	725,000	117,855.00	842,855.00	960,710.00
08/01/2014	-	103,898.75	103,898.75	
02/01/2015	755,000	103,898.75	858,898.75	962,797.50
08/01/2015	-	88,987.50	88,987.50	
02/01/2016	780,000	88,987.50	868,987.50	957,975.00
08/01/2016	-	73,192.50	73,192.50	
02/01/2017	805,000	73,192.50	878,192.50	951,385.00
08/01/2017	-	56,690.00	56,690.00	
02/01/2018	840,000	56,690.00	896,690.00	953,380.00
08/01/2018	-	39,050.00	39,050.00	
02/01/2019	880,000	39,050.00	919,050.00	958,100.00
08/01/2019	-	20,130.00	20,130.00	
02/01/2020	915,000	20,130.00	935,130.00	955,260.00
Total	\$10,795,000	\$3,617,710.58	\$14,412,704.58	\$14,412,704.58

Source: Financial Advisor

APPENDIX B

Demographic, Economic and Tax Data on the County of Hopkins

General Information

Hopkins County, with an estimated 2003 population of 46,839, is located in the Western Kentucky Coal Field Region. Hopkins County covers a land area of 550 square miles. Madisonville is the county seat of Hopkins County and is located 49 miles south of Evansville, Indiana; 103 miles northwest of Nashville, Tennessee; 153 miles southwest of Louisville; and 219 miles southeast of St. Louis, Missouri.

The Hopkins County School System, accredited by the Southern Association of Colleges and Schools, provides primary and secondary education. The Madisonville Community College, a member of the University of Kentucky College System, and Madisonville Technical College provide local post-secondary education. Four universities, two senior colleges, and three other community colleges are located within 90 miles of Madisonville.

Major highways serving Hopkins County include the Pennyriple Parkway; Western Kentucky Parkway; U.S. Highways 41 and 41A; and Kentucky Routes 70, 85, and 112.

Total Population

	1999	2000	2001	2002	2003
Labor Market Area	231,197	232,570	231,505	231,591	230,318
Hopkins County	46,155	46,519	46,327	46,588	46,839
Madisonville	19,768	19,307	19,115	19,240	19,321
Earlington	1,711	1,649	1,611	1,603	1,599

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

Population Projections

	2005	2010	2015	2020
Labor Market Area	236,026	237,892	238,684	238,650
Hopkins County	46,665	46,644	46,460	46,077

Source: Kentucky State Data Center, University of Louisville and Kentucky Cabinet for Economic Development.

Population by Selected Age Groups, 2000

	Hopkins County		Labor Market Area	
	Number	Percent	Number	Percent
Under 18	11,240	24.2	58,686	25.2
18-24	3,846	8.3	24,949	10.7
25-34	5,960	12.8	33,458	14.4
35-44	7,158	15.4	33,889	14.6
45-54	6,718	14.4	29,747	12.8
55-64	4,739	10.2	21,212	9.1
65-74	3,487	7.5	16,147	6.9
75 and older	3,371	7.2	14,482	6.2
Median Age	38.2		34.7	

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

Population by Race and Hispanic Origin, 2003

	Hopkins County		Labor Market Area	
	Number	Percent	Number	Percent
White	43,150	92.1	197,866	85.9
Black	2,962	6.3	27,241	11.8
Asian, Pacific Islander	214	0.5	1,628	0.7
American Indian	105	0.2	690	0.3
Hispanic Origin	470	1.0	5,119	2.2

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.

Personal Income

	1997	2002	Pct. Change
Hopkins County	\$19,386	\$23,039	18.8%
Kentucky	\$20,855	\$25,494	22.2%
U.S.	\$25,334	\$30,906	22.0%
Labor Market Area Range	\$16,866 - \$20,808	\$20,632 - \$26,351	

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

Households

	2000		2002
	Number of Households	Persons Per Household	Median Household Income
Hopkins County	18,820	2.4	\$32,222

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

Civilian Labor Force

	Hopkins County		Labor Market Area	
	2004	Mar. 2005	2004	Mar. 2005
Civilian Labor Force	19,356	21,992	101,633	99,315
Employed	18,183	20,706	95,658	93,240
Unemployed	1,173	1,286	5,975	6,075
Unemployment Rate (%)	6.1	5.8	5.9	6.1

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

Unemployment Rate (%)

Year	Hopkins County	Labor Market Area	Kentucky	U.S.
2000	6.9	5.4	4.2	4.0
2001	6.7	6.8	5.3	4.7
2002	6.1	6.3	5.7	5.8
2003	7.7	7.1	6.2	6.0
2004	6.1	5.9	5.3	5.5

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

Commuting Patterns

	2000	Percent
Residents of Hopkins County		
Working and Residing In County	15,060	79.0
Commuting Out of County	4,005	21.0
Total Residents	19,065	100.0
Employees in Hopkins County		
Working and Residing In County	15,060	81.1
Commuting Into County	3,510	18.9
Total Employees	18,570	100.0

Source: U.S. Department of Commerce, Bureau of the Census, Journey-To-Work & Migration Statistics Branch.

Summary of Recent Locations and Expansions, 2002-Present

	Companies	Jobs	Reported
			Investment
Manufacturing Location	2	582	\$51,600,000
Manufacturing Expansion	15	123	\$6,858,206
Supportive/Service Location	1	192	\$3,141,850
Supportive/Service Expansion	2	0	\$50,000

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

Note: Totals include announced locations and expansions.

Source: Kentucky Cabinet for Economic Development (05/24/2005).

Employment by Major Industry by Place of Work, 2002

	Hopkins County		Labor Market Area	
	Employment	Percent	Employment	Percent
All Industries	17,304	100.0	85,781	100.0
Agriculture, Forestry, Fishing and Hunting	41	0.2	274	0.3
Mining	612	3.5	2,134	2.5
Construction	531	3.1	3,070	3.6
Manufacturing	2,839	16.4	19,173	22.4
Trade, Transportation, and Utilities	3,313	19.1	15,043	17.5
Information	161	0.9	828	1.0
Financial Activities	549	3.2	2,673	3.1
Services	6,054	35.0	24,448	28.5
Public Administration	1,090	6.3	6,458	7.5
Other	3	0.0	NA	NA

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

Major Business & Industry

Firm	Product(s)/Service(s)	Emp.	Year Established
<i>Madisonville</i>			
Ahlstrom Engine Filtration LLC	Paper filters	131	1974
Autoliv ASP Inc	Automotive seat belts	450	2001
Carhartt Inc	Men's & women's work coats, jackets & jeans	188	1980
Electro Cycle Inc	Aluminum recycling	37	1989
GE Aircraft Engine Div	Aircraft engines, turbines, blades & vanes	780	1980
Gemtron Corporation	Manufacturing of appliance components	79	2000
Glitterwrap Inc	Manufacturer & distributor of wrapping papers & related products	60	NA
Hibbs Electromechanical	AC & DC motor electric	47	1991
High Tech Chrome Plating Inc	Industrial chrome plating on hydraulic cylinder parts	20	1989
KI Kentucky	Dormitory & government facility furniture	65	1939
Lear Corp	Plastic automotive components and head liners	358	1994
Modern Welding Co of Kentucky Inc	Custom structural steel & metal fabricating; arc & MIG welding	25	1932
Polyweave Packaging Co Inc	Plastic bags	20	1983
Rexam Closures & Containers	Molded plastic container closures	84	2002
Royal Crown Bottling Co	Soft drinks	35	1916
Ruby Concrete Co	Concrete blocks	20	1945
Sprint Print Inc	Commercial offset printing; computerized typesetting; desktop publishing; glue, stitch & perfect binding	20	1979
Summitt Molding & Engineering	Molded plastic parts	21	1991
The Messenger	Newspaper publishing, offset printing & computer typesetting	32	1917
Trace Industries Inc	Sheltered workshop: wooden tables & chairs	26	1982
UC Milk Co LLC	Liquid milk, cultured buttermilk, fruit juices & plastic milk jugs	150	1927
Woodruff Supply Co Inc	Coal mining & industrial equipment: shuttle car flights & hydraulic hose assembly, tools	25	1944

Source: Kentucky Cabinet for Economic Development (05/24/2005).

Tax Base Information

<u>Year</u>	<u>Real Estate</u>	<u>Tangible Personal</u>	<u>Real Estate Franchise</u>	<u>Tangible Franchise</u>	<u>Motor Vehicles</u>	<u>Watercraft</u>	<u>Bankshares</u>	<u>Total Assessed Value</u>
04/05	\$1,247,346,268	\$175,119,511	\$51,539,764	\$113,012,405	\$230,636,774	\$6,257,479	\$448,514,474	\$2,272,426,675
03/04	\$1,193,740,676	\$171,916,474	\$45,307,448	\$116,947,695	\$237,275,037	\$6,177,858	\$473,220,102	\$2,244,585,290
02/03	\$1,132,942,628	\$165,896,693	\$45,965,977	\$124,068,825	\$228,586,059	\$6,086,278	\$489,066,392	\$2,192,612,852
01/02	\$1,107,449,432	\$238,056,884	\$42,236,553	\$129,792,363	\$230,085,628	\$5,847,443	\$483,408,446	\$2,236,876,749
00/01	\$1,070,577,186	\$215,133,123	\$43,200,857	\$135,517,666	\$232,409,121	\$5,542,314	\$468,756,933	\$2,171,137,200

Assessment Rates (per \$100.00 assessed valuation)

<u>Year</u>	<u>Real Estate</u>	<u>Tangible Personal</u>	<u>Real Estate Franchise</u>	<u>Tangible Franchise</u>	<u>Motor Vehicles</u>	<u>Watercraft</u>	<u>Bankshares</u>
04/05	12.10¢	16.60¢	12.10¢	16.60¢	10.30¢	10.30¢	2.50¢
03/04	11.80¢	15.59¢	11.80¢	15.59¢	10.30¢	10.30¢	2.50¢
02/03	11.60¢	11.60¢	11.60¢	11.60¢	10.30¢	10.30¢	2.50¢
01/02	11.60¢	11.60¢	11.60¢	11.60¢	10.30¢	10.30¢	2.50¢
00/01	11.30¢	11.30¢	11.30¢	11.30¢	10.30¢	10.30¢	2.50¢

County Tax Collections

<u>Year</u>	<u>Net Tax Collections To County</u>
04/05	\$2,252,001
03/04	\$2,096,614
02/03	\$1,997,607
01/02	\$1,966,434
00/01	\$1,909,761

Largest Corporate Taxpayers

<u>Name</u>	<u>Assessment Valuation</u>	<u>Taxes Collected</u>
CARHARTT, INC	\$12,184,200	\$14,377
REXAM CLOSURES KY, INC	\$9,046,100	\$10,674
WAL-MART	\$8,144,500	\$9,611
LOWES HOME CENTERS INC	\$6,266,200	\$7,394
MULTICARE ASSOCIATES LLC	\$4,541,100	\$5,359
AUTOLIV ASP INC	\$4,467,900	\$5,272
CORE POINTE GROUP LLC	\$4,455,000	\$5,257
KROGER CO	\$4,000,000	\$4,720
LEAR CORP	\$3,394,100	\$4,356
GENERAL ELECTRIC CO	\$3,383,100	\$3,992

Insurance Premium Tax

Hopkins has a 10% insurance premium tax that has produced the following income:

2004/05	\$2,538,819
2003/04	\$2,608,461
2002/03	\$2,366,822
2001/02	\$2,217,125
2000/01	\$1,700,123

Source: County of Hopkins

APPENDIX C

Audited Financial Statement for Period Ended June 30, 2003

Please go to the following link to retrieve the audit:

<http://www.auditor.ky.gov/Public/Home.asp>

(Click on Reports on left hand side, click Audit Search by County, then find Hopkins County)

Due to State of Kentucky backlog, the 2004 financial statement has not been audited.

APPENDIX D

Statement of Indebtedness of County

(f) Leases entered into under KRS 65.940 to 65.956 after July 15, 1996 which are not tax-supported leases.....	0
(g) Bonds issued in the case of an emergency, when the public health or safety should so require.....	0
(h) Bonds issued to fund a floating indebtedness.....	0
TOTAL EXEMPT OBLIGATIONS.....	0

4. The total of bonds, notes and other obligations subject to the debt limitation set forth in KRS 66.041 (2 minus 3) is..... 10,795,000

5. The total of bonds, notes and other obligations subject to the debt limitation set forth in KRS 66.041 as computed in 4 above, does not exceed 2% of the assessed valuation of all the taxable real and personal property in the County.

6. The current tax rate of the County, for other than school purposes, upon the value of the taxable property therein is 12.10 for real property and 16.60 for personal property, which do not exceed the maximum permissible tax rate for the County as set forth in Section 157 of the Kentucky Constitution.

7. The issuance of the bonds, notes or other obligations set forth in 3 hereof will not cause the tax rate set forth in 6 hereof to increase in an amount which would exceed the maximum permissible tax rate for the County as set forth in Section 157 of the Kentucky Constitution.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of June, 2005.

/S/ Cindy Jones
County Treasurer

APPENDIX E

Form of Proposed Approving Legal Opinion of Bond Counsel

June __, 2005

Re: County of Hopkins, Kentucky General Obligation Refunding Bonds (Detention Facility Project), Series 2005.

We have examined a transcript of the proceedings of the County of Hopkins, Kentucky (the "County"), in the issuance of the above-styled bonds (the "Series 2005 Bonds"), in the principal amount of \$_____, issued in fully registered form, as to both principal and interest, in the denomination of \$5,000 or any authorized multiple thereof within the same maturity, bearing interest payable semiannually on February 1 and August 1 of each year until maturity, and maturing on February 1, in each of the respective years, 2006 through 2020, inclusive, in such amounts as set forth and specified in the Ordinance (as hereinafter defined). The Series 2005 Bonds are subject to redemption as specified in the Series 2005 Bonds.

Pursuant to an Ordinance (the "Ordinance") enacted by the County on June 13, 2005, the principal and redemption premium, if any, on the Series 2005 Bonds are payable at the principal corporate trust office of The Huntington National Bank (the "Paying Agent"), and interest on the Series 2005 Bonds is payable by check mailed by the Paying Agent to the respective registered owners thereof.

The Series 2005 Bonds have been issued pursuant to the authority of the Constitution of the Commonwealth of Kentucky, particularly Sections 158 and 159 thereof, and Sections 66.011 through 66.171 of the Kentucky Revised Statutes, as amended, for the purpose of refunding the outstanding County of Hopkins, Kentucky General Obligations Bonds (Detention Facility Project), Series 2000, dated January 15, 2000 which were issued for the purpose of paying the costs associated with the acquisition, construction and equipping of a new detention facility for use by the County (the "Project").

We have examined a specimen Series 2005 Bond, as issued and delivered and have further examined the proceedings in connection with the enactment of the Ordinance by the County, in which Ordinance the County has agreed to make timely payments to pay the principal and interest requirements of the Series 2005 Bonds.

We are of the opinion that the County is duly organized under the laws of the Commonwealth of Kentucky, and has the full power and authority to issue the Series 2005 Bonds for the purposes stated in the Ordinance, and to consummate the transactions contemplated

thereunder, and that the Series 2005 Bonds and the Ordinance, have been duly authorized, executed and delivered by the County.

From our examination of such Series 2005 Bond specimen and the entire transcript of proceedings, we are of the opinion that (a) the Series 2005 Bonds constitute valid and legally binding obligations and commitments of the County, enforceable in accordance with their terms, (b) the Series 2005 Bonds constitute general obligations of the County and the full faith, credit and taxing power of the County is irrevocably pledged to the prompt payment of the principal of, premium, if any, and interest on the Series 2005 Bonds when the same become due, (c) the Ordinance is a valid and legally binding instrument and the County has become obligated and bound thereunder and (d) the County is required to levy a tax on all taxable property within its jurisdiction to produce the amounts required in each year to pay the Series 2005 Bonds.

It is to be understood that the rights of the owners of the Series 2005 Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and that their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

We are of the opinion that the Series 2005 Bonds constitute an exempt security under Section 3(a)(2) of the Securities Act of 1933, as amended to this date, and under Section 3(a)(12) of the Securities Exchange Act of 1934, as amended to this date, and that under said Securities Act of 1933, the offer, sale and delivery of the Series 2005 Bonds do not require registration of the Series 2005 Bonds, or of the obligations of the County under the Ordinance. It is our opinion that the Ordinance is exempt from registration under the Trust Indenture Act of 1939, as amended to this date.

The Internal Revenue Code of 1986 (the "Code") imposes various restrictions and requirements on tax-exempt bonds, such as the Series 2005 Bonds, which include the manner of issuance of bonds, the expenditure and investment of the proceeds of bonds and the use of bond-financed facilities.

The County in the Ordinance has made certain representations, warranties and covenants, respectively, to restrict the use of the proceeds of the Series 2005 Bonds in certain ways and to abide by certain guidelines which, if complied with, will insure that the interest on the Series 2005 Bonds will not become includable in gross income for Federal income tax purposes. For the purpose of this opinion we assume compliance with such covenants and the accuracy of such representations and warranties.

Based upon present Federal income tax statutes and regulations and published rulings of the Internal Revenue Service, it is our opinion that the receipt of interest on the Series 2005 Bonds is and will be excludable from gross income for Federal income tax purposes and will not be included in computing the alternative minimum taxable income of individuals.

The exclusion of the interest on the Series 2005 Bonds from gross income for Federal income tax purposes is subject to the following exceptions:

1. Property and casualty insurance companies are required for taxable years beginning after December 31, 1986, to reduce the amount of their deductible underwriting losses by 15% of the amount of tax-exempt interest received or accrued on obligations acquired after August 7, 1986, including the Series 2005 Bonds. If the amount of this reduction exceeds the amount otherwise deductible as losses incurred, such excess may be includable in income.
2. Interest on the Series 2005 Bonds will be included in the adjusted current earnings of certain corporations and such corporations will be required to include in the calculation of alternative minimum taxable income 75% of the excess of such corporation's adjusted current earnings over its alternative minimum taxable income (determined without regard to this adjustment and prior to reduction for certain alternative tax net operating losses).
3. Interest on the Series 2005 Bonds will be included in calculating the earnings and profits of the United States of America branch of a foreign corporation attributable to income which is effectively connected (or treated as effectively connected) with a United States of America trade or business for purposes of the branch profits tax imposed by the Code.
4. Recipients of certain social security and certain railroad retirement benefits, pursuant to Section 86 of the Code, are required to take into account in determining gross income, receipts or accruals of interest on the Series 2005 Bonds.
5. Passive investment income, including interest on the Series 2005 Bonds, may be subject to Federal income taxation under Section 1375 of the Code for a Subchapter S corporation that has Subchapter C corporation earnings and profits at the close of the taxable year if greater than 25% of the gross receipts of such Subchapter S corporation is passive investment income.

It is also our opinion that the receipt of interest on the Series 2005 Bonds will be exempt from income taxation by the Commonwealth of Kentucky and that the Series 2005 Bonds will be exempt from ad valorem taxation by the Commonwealth of Kentucky and all of its political subdivisions.

OFFICIAL TERMS AND CONDITIONS OF BOND SALE

1. Date and Hour of Award. The County of Hopkins, Kentucky (the "County") will, until 11:00 A.M. (E.D.T.) on June 14, 2005, receive in the office of the County Judge/Executive, Hopkins County Courthouse, Madisonville, Kentucky 42431, electronic or sealed competitive bids for the purchase of Ten Million Seven Hundred Ninety-Five Thousand Dollars (\$10,795,000) [subject to an adjustment upward or downward by an amount not to exceed \$1,075,000] principal amount of its County of Hopkins, Kentucky General Obligation Refunding Bonds (Detention Facility Project), Series 2005, dated June 1, 2005 (the "Bonds"), maturing on February 1 of the years 2006 to 2020, inclusive, as set forth in the Official Statement. Minimum bid is \$10,633,075 (98.5%). Bids will be opened by the County Judge/Executive of the County, at the time stated above and will be acted upon by the County Judge/Executive on the same date immediately following the bid opening.

2. Description and Maturities of Bonds. The Bonds shall bear interest from June 1, 2005, or the first day of the month in which the Bonds are sold, payable semiannually, on February 1 and August 1 of each year, beginning on February 1, 2006, shall be in the denomination of \$5,000 or any multiple thereof within the same maturity (as designated by the Purchasers), are numbered R-1 and upward, and will be scheduled to mature on February 1 in each of the respective years as set forth in Exhibit A attached hereto.

The Bonds are to be issued in fully registered form (both principal and interest). The Huntington National Bank, Cincinnati, Ohio, the Registrar, Transfer Agent, and Paying Agent, will mail a check by regular United States mail postmarked not later than the interest due date representing interest payments semiannually to each Bondowner of record on the fifteenth day of the month preceding the due date. Principal will be paid upon submission of matured (or called) bonds to the Paying Agent. Upon submission of proper assignment, the Transfer Agent will transfer ownership of Bonds within three (3) business days of receipt without expense to the Bondowner.

3. Optional Redemption. The Bonds maturing on or after February 1, 2015, shall be subject to redemption, in whole or in part, in advance of maturity, at any time on or after February 1, 2014, (less than all Bonds of a single maturity to be selected in such manner as the Paying Agent may determine) upon payment of 100% of the principal amount to be redeemed plus accrued interest to the date of redemption.

4. Authority and Purpose. The Bonds have been authorized by an Ordinance (the "Ordinance"), duly enacted by the Fiscal Court of the County, under authority of Chapter 58 of the Kentucky Revised Statutes (the "Act"), for the purpose of providing funds necessary to advance refund the outstanding County of Hopkins, Kentucky General Obligation Bonds (Detention Facility Project), Series 2000, maturing on February 1, 2006 through 2020, inclusive (the "Series 2000 Bonds").

5. Legal Opinion. The Bonds are offered for sale on the basis of the principal of the Bonds not being subject to Kentucky ad valorem taxation and on the basis of interest on the Bonds, with certain exceptions, not being subject to federal or Kentucky income taxation on the date of their delivery to the successful bidder, and subject to the final approving Legal Opinion of Rubin & Hays, Municipal Bond Attorneys, Louisville, Kentucky, based on the assumption that the County complies

with the covenants made by the County with respect to compliance with the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and based on the assumption of compliance by the County with the requirements as to rebate (and reports with reference thereto) to the United States of America of certain investment earnings on the proceeds of the Bonds, if such requirements become applicable to such Bonds. Based on the foregoing assumptions, Bond Counsel is of the opinion that the Bonds are not "arbitrage bonds" within the meaning of Section 148 of the Code. The Purchaser will be furnished said Opinion, printed bond forms, and the usual closing documents, which will include a certificate that there is no litigation pending or threatened at the time of delivery of the issue affecting the validity of the Bonds.

In order to assure Purchasers of the Bonds that interest thereon will continue to be excludable from gross income for federal and Kentucky income taxation (subject to certain exceptions set out below), the County covenants to and with the owners of such Bonds that (1) the County will take all actions necessary to comply with the provisions of the Code, (2) the County will take no actions which will violate any of the provisions of the Code, or would cause the Bonds to become "private activity bonds" within the meaning of the Code, (3) none of the proceeds of the Bonds will be used for any purpose which would cause the interest on the Bonds to become subject to federal income taxation, and the County will comply with any and all requirements as to rebate (and reports with reference thereto) to the United States of certain investment earnings on the proceeds of the Bonds.

The County certifies that these Bonds are not "private activity bonds" within the meaning of the Code, and the County has been advised by Bond Counsel and therefore believes that interest on the Bonds is not included as an item of tax preference in calculating the alternative minimum tax for individuals.

The County is further advised that the exemption from income taxation by the United States of America of interest on the Bonds is subject to the following exceptions:

1. For purposes of the alternative minimum tax imposed on corporations (as defined for federal income tax purposes), interest on the Bonds is taken into account in determining adjusted current earnings;
2. With respect to insurance companies subject to the tax imposed by Section 831 of the Code, Section 832(b)(5)(B)(i) reduces the deduction for loss reserves by 15% of the sum of certain items, including interest on the Bonds;
3. Interest on the Bonds earned by certain foreign corporations doing business in the United States of America could be subject to a branch profits tax imposed by the Code;
4. Passive investment income, including interest on the Bonds, may be subject to federal income taxation under Section 1375 of the Code for Subchapter S corporations that have Subchapter C earnings and

profits at the close of the taxable year if greater than 25% of the gross receipts of such Subchapter S corporation is passive investment income;

5. Section 86 of the Code requires recipients of certain Social Security and certain Railroad Retirement benefits to take into account, in determining the taxability of such benefits, receipts or accruals of interest on the Bonds.

If, prior to the delivery of the Bonds, any event should occur which alters the tax-exempt status of the Bonds, the Purchaser shall have the privilege of voiding the purchase contract by giving immediate written notice to the County, whereupon the amount of the good faith deposit of the purchaser will be returned to the Purchaser, and all respective obligations of the parties will be terminated.

6. Bidding Requirements. The terms and conditions of the sale of the Bonds are as follows:

- A. Bids shall be required to be submitted upon a standard official "Bid Form" in order to provide for the uniformity in submission of bids and ready determinations of the best bid.
- B. A minimum price is required for the entire issue of not less than \$10,633,075, plus accrued interest from the date of the Bonds, June 1, 2005, to the date of delivery.
- C. The determination of the best bid will be made on the basis of all bids submitted for exactly \$10,795,000 of Bonds as offered for sale under the terms and conditions herein specified. The County will, at the meeting which will be held to act upon the receipt of bids for the Bonds, accept or reject such best bid, provided, however, the County reserves the right to increase or decrease the total amount of Bonds sold to such best bidder (in \$5,000 denominations), so that the total amount of bonds awarded to such best bidder will be a minimum of \$9,720,000 or a maximum of \$11,870,000. In the event of any such adjustment, no rebidding or recalculation of the bids submitted will be required. The price at which such adjusted amount of bonds will be sold will be at the same price per \$1,000 of bonds as the price bid in the successful bid per \$1,000 for the \$10,795,000 of Bonds initially offered for sale. The County reserves the right to increase or decrease individual principal maturities to promote level debt service even if the principal amount of the bond issue is not adjusted.

- D. The successful bidder will be required to deposit with The Huntington National Bank, Cincinnati, Ohio, immediately available funds in the amount of \$215,900, prior to the close of business on June 16, 2005, which amount shall represent the good faith deposit. The amount of the good faith deposit will be deducted from the purchase price at the time of delivery of the Bonds.
- E. Bidders for the Bonds may require that a portion of the Bonds be term bonds maturing on one or more dates (the "Term Bonds"); provided, however, that the County may require such Term Bonds to be subject to mandatory redemption by lot at a redemption price of 100% of the principal amount thereof plus accrued interest to the date of redemption on February 1 of the years and in the principal amounts set forth on the Bid Form executed by the County Judge/Executive awarding the purchase of the Bonds to the successful bidder.
- F. Bidders must state an interest rate or rates in a multiple of 1/8, 1/10 or 1/20 of 1%, or both.
- G. There is no limit on the number of different rates which may be specified by any bidder.
- H. Interest rates must be on an ascending scale, in that the interest rate for Bonds of any maturity may not be less than the interest rate stipulated for any preceding maturity.
- I. All Bonds of the same maturity shall bear the same and a single interest rate from the date thereof to maturity.
- J. The right to reject bids for any reason deemed advisable to the County, and the right to waive any possible informalities, irregularities or defect in any bid which, in the judgment of the County, shall be minor or immaterial, are expressly reserved.
- K. 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 County 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 Bond Sale 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 County. The County 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.

In the event of a system malfunction in the electronic bidding process or at the sole discretion of a bidder, bids must be made on forms which, together with an Official Statement, may be obtained at the office of the Financial Advisor, First Kentucky Securities Corporation, 305 Ann Street, Suite 400, Frankfort, Kentucky 40602-0554, telephone (502) 875-4611. Bids must be enclosed in sealed envelopes marked "Bid for County of Hopkins, Kentucky General Obligation Refunding Bonds (Detention Facility Project), Series 2005, dated June 1, 2005" and bids must be received by the County Judge/Executive prior to the date and hour stated above.

- L. It shall be the responsibility of the purchasers of the Bonds to furnish or cause to be furnished to the Payee Bank/Registrar at least five (5) days prior to the date of delivery of the Bonds, a list of the names, addresses and social security numbers or employer identification numbers of each of the parties to whom the Bonds are to be registered, and the principal amounts and maturities thereof. In the event of the failure to so deliver such list, the Bonds delivered to the purchasers shall be registered in the name or names of such purchasers or their designated representatives appearing as the first name on the successful bid form, or otherwise appropriately designated, and shall be issued in denominations corresponding to the principal amount of each respective maturity, or in the denomination of \$5,000, as shall be determined by the Payee Bank/Registrar.

- M. Delivery will be made in Louisville or Madisonville, Kentucky, at no additional expense other than the charge, if any, of a delivering bank. The purchasers may elect to require delivery elsewhere in the continental United States, or delivery through a depository trust corporation, provided the purchasers agree to pay any additional expense in connection therewith, such expense to include shipping

expense, insurance in transit and the fee of the Depository Trust Corporation. In connection with the issuance of the Bonds, the County will pay for the printing of the Bonds, which will contain the opinion of Bond Counsel.

- N. Upon wrongful refusal of the successful bidder to take delivery of and pay for the Bonds when tendered for delivery, the amount of the good faith deposit shall be forfeited by such bidder, and such amount shall be deemed liquidated damages for such default; provided, however, if said Bonds are not ready for delivery and payment within forty-five (45) days from the date of sale, said bidder shall be relieved of any liability to accept the Bonds hereunder.
- O. The County shall provide to the successful purchaser of the Bonds a final Official Statement in accordance with SEC Rule 15c2-12. Arrangements have been made with the printer of the Preliminary Official Statement, upon submission of completion text, to print a reasonable quantity of final Official Statements in sufficient time to meet the delivery requirements of the successful purchaser under SEC or Municipal Securities Rulemaking Board Delivery Requirements. The costs of printing the final Official Statement will be borne by the County.
- P. The Purchaser will pay the CUSIP Service Bureau charge for the assignment of CUSIP numbers, which numbers will be printed on the Bonds. Neither the failure to print a CUSIP number on any Bond, nor any error with respect thereto, shall constitute cause for failure or refusal by the purchasers thereof to accept delivery of and payment for the Bonds in accordance with the terms of the purchase agreement.
- Q. If the successful bidder desires to obtain insurance guaranteeing the payment of the principal and/or interest on the Bonds, the County agrees that it will cooperate with such successful bidder in obtaining such insurance, but all of the expenses and charges in connection therewith shall be borne by such bidder (with the exception of the costs of a rating by Moody's Investors Service), and the County shall not be liable to any extent therefor.

Bond Counsel has reviewed the information contained in the Official Statement describing the Bonds and the provisions of the Resolution and related proceedings authorizing the Bonds, but Bond Counsel has not reviewed any of the financial data, computations, tabulations, balance sheets, financial projections and general information concerning the County, and expresses no opinion

thereon, assumes no responsibility for same, and has not undertaken independently to verify any information contained therein. Patricia Hawkins, Hopkins County Judge/Executive

EXHIBIT A

SERIES 2005 BONDS

<u>Maturity</u> <u>February 1</u>	<u>Principal</u> <u>Amount*</u>
2006	\$630,000
2007	585,000
2008	595,000
2009	615,000
2010	635,000
2011	655,000
2012	680,000
2013	700,000
2014	725,000
2015	755,000
2016	780,000
2017	805,000
2018	840,000
2019	880,000
2020	915,000

**Amounts Subject to Revision*

BID FORM

Subject to the terms and conditions of the County of Hopkins, Kentucky providing for the sale of \$10,795,000 (subject to an adjustment upward or downward by an amount not to exceed \$1,075,000) of County of Hopkins, Kentucky General Obligation Refunding Bonds (Detention Facility Project), Series 2005, dated June 1, 2005 or the first day of the month in which the Bonds are sold, and in accordance with the Official Terms and Conditions of Bond Sale, to all of which the undersigned agrees, the undersigned hereby submits the following offer to purchase said Bonds.

We hereby bid for said \$10,795,000* principal amount of Bonds, the total sum of \$_____ (not less than \$10,633,075) plus accrued interest from June 1, 2005 or the first day of the month in which the Bonds are sold, at the following annual rate(s), payable semiannually:

Maturity February 1	Principal Amount*	Interest Rate	Maturity February 1	Principal Amount*	Interest Rate
2006	\$630,000	____%	2014	\$725,000	____%
2007	585,000	____%	2015	755,000	____%
2008	595,000	____%	2016	780,000	____%
2009	615,000	____%	2017	805,000	____%
2010	635,000	____%	2018	840,000	____%
2011	655,000	____%	2019	880,000	____%
2012	680,000	____%	2020	915,000	____%
2013	700,000	____%			

* *Subject to Adjustment*

Bidder's Term Bonds Option: We hereby elect to specify that all the principal amount of Bonds stated to mature on the following two or more consecutive maturity dates shall be combined to comprise the maturities of Term Bonds indicated below:

Bonds Maturing

February 1, ____ through February 1, ____
 February 1, ____ through February 1, ____
 February 1, ____ through February 1, ____

Term Bonds Maturing

February 1, ____
 February 1, ____
 February 1, ____

It is understood that the Corporation will furnish the final, approving Legal Opinion of Rubin & Hays, Municipal Bond Attorneys, of Louisville, Kentucky, subject to the provisions as set out in detail in the Official Terms and Conditions of Bond Sale. It is understood that if we are the successful bidder, we will deposit for the account of the County with The Huntington National Bank, Cincinnati, Ohio, prior to the close of business on June 15, 2005, a good faith deposit in the amount of \$215,900. The amount of the good faith deposit will be deducted (without interest) from the purchase price at the time of delivery of the Bonds. If we are the successful bidder, we agree to accept and make payment for the Bonds in accordance with the terms of the sale.

Respectfully submitted,

 Name of Firm

By _____
 Phone No. _____

Total interest cost from June 1, 2005 to final maturity	\$ _____
Plus discount	\$ _____
Net interest cost (Total interest cost plus discount)	\$ _____
Net interest cost (i.e. NIC)	_____ %

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.

ACCEPTANCE OF BID

Accepted by the County of Hopkins, Kentucky, on this June 14, 2005, for a total of \$ _____ of Bonds at an adjusted price of \$ _____, with the maturities set out below:

Maturity February 1	Principal Amount*	Interest Rate	Maturity February 1	Principal Amount*	Interest Rate
2006	\$ _____	____ %	2014	\$ _____	____ %
2007	_____	____ %	2015	_____	____ %
2008	_____	____ %	2016	_____	____ %
2009	_____	____ %	2017	_____	____ %
2010	_____	____ %	2018	_____	____ %
2011	_____	____ %	2019	_____	____ %
2012	_____	____ %	2020	_____	____ %
2013	_____	____ %			

COUNTY OF HOPKINS, KENTUCKY

By _____
County Judge/Executive

Attest:

County Clerk