

*In the opinion of Co-Bond Counsel, based on existing law and subject to the conditions described herein under "THE SERIES 2005 CERTIFICATES, Tax Exemptions," to the extent interest distributed on the Series 2005 Certificates is derived from the interest portion of Purchase Installments made by the County under the Conditional Purchase Agreement described herein, such interest (i) is excludable from gross income for federal income tax purposes under existing laws as enacted and construed on the date of initial delivery of the Series 2005 Certificates, assuming the accuracy of certain tax certifications of the County and continuing compliance with the requirements of the Internal Revenue Code of 1986, as amended (the "Code"), (ii) is not includable in corporate or individual alternative minimum taxable income as an enumerated item of tax preference, but may be taken into account in the calculation of a corporation's alternative minimum tax, (iii) may be subject to the branch profits tax imposed by the Code on foreign corporations engaged in a trade or business in the United States of America, and (iv) is exempt from taxation by the State of Maryland or by any of its political subdivisions, municipal corporations or public agencies, but no opinion is expressed as to estate or inheritance taxes or any other taxes not levied or assessed directly on the Series 2005 Certificates, their transfer or the income therefrom.*

|  |
|--|
| Moody's: Aaa<br>Standard & Poor's: AAA<br>(See "Ratings.") |
|--|



**\$28,575,000**  
**PRINCE GEORGE'S COUNTY, MARYLAND**  
**CERTIFICATES OF PARTICIPATION**  
**(EQUIPMENT ACQUISITION PROGRAM), SERIES 2005**

**Evidencing Undivided Proportionate Interests In the Conditional Purchase Agreement Described Below**

|                      |                               |                                    |                             |
|----------------------|-------------------------------|------------------------------------|-----------------------------|
| <b>Dated:</b>        | Date of delivery              | <b>Interest Payable:</b>           | March 1 and September 1     |
| <b>Due:</b>          | September 1, as shown below   | <b>First Interest Payment Due:</b> | March 1, 2006               |
| <b>Denomination:</b> | Integral multiples of \$5,000 | <b>Form:</b>                       | Registered, book entry only |

**MATURITIES, PRINCIPAL AMOUNTS, INTEREST RATES, YIELDS AND CUSIP NUMBERS**

*\$28,575,000 SERIAL CERTIFICATES*

| Due<br>September 1 | Principal Amount | Interest Rate | Yield | CUSIP Number |
|--------------------|------------------|---------------|-------|--------------|
| 2006               | \$5,005,000      | 4.00%         | 2.90% | 741705DE4    |
| 2007               | 5,510,000        | 4.00          | 3.03  | 741705DF1    |
| 2008               | 5,730,000        | 5.00          | 3.05  | 741705DG9    |
| 2009               | 6,015,000        | 5.00          | 3.14  | 741705DH7    |
| 2010               | 3,165,000        | 5.00          | 3.23  | 741705DJ3    |
| 2010               | 1,000,000        | 3.65          | 3.23  | 741705DK0    |
| 2010               | 2,150,000        | 4.00          | 3.23  | 741705DL8    |

The Series 2005 Certificates are being delivered pursuant to the Trust Indenture (defined herein) in order to finance the acquisition of certain equipment and to pay costs of issuance. The Series 2005 Certificates are payable from the Purchase Installments to be made by the County pursuant to the Purchase Agreement (defined herein) and are secured as described herein. (See "THE SERIES 2005 CERTIFICATES.")

The Series 2005 Certificates are not subject to optional redemption but are subject to extraordinary mandatory redemption as described herein.

The scheduled payment of principal of and interest on the Series 2005 Certificates when due will be insured under a financial guaranty insurance policy to be issued contemporaneously with the issuance of the Series 2005 Certificates by



**THE PRINCIPAL OF AND INTEREST ON THE SERIES 2005 CERTIFICATES SHALL BE PAYABLE SOLELY FROM THE PURCHASE INSTALLMENTS PAYABLE UNDER THE PURCHASE AGREEMENT AND OTHER FUNDS PLEDGED FOR THE PAYMENT THEREOF UNDER THE TRUST INDENTURE. ALL AMOUNTS PAYABLE BY THE COUNTY UNDER THE PURCHASE AGREEMENT, INCLUDING THE PURCHASE INSTALLMENTS, ARE SUBJECT IN EACH YEAR TO APPROPRIATION BY THE COUNTY, AND THE COUNTY IS UNDER NO OBLIGATION TO MAKE ANY APPROPRIATION WITH RESPECT TO THE PURCHASE AGREEMENT. AMOUNTS PAYABLE BY THE COUNTY UNDER THE PURCHASE AGREEMENT ARE NOT GENERAL OBLIGATIONS OF THE COUNTY AND SHALL NEVER CONSTITUTE AN INDEBTEDNESS OF THE COUNTY WITHIN THE MEANING OF ANY CONSTITUTIONAL OR CHARTER PROVISION OR STATUTORY LIMITATION OR A CHARGE AGAINST THE GENERAL CREDIT OR TAXING POWERS OF THE COUNTY. IF THE COUNTY FAILS TO MAKE AN APPROPRIATION UNDER THE PURCHASE AGREEMENT, THE PURCHASE AGREEMENT WILL BE TERMINATED AT THE END OF THE FISCAL YEAR FOR WHICH SUFFICIENT FUNDS SHALL HAVE BEEN APPROPRIATED FOR THE PAYMENT OF THE PURCHASE INSTALLMENTS AND OTHER AMOUNTS DUE UNDER THE PURCHASE AGREEMENT.**

The Series 2005 Certificates are offered for delivery when, as and if issued and received pursuant to the Trust Indenture and subject to the approving legal opinion of McKennon Shelton & Henn LLP, Baltimore, Maryland and McKoon Williams & Gold, Chattanooga, Tennessee, Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Ballard Spahr Andrews & Ingersoll, LLP, Washington, D.C. Certain legal matters will be passed on by the County Attorney. It is expected that delivery of the Series 2005 Certificates in definitive form will be made through the facilities of The Depository Trust Company in New York, New York, on or about June 7, 2005.

**M•R•BEAL & COMPANY**

**FERRIS, BAKER WATTS, INCORPORATED**

**The Date of this Official Statement is May 17, 2005**