

This Preliminary Official Statement and the information contained herein are subject to completion or amendment without notice. Under no circumstances shall this Preliminary Official Statement constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Preliminary Official Statement is deemed final by the issuer of these securities within the meaning of Rule 15(c)(2)-12 of the Securities Exchange Act of 1934 for the purposes of such

PRELIMINARY OFFICIAL STATEMENT

Dated _____, 2014

ONE NEW ISSUE/BOOK-ENTRY-ONLY

RATING: Moody's: "____"
(See "RATING" herein)

In the opinion of Baker, Donelson, Beaman, Caldwell & Berkowitz, PC, Bond Counsel, assuming compliance by Madison County, Mississippi with certain tax covenants, interest on the Series 2014 Bonds (as defined herein) is excluded from gross income for federal income tax purposes under existing statutes, regulations, rulings and court decisions. Interest on the Series 2014 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, interest on the Series 2014 Bonds is taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on corporations. See "TAX EXEMPTION" herein for a description of certain other federal tax consequences of ownership of the Series 2014 Bonds. Bond Counsel is further of the opinion that under and pursuant to the Act (as hereinafter defined), the Series 2014 Bonds and interest thereon are exempt from all income taxes imposed by the State of Mississippi.

\$ _____ *

**MADISON COUNTY, MISSISSIPPI
GENERAL OBLIGATION REFUNDING BONDS,
SERIES 2014**

Dated: Date of Delivery

Due: May 1 as shown on the inside front cover

Interest on the \$ _____ * Madison County, Mississippi General Obligation Refunding Bonds, Series 2014 (the "Series 2014 Bonds") will be payable on May 1 and November 1 of each year, commencing November 1, 2014. The Board of Supervisors of Madison County, Mississippi (the "County") has designated _____, _____, Mississippi to serve as paying agent, transfer agent and registrar of the Series 2014 Bonds (the "Paying Agent"). The Series 2014 Bonds will be issued as fully registered bonds in denominations of \$5,000 or any integral multiple thereof and registered in the name of Cede & Co., as nominee of The Depository Trust Company ("DTC"), New York, New York, which will act as securities depository for the Series 2014 Bonds under a book-entry-only system, as described herein. So long as the Series 2014 Bonds are held in book-entry form, Beneficial Owners (as hereinafter defined) of Series 2014 Bonds will not receive physical delivery of bond certificates.

The principal of, and interest on, the Series 2014 Bonds will be payable by the Paying Agent to DTC, which will in turn remit such principal and interest to its Direct Participants (as defined herein) and Indirect Participants (as defined herein), which will in turn remit such principal, and interest to the Beneficial Owners of the Series 2014 Bonds. If the date for payment is not a business day, then the payment shall be made on the next succeeding business day with the same force and effect as if made on the payment date. See "DESCRIPTION OF THE SERIES 2014 BONDS – Book-Entry-Only System" herein.

The Series 2014 Bonds are general obligations of the County for which the full faith, credit and resources of the County are pledged.

The Series 2014 Bonds will be subject to redemption prior to maturity as provided herein.

The Series 2014 Bonds are being offered as "qualified tax exempt obligations" within the meaning of Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

The Series 2014 Bonds are offered subject to the final approving opinion of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, Jackson, Mississippi, Bond Counsel. Certain legal matters will be passed upon for the County by its counsel, Mike Espy, PLLC, Jackson, Mississippi. It is expected that delivery of the Series 2014 Bonds in definitive form will be made in Jackson, Mississippi, on or about _____, 2014.

Raymond James

Dated: _____, 2014

* Preliminary, subject to change.

\$ _____ *

**MADISON COUNTY, MISSISSIPPI
GENERAL OBLIGATION REFUNDING BONDS,
SERIES 2014**

MATURITY SCHEDULE*

Year*	Principal Amount*	Interest Rate	Yield	CUSIP ¹
2014				
2015				
2016				
2017				
2018				
2019				
2020				
2021				
2022				
2023				
2024				
2025				
2026				
2027				

* Preliminary, subject to change.

¹ The CUSIP numbers listed above are being provided solely for the convenience of the holders of the Series 2014 Bonds only. The County and the Underwriter do not make any representation with respect to such numbers or undertake any responsibility for their accuracy. The CUSIP numbers are subject to being changed after the issuance of the Series 2014 Bonds as a result of various subsequent actions, including but not limited to a refunding in whole or in part of the Series 2014 Bonds.

MADISON COUNTY, MISSISSIPPI

BOARD OF SUPERVISORS

John Bell Crosby, *District 1*
Ronny Lott, *District 2*
Gerald Steen, *District 3*
Karl Banks, *District 4*
Paul Griffin, *District 5*

CLERK OF THE BOARD OF SUPERVISORS

Cynthia Parker

COUNTY ADMINISTRATOR

Mark Houston

COUNSEL TO COUNTY

Mike Espy, PLLC
Jackson, Mississippi

FINANCIAL ADVISOR TO COUNTY

Government Consultants, Inc.
Jackson, Mississippi

BOND COUNSEL

Baker, Donelson, Bearman, Caldwell & Berkowitz, PC
Jackson, Mississippi

OFFICIAL STATEMENT

THE OFFERING

\$ _____ *
MADISON COUNTY, MISSISSIPPI
GENERAL OBLIGATION REFUNDING BONDS,
SERIES 2014

The Issuer	Madison County, Mississippi (the "County").
Issue and Date	\$ _____ * Madison County, Mississippi General Obligation Refunding Bonds, Series 2014, dated the date of their delivery (the "Series 2014 Bonds").
Authority	Sections 31-27-1 <i>et seq.</i> , Mississippi Code of 1972, as amended and supplemented from time to time (the "Act").
Use of Proceeds	The Series 2014 Bonds are being issued under the Act for the purpose of (a) advance refunding and defeasing a portion of the outstanding \$12,000,000 (original principal amount) Madison County, Mississippi General Obligation Road and Bridge Bonds, Series 2007, dated May 16, 2007 (the "2007 Bonds"), and (b) paying the costs incident to the sale and issuance of the Series 2014 Bonds, as authorized by the Act (see "PLAN OF REFUNDING," herein).
Amounts and Maturities	The Series 2014 Bonds will mature on May 1 in the years and amounts as set forth on the inside cover page hereof.
Interest Payment Dates	May 1 and November 1 of each year, commencing November 1, 2014.
Redemption Provisions	The Series 2014 Bonds will be subject to redemption prior to maturity as provided herein (see "DESCRIPTION OF THE SERIES 2014 BONDS - Redemption Provisions," herein).
Security for Payment	Pursuant to the Act, the Series 2014 Bonds shall be general obligations of the County and shall be secured by a pledge of the full faith, credit and resources of the County (see "DESCRIPTION OF THE SERIES 2014 BONDS - Security", herein).
Tax Exemption	In the opinion of Bond Counsel, assuming compliance by the County with certain tax covenants, interest on the Series 2014 Bonds is excluded from gross income for federal income tax purposes under existing statutes, regulations, rulings and court decisions. Interest on the Series 2014 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, interest on the Series 2014 Bonds is taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on corporations. See "TAX EXEMPTION" herein for a description of certain other federal tax consequences of ownership of the Series 2014 Bonds. Bond Counsel is further of the opinion that under and pursuant to the Act, the Series 2014 Bonds and interest thereon are exempt from all income taxes imposed by the State of Mississippi.

The above information is qualified in its entirety by the detailed information concerning the County and the financial information appearing elsewhere in this Official Statement, including the Appendices.

* Preliminary, subject to change.

NO DEALER, BROKER, SALES REPRESENTATIVE OR OTHER PERSON HAS BEEN AUTHORIZED BY MADISON COUNTY, MISSISSIPPI (THE "COUNTY") TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED HEREIN AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION 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 SERIES 2014 BONDS BY ANY PERSON IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL FOR SUCH PERSON TO MAKE SUCH AN OFFER, SOLICITATION OR SALE. THE INFORMATION AND EXPRESSIONS OF OPINION HEREIN ARE SUBJECT TO CHANGE WITHOUT NOTICE, AND 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.

THE INFORMATION SET FORTH HEREIN HAS BEEN OBTAINED FROM THE COUNTY AND FROM OTHER SOURCES WHICH ARE BELIEVED RELIABLE, BUT SUCH INFORMATION IS NOT GUARANTEED AS TO ACCURACY OR COMPLETENESS BY THE UNDERWRITER SHOWN ON THE COVER HEREOF OR THE COUNTY. THE INFORMATION AND EXPRESSIONS OF OPINION HEREIN ARE SUBJECT TO CHANGE WITHOUT NOTICE AND NEITHER THE DELIVERY OF THIS OFFICIAL STATEMENT NOR ANY SALE OF THE SERIES 2014 BONDS SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE SINCE THE DATE HEREOF IN THE MATTERS WHICH ARE MATERIAL TO THE FULL AND PUNCTUAL PAYMENT OF DEBT SERVICE ON THE SERIES 2014 BONDS.

UPON ISSUANCE, THE SERIES 2014 BONDS WILL NOT BE REGISTERED BY THE COUNTY UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY OTHER FEDERAL, STATE OR OTHER GOVERNMENTAL ENTITY OR AGENCY, OTHER THAN THE COUNTY (TO THE EXTENT DESCRIBED HEREIN), WILL HAVE PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT OR APPROVED THE SERIES 2014 BONDS FOR SALE.

IN CONNECTION WITH THE OFFERING OF THE SERIES 2014 BONDS, THE UNDERWRITER MAY OVERALLOT OR EFFECT TRANSACTIONS THAT MAY STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2014 BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE UNDERWRITER HAS PROVIDED THE FOLLOWING SENTENCE FOR INCLUSION IN THIS OFFICIAL STATEMENT. THE UNDERWRITER HAS REVIEWED THE INFORMATION IN THIS OFFICIAL STATEMENT IN ACCORDANCE WITH, AND AS PART OF, THEIR RESPONSIBILITIES TO INVESTORS UNDER THE FEDERAL SECURITIES LAWS AS APPLIED TO THE FACTS AND CIRCUMSTANCES OF THIS TRANSACTION, BUT THE UNDERWRITER DOES NOT GUARANTEE THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION.

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_____ and _____ Budgets

APPENDIX B - Form of Bond Counsel Opinion

APPENDIX C - Form of Continuing Disclosure Agreement

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OFFICIAL STATEMENT

\$ _____ *

MADISON COUNTY, MISSISSIPPI GENERAL OBLIGATION REFUNDING BONDS, SERIES 2014

INTRODUCTION

The purpose of this Official Statement, which includes the cover page and the Appendices hereto, is to set forth certain information concerning Madison County, Mississippi (the "County") and the County's \$ _____ * General Obligation Refunding Bonds, Series 2014 (the "Series 2014 Bonds").

Reference is made to the Act (as hereinafter defined), the Resolution (as hereinafter defined) and any and all modifications and amendments thereof for a description of the nature and extent of the security of the Series 2014 Bonds, the pledge of tax revenues for the payment of the principal of and interest on the Series 2014 Bonds, the nature and extent of said pledge and the terms and conditions under which the Series 2014 Bonds are issued.

DESCRIPTION OF THE SERIES 2014 BONDS

The Series 2014 Bonds are being issued pursuant to the provisions of Sections 31-27-1 *et seq.*, Mississippi Code of 1972, as amended and supplemented from time to time (the "Act") and a resolution adopted by the Board of Supervisors (the "Board of Supervisors") of the County on July 21, 2014 (the "Resolution"). The Series 2014 Bonds are being issued for the purpose of (a) advance refunding and defeasing a portion of the County's outstanding \$12,000,000 (original principal amount) General Obligation Road and Bridge Bonds, Series 2007, dated May 16, 2007 (the "2007 Bonds"), and (b) paying the costs incident to the sale and issuance of the Series 2014 Bonds, as authorized by the Act (see "PLAN OF REFUNDING," herein).

The Series 2014 Bonds will be general obligations of the County and the full faith, credit and resources of the County are pledged to secure the payment of the principal of and interest on the Series 2014 Bonds.

The Series 2014 Bonds will be dated the date of their delivery, and will be issued as fully registered bonds in denominations of Five Thousand Dollars (\$5,000) or any integral multiple thereof, bearing interest at the rates per annum set forth on the cover page hereof, payable on May 1 and November 1 of each year, commencing on November 1, 2014. The County has designated _____, _____, Mississippi, to serve as paying agent, transfer agent and registrar of the Series 2014 Bonds (the "Paying Agent"). Interest will be payable by check or draft of the Paying Agent made payable to the registered owners of the Series 2014 Bonds named in, and mailed to the addresses appearing on, the registration records of the County kept and maintained by the Paying Agent as of the close of business on the date which shall be the fifteenth (15th) day (whether or not a business day) of the calendar month next preceding each interest payment date.

The Series 2014 Bonds will mature on May 1 in the years and in the amounts set forth on the inside cover page hereof.

The Series 2014 Bonds will initially be held in a book-entry-only system administered by The Depository Trust Company, New York, New York ("DTC"). Principal of and interest on the Series 2014 Bonds held in book-entry form shall be payable as described herein under the heading "DESCRIPTION OF THE SERIES 2014 BONDS - Book-Entry-Only System."

* Preliminary, subject to change.

As long as the Series 2014 Bonds are held in a book-entry-only system, the principal of and interest on, the Series 2014 Bonds will be payable by the Paying Agent to DTC, which will in turn remit such principal and interest to its Direct Participants and Indirect Participants, as described herein, which will in turn remit such principal and interest to the Beneficial Owners, as described herein, of the Series 2014 Bonds. If the date for payment is not a business day, then the payment shall be made on the next succeeding business day with the same force and effect as if made on the payment date.

Redemption Provisions

Optional Redemption. The Series 2014 Bonds maturing on May 1, 2025 and thereafter, will be subject to redemption prior to their respective maturities, at the option of the County, on and after May 1, 2024, either in whole or in part on any date, as selected by the County among maturities, and by lot within each maturity, at the principal amount thereof, together with accrued interest to the date fixed for redemption and without premium.

Mandatory Sinking Fund Redemption. The Series 2014 Bonds maturing May 1, 20___, are subject to mandatory sinking fund redemption, in part, by lot, on May 1, in each of the years set forth below, at one hundred percent (100%) of the principal amount so redeemed or paid, plus accrued interest as set forth below:

\$ _____	
Term Bond Maturing May 1, 20__	
Year	Principal Amount

*

* Final Maturity

Notice of such call for redemption shall be mailed, postage prepaid, not less than 30 days prior to the redemption date, to all registered owners of the Series 2014 Bonds to be redeemed at their addresses on the registration records of the County maintained by the Paying Agent.

Ownership

The County, the Paying Agent, and any other person may treat the person in whose name any Series 2014 Bond is registered as the absolute owner of such Series 2014 Bond for the purpose of making payment of the principal thereof and premium, if any, thereon, and for the further purpose of making payment of the interest thereon, and for all other purposes, whether or not such Series 2014 Bond is overdue. Neither the County nor the Paying Agent shall be bound by any notice or knowledge to the contrary. All payments made to the person deemed to be the owner of any Series 2014 Bond in accordance with the Resolution shall be valid and effective and shall discharge the liability of the County and the Paying Agent for such Series 2014 Bond to the extent of the sums paid.

Registration

For so long as DTC acts as securities depository for the Series 2014 Bonds, the registration and transfer of ownership interests in Series 2014 Bonds shall be accomplished by book entries made by DTC and the Direct Participants and, where appropriate, the Indirect Participants, as described herein under the heading "DESCRIPTION OF THE SERIES 2014 BONDS - Book-Entry-Only System."

Book-Entry-Only System

The County has determined that it will be beneficial to have the Series 2014 Bonds held by a central depository system and to have transfers of the Series 2014 Bonds affected by book-entry on the records of DTC as such central depository system. Unless and until the book-entry-only system has been

discontinued, the Series 2014 Bonds will be available only in book-entry form in principal amounts of \$5,000 or any integral multiple thereof. DTC will initially act as securities depository for the Series 2014 Bonds. The Series 2014 Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's nominee). One fully-registered Series 2014 Bond will be issued for each maturity of the Series 2014 Bonds, and will be deposited with DTC.

DTC, the world's largest securities depository, is a limited-purpose trust company organized under the New York banking law, a "banking organization" within the meaning of the New York banking law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions, in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has a Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Series 2014 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for such Series 2014 Bonds on DTC's records. The ownership interest of each actual purchaser of each Series 2014 Bond (a "Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transactions, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2014 Bonds are to be accomplished by entries made on the books of Direct or Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Series 2014 Bonds, except in the event that use of the book-entry system for the Series 2014 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2014 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2014 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not affect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2014 Bonds. DTC's records reflect only the identity of the Direct Participants to whose accounts the Series 2014 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 2014 Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Series 2014 Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Series 2014 Bond documents. For example, Beneficial Owners of Series 2014 Bonds may wish to ascertain that the nominee holding the Series 2014 Bonds for their benefit has agreed to obtain and transmit notices to

Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them.

Redemption notices are to be sent to DTC. If less than all of the Series 2014 Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Series 2014 Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Paying Agent as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2014 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds and principal and interest payments on the Series 2014 Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from the County or the Paying Agent, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, the Paying Agent or the County, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the County or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Series 2014 Bonds at any time by giving reasonable notice to the County or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, Series 2014 Bond certificates are required to be printed and delivered.

The County may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Series 2014 Bonds in definitive form will be printed and delivered.

THE COUNTY CANNOT AND DOES NOT GIVE ANY ASSURANCE THAT THE DIRECT PARTICIPANTS OR THE INDIRECT PARTICIPANTS WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF THE SERIES 2014 BONDS (a) PAYMENTS OF PRINCIPAL OR INTEREST ON THE SERIES 2014 BONDS; (b) CERTIFICATES REPRESENTING AN OWNERSHIP INTEREST OR OTHER CONFIRMATION OF BENEFICIAL OWNERSHIP INTERESTS IN THE SERIES 2014 BONDS; OR (c) REDEMPTION OR OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS NOMINEE, AS THE REGISTERED OWNER OF THE SERIES 2014 BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS, OR THAT DTC OR DIRECT OR INDIRECT PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT. THE CURRENT "RULES" APPLICABLE TO DTC ARE ON FILE WITH THE SEC AND THE CURRENT "PROCEDURES" OF DTC TO BE FOLLOWED IN DEALING WITH DTC PARTICIPANTS ARE ON FILE WITH DTC.

THE COUNTY WILL NOT HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO SUCH DTC PARTICIPANTS OR THE BENEFICIAL OWNERS WITH RESPECT TO (a) THE SERIES 2014 BONDS; (b) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DTC PARTICIPANT; (c) THE PAYMENT BY ANY DTC PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL AMOUNT OF AND INTEREST ON THE SERIES 2014 BONDS; (d) THE DELIVERY BY ANY DTC PARTICIPANT OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE RESOLUTIONS TO BE GIVEN TO

HOLDERS OF THE SERIES 2014 BONDS; OR (e) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS HOLDER OF THE SERIES 2014 BONDS.

Security

The Series 2014 Bonds will be general obligations of the County. The full faith, credit and resources of the County are irrevocably pledged to secure the payment of the principal of and interest on the Series 2014 Bonds, which are payable out of and secured by the avails of a direct and continuing ad valorem tax to be levied annually without limitation as to rate or amount upon all taxable property within the geographical limits of the County; provided, however, that such tax levy for any year shall be abated *pro tanto* to the extent the County on or prior to September 1 of that year has transferred money to the Bond Fund (as defined in the Resolution), or has made other provisions for funds, to be applied toward the payment of the principal of and interest on the Series 2014 Bonds due during the ensuing fiscal year of the County. The County, when necessary, will levy annually a special tax upon all taxable property within the geographical limits of the County adequate and sufficient to provide for the payment of principal of and interest on the Series 2014 Bonds as the same falls due.

The qualified electors of the State voted in a general election held on November 7, 1995, to amend the Mississippi Constitution of 1890 (the "Constitution") to add the following new Section 172A (the "Amendment").

SECTION 172A. Neither the Supreme Court nor any inferior court of this state shall have the power to instruct or order the state or any political subdivision thereof, or an official of the state or any political subdivision, to levy or increase taxes.

The Amendment does not affect the underlying obligation of the County to pay the principal of and interest on the Series 2014 Bonds as they mature and become due nor does it affect the obligation to levy a tax sufficient to accomplish that purpose. However, even though it appears that the Amendment was not intended to affect a holder's remedies in the event of a payment default, it potentially prevents a holder from obtaining a writ of mandamus to compel the levying of taxes to pay the principal of and interest on the Series 2014 Bonds in a Court of the State. It is not certain whether the Amendment would affect the right of a federal court to direct the levy of a tax to satisfy a contractual obligation. Other effective remedies are available to bondholders in the event of a payment default with respect to the Series 2014 Bonds.

PLAN OF REFUNDING*

The Series 2014 Bonds are being issued under and pursuant to the Act and the Resolution for the purpose of (a) advance refunding and defeasing the Refunded Bonds described below (the "Refunded Bonds"), and (b) paying certain costs incident to the sale and issuance of the Series 2014 Bonds.

\$12,000,000 (original principal amount) Madison County, Mississippi General Obligation Road and Bridge Bonds, Series 2007, dated May 16, 2007
Paying and Transfer Agent: BancorpSouth Bank

Maturity Date*	Interest Rate	Principal Amount	Redemption Date	Redemption Price
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In order to effect the advance refunding and defeasance of the Refunded Bonds in accordance with the Resolution, a portion of the proceeds of the Series 2014 Bonds will be deposited in an irrevocable trust fund (the "Escrow Account") to be created pursuant to an escrow trust agreement to be

* Preliminary, subject to change.

dated as of the date of delivery thereof (the "Escrow Agreement") among the County and _____, _____, Mississippi, as escrow trustee thereunder (the "Escrow Trustee"). The Escrow Trustee shall invest moneys on deposit in the Escrow Account in direct obligations of or obligations unconditionally guaranteed by the United States of America (the "Investment Securities"). The calculation of the adequacy of the maturing principal and interest payments from the Investment Securities to pay the principal of and interest on the Refunded Bonds when due will be verified by _____ (see "VERIFICATION OF ARITHMETICAL AND MATHEMATICAL COMPUTATIONS," herein). Neither the principal of nor the interest on the Investment Securities will be available for payment of the Series 2014 Bonds. A portion of the proceeds of the Series 2014 Bonds will be deposited in an irrevocable trust fund (the "Cost of Issuance Account") to be created pursuant to the Escrow Agreement and will be used to pay the costs incident to the sale and issuance of the Series 2014 Bonds.

EXPECTED APPLICATION OF THE PROCEEDS OF THE SERIES 2014 BONDS

The following is a summary of the expected sources and uses of the Series 2014 Bonds:

SOURCES OF FUNDS

Par Amount of Series 2014 Bonds	\$
Plus Net Original Issue Premium	
Total Sources of Funds	\$ _____

USES OF FUNDS

For deposit to the Escrow Account	\$
For deposit to the Cost of Issuance Account ¹	
For Underwriter's Discount	
Total Uses of Funds	\$ _____

¹ Costs of Issuance include, but are not limited to, legal fees and expenses, financial advisory fees and expenses and rating agency fees. The Series 2014 Bond proceeds used for costs of issuance will be deposited in the Cost of Issuance Account.

**ANNUAL DEBT SERVICE REQUIREMENTS
ON THE SERIES 2014 BONDS**

Fiscal Year Ending September 30	Principal	Interest	Total
	\$	\$	\$

TOTAL

THE COUNTY

General Description

The County, named for President James Madison at its founding in 1828, is situated in the west central portion of the State immediately to the north of the City of Jackson, the capital of the State, and

has a land area of 751 square miles. The County seat, the City of Canton, is located 187 miles south of Memphis, Tennessee, 210 miles north of New Orleans, Louisiana and 242 miles southwest of Birmingham, Alabama.

Population

County and State population figures have been recorded as follows:

	1980	1990	2000	2010
County¹	41,673	53,794	74,674	95,203
State	2,520,770	2,573,216	2,844,658	2,967,297

SOURCE: Census Data at website: www.census.gov; July, 2014..

Government

The County is governed by a five member Board of Supervisors, each of whom is elected from a separate district or "beat," to concurrent four-year terms. Current members of the Board of Supervisors are:

Name and Title	Occupation	Beginning of Current Term	End of Current Term
John Bell Crosby	Supervisor	2012	2015
Ronny Lott	Supervisor	2012	2015
Gerald Steen	Supervisor	2012	2015
Paul Griffin	Supervisor	2012	2015
Karl Banks	Supervisor	2012	2015

The Board of Supervisors prepares the budget, levies such taxes on County property as may be needed to meet the budget, authorizes bond issues and regulates construction and maintenance of County roads, bridges and buildings.

Transportation

Interstate Highway 55, U.S. Highway 51 and State Highways 16, 17, 22 and 43 provide access to most communities within the County. A number of County highways provide access to many outlying areas in the County.

Other major forms of transportation are available in the County. The Illinois Central Railroad provides rail service to the County. AmTrak provides intercity rail passenger transportation to the area. Intercity bus service is provided by Greyhound Trailways Bus Lines. At least 18 motor freight carriers are authorized to serve the County. Commercial air transportation is available at Jackson International Airport in Jackson, Mississippi, served by four airlines with 25 non-commuter flights daily, and which is designated as a foreign trade zone. Non-commercial air transportation is available within the County at Bruce Campbell Airport in the City of Madison. The County is served by the Port of Vicksburg, which has a channel depth of nine feet and is located fifty miles to the west on the Mississippi River in Warren County.

Educational Facilities

The Madison County School District (the "County District") serves the entire area of the County, with the exception of the area encompassed by the City of Canton, Mississippi. The Canton Public School District (the "Canton District") serves the City of Canton.

The County District operates eighteen (18) schools, including one (1) Career and Technical Center and one (1) Alternative School, and employs approximately 1,165 people. The Canton District

operates seven (7) schools, including one (1) career center and one (1) educational services center, and employs approximately 560 people. Enrollment for the two districts for the current year and the four prior years are as follows

Enrollment figures for the County District for the 2013-14 scholastic year and for the four preceding years are as follows:

Scholastic Year	County District Enrollment	Canton District Enrollment
2013-14	12,548	3,888
2012-13	12,507	3,374
2011-12	12,182	3,420
2010-11	11,811	3,352
2009-10	11,575	3,408

SOURCE: Madison County School District; Canton Public School District and Office of Research and Statistics, Mississippi Department of Education's website: <http://orsap.mde.k12.ms.us/MARS/Index.jsp>, July, 2014.

Industry

In November 2000, Nissan North America, Inc. ("Nissan") announced the location of a \$930 million automobile manufacturing facility in the County. In June 2002, while the original facility was still under construction, Nissan announced that it would expand the facility to 2.5 million square feet with an additional investment of \$500 million. When the plant began production in 2003, 2,040 people were employed and has grown to present employment of 4,100. The 3.5 million-square-foot plant has a capacity to produce 400,000 vehicles per year.

Per Capita Income¹

The following represents per capita income annually from 2007 to 2011 for the County and for non-metropolitan portions of Mississippi and the United States of America:

Year	County	Mississippi	United States	County as % of U.S.
2012	\$54,840	\$33,657	\$43,735	125%
2011	50,233	32,000	41,560	121
2010	47,211	30,841	39,791	119
2009	44,416	30,013	38,637	115
2008	47,214	30,945	40,947	115

¹ Per capita personal income was computed using Census Bureau midyear population estimates. Estimates for 2008-2012 reflect county population estimates available as of April, 2012

SOURCE: Bureau of Economic Analysis, *Regional Economic Accounts – Per Capita Personal Income*, at www.bea.gov, 2008-2012, July 2014.

Retail Sales and Sales Tax Collected

State Fiscal Year Ended June 30	Amount of Sales
2013	\$2,077,523,528
2012	1,885,406,831
2011	1,848,481,135
2010	1,693,639,829
2009	1,808,120,423

SOURCE: Mississippi Department of Revenue at www.dor.ms.gov; July, 2014.

Major Employers

The following is a partial listing of the County's major employers, their products or services and their approximate number of employees:

Employer	Employees	Product/Service
Nissan North America Inc.	4,100	Automobile – Manufacturers
Southern Farm Bureau Casualty Insurance	754	Insurance
Jackie's International, Inc.	600	Eating Place
Johnson's Controls, Inc.	500	Automatic Controls for Regulating Residential & Commercial Environments and Appliances
L-3 Vertex Aerospace LLC	485	Aircraft Servicing and Maintenance
Mississippi Department of Vocational Rehabilitation	450	Administration of Social, Human Resources & Income Maintenance Programs
Independent Living Center	300	Social Services
Levi Strauss & Company	283	Clothing – Retail
AT&T Store	210	Cellular Telephones
Intechra Inc.	200	Computer Programming Services
Wal-Mart	200	Department Stores

SOURCE: Mississippi Development Authority; July, 2014 (employment figures as of August 2010).

County Unemployment Statistics

	2010	2011	2012	2013	2014
January	8.6%	7.7%	7.0%	7.7%	5.7%
February	7.9	7.5	6.8	6.6	5.8
March	7.4	7.2	6.5	6.0	6.1
April	7.0	6.9	5.9	5.7	5.0
May	7.2	7.1	6.5	6.4	5.7
June	7.9	8.5	7.4	7.1	--
July	8.3	8.5	7.5	7.1	--
August	6.9	7.4	6.2	6.1	--
September	7.3	7.7	6.4	6.2	--
October	7.2	7.5	6.0	5.8	--
November	7.3	6.8	5.5	5.2	--
December	<u>7.1</u>	<u>6.7</u>	<u>6.6</u>	<u>5.3</u>	--
Annual Average	<u>7.5%</u>	<u>7.4%</u>	<u>6.5%</u>	<u>6.3%</u>	--

SOURCE: *Annual Labor Force Report*, Labor Market Information Department, Mississippi Employment Security Commission at www.mdes.ms.gov, July 2014.

County Employment Statistics

	2009	2010	2011	2012	2013
<i>Residence Based Employment</i>					
Civilian Labor Force	46,300	48,370	49,600	49,720	49,010
Unemployed	3,150	3,620	3,660	3,240	3,070
Unemployment Rate	6.8	7.5	7.4	6.5	6.3
Employed	43,150	44,750	45,940	46,480	45,940
<i>Established Based Employment</i>					
Manufacturing	6,370	6,250	6,470	6,840	7,260
Nonmanufacturing	37,280	39,160	41,650	43,880	47,830
Natural Resources and Mining	140	160	140	140	130
Construction	2,180	2,020	2,130	1,760	1,760
Trade, Transportation & Utilities	9,280	9,240	9,280	9,440	9,560
Information	1,010	1,360	1,760	2,020	2,170
Financial Activities	3,750	3,790	3,890	3,960	3,790
Professional & Business Services	5,460	6,620	7,580	8,700	11,760
Education & Health Services	4,070	4,260	4,350	4,640	4,790
Leisure and Hospitality	5,330	5,370	5,510	5,610	6,130
Other Services	1,490	1,670	2,340	2,840	3,080
Government	4,570	4,670	4,670	4,770	4,660
Public Education	2,320	2,350	2,380	2,460	2,520
<i>Total Nonagricultural Employment</i>	43,640	45,410	48,110	50,700	55,070

SOURCE: Mississippi Department of Employment Security: Annual Averages: Labor Force and Establishment Based Employment 2001-2010 and 2011 Forward, Labor Market Information Department at www.mdes.ms.gov, July, 2014.

TAX INFORMATION

Description of County Taxes

Procedure for Property Assessments. Real and personal property valuations other than motor vehicles and property owned by public utilities are determined by the County Tax Assessor. All taxable real property situated in the County is assessed each year and taxes thereon paid for the ensuing year. Assessment rolls of such property subject to taxation are prepared by the County Tax Assessor and are delivered to the Board of Supervisors on the first Monday in July. Thereafter, the assessments are equalized by the Board of Supervisors and notice is given to the taxpayers that the Board of Supervisors will meet to hear objections to the assessments. After objections are heard, the Board of Supervisors adjusts the rolls and submits them to the State Tax Commission. The State Tax Commission may then accept the rolls, or, if it finds the rolls incorrect in any valuation, it may return the rolls to the Board of Supervisors for correction. The Board of Supervisors then revises the tax rolls in accordance with the recommendations of the State Tax Commission. If the Board of Supervisors has any objections to the direction of the State Tax Commission to revise the rolls, it may arrange a hearing before the State Tax Commission. Otherwise, the assessment rolls are finalized and are submitted to the County Tax Collector for collection. The assessed value of motor vehicles is determined by an assessment schedule prepared each year by the State Tax Commission. With minor exceptions, the property of public utilities is assessed each year by the State Tax Commission.

Procedure for Tax Collections. The Board of Supervisors is required each year to levy taxes upon all of the taxable property within the County to provide sufficient revenue to cover the operating expenses of the County, including the payment of the principal of and interest on its outstanding bonds. If any taxpayer neglects or refuses to pay his taxes on the due date thereof, the unpaid taxes will bear interest at the rate of one percent per month or fractional part thereof from the delinquent date to the date of payment of such taxes. When enforcement officers take action to collect delinquent taxes, other fees, penalties and costs may accrue. Both real and personal property is subject to being sold at public sale for nonpayment of taxes.

Ad valorem taxes on personal property are payable at the same time and in the same manner as on real property. Section 27-41-15, Mississippi Code of 1972, as amended, provides that upon failure of a taxpayer to make timely payment, the tax collector of each county is authorized to sell any personal property liable for unpaid taxes at the courthouse door of such county unless the property is too cumbersome to be removed. Five days' notice of the sale in an advertisement posted in three public places in such county, one of which must be the courthouse, is required. Interest, fees, costs and expenses of sale are recoverable in addition to the delinquent taxes. If sufficient personal property cannot be found, the tax collector may make a list of debts due such taxpayer by other persons and sell such debts and is further directed to distrain and sell sufficient other properties of such taxpayer to pay the delinquent taxes. Debts sold may be redeemed within six months from the sale in the same manner as redemption of land from tax sales.

Section 27-41-55, Mississippi Code of 1972, as amended, provides that after the fifth day of August in each year, the tax collector for each county shall advertise and sell all land in such county on which all taxes due and in arrears have not been paid, as well as all land liable for other matured taxes. The sale is held at the door of the courthouse of such county on the last Monday of August. The owner, or any person interested in the land sold for taxes, may redeem the land at any time within two years after the date of sale by paying all taxes, costs, interest and damages due to the county's chancery clerk. A valid tax sale will mature two years after the date of sale unless the land is redeemed and title will vest in the purchaser on such date.

At the option of the tax collector, advertisement for the sale of such county lands may be made after the fifteenth day of February in each year with the sale of such lands to be held on the first Monday of April following. All provisions which relate to the tax sale held in August of each year shall apply to the tax sale if held in April.

County and municipal taxes, assessed upon land or personal property, are entitled to preference over all judgments, executions, encumbrances or liens however created.

Assessed Valuation¹

Assessment Year	Real Property	Personal Property	Public Utility Property	Automobiles/ Mobile Homes	Total
2013	\$1,005,889,100	\$193,046,590	\$42,901,496	\$194,634,462	\$1,436,471,648
2012	985,194,602	189,669,310	38,583,321	186,402,724	1,399,849,957
2011	964,393,639	177,909,230	35,023,591	182,986,329	1,360,312,789
2010	939,998,730	206,848,540	34,309,556	184,765,503	1,365,922,329
2009	893,812,360	245,420,520	34,954,177	192,459,961	1,366,647,018

¹ The total assessed valuation is approved in September preceding the fiscal year of the County and represents the value of real property, personal property and public utility property for the year indicated on which taxes are assessed for the following fiscal year's budget.

SOURCE: Office of the County Tax Assessor; July 2014.

The above assessed valuations for assessment years 2009 through 2013 are based upon the following assessment ratios:

- (a) real and personal property (excluding single-family, owner-occupied residential real property and motor vehicles, respectively), 15% of true value;
- (b) single-family, owner-occupied residential real property, 10% of true value; and
- (c) motor vehicles and public utility property, 30% of true value.

The 1986 Session of the Mississippi Legislature adopted House Concurrent Resolution No. 41 pursuant to which there was proposed an amendment to Section 112 of the Mississippi Constitution of 1890 (the "Amendment"). The Amendment provided, inter alia, that the assessment ratio of any one class of property shall not be more than three times the assessment ratio on any other class of property.

The Amendment set forth five classes of property and the assessment ratios which would be applicable thereto upon the adoption of the Amendment. The assessment ratios set forth in the Amendment are identical to those established by Section 27-35-4, Mississippi Code of 1972, as amended, as it existed prior to the Amendment, except that the assessment ratio for single-family, owner-occupied, residential real property under the Amendment is set at 10% of true value as opposed to 15% of true value under previously existing law. The Amendment was ratified by the electorate on June 3, 1986.

The assessed valuation figures above do not include property exempt from all County ad valorem taxes for a period of up to 10 years, primarily for new or expanded manufacturing facilities. This real and personal property will become subject to County ad valorem taxation at different points in time during the next 10 years. In addition, certain other industrial and manufacturing facilities are exempt from ad valorem taxation pursuant to Section 57-3-33, Mississippi Code of 1972, as amended, and other applicable laws.

Reappraisal of Property and Limitations on Ad Valorem Levies

Senate Bill No. 2672, General Laws of Mississippi, Regular Session 1980, codified in part as Sections 27-35-49 and 27-35-50, Mississippi Code of 1972, as amended (the "Reappraisal Act"), provides that all real and personal property in the State shall be appraised at true value and assessed in proportion to true value. To insure that property taxes did not increase dramatically as counties completed reappraisal, the Reappraisal Act provided for the limit on increase in tax revenues discussed below.

The Reappraisal Act limits ad valorem tax levies by the County to a rate which will result in an increase in total receipts of not greater than 10% over the previous year's receipts, excluding revenue from ad valorem taxes on any newly constructed properties, any existing properties added to the tax rolls or any properties previously exempt which were not assessed in the next preceding year. This limitation does not apply to levies for the payment of the principal of and the interest on general obligation bonds issued by the County or to certain other specified levies. The limitation may be increased only if the proposed increase is approved by a majority of those voting in an election held on such question.

On August 20, 1980, the Mississippi Supreme Court rendered its decision in *State Tax Commission v. Fondren*, 387 So.2d 712, affirming the decree of the Chancery Court of the First Judicial District of Hinds County, Mississippi, wherein the State Tax Commission was enjoined from accepting and approving assessment rolls from any county in the State for the tax year 1983 unless the State Tax Commission equalized the assessment rolls of all of the counties. Due to the intervening passage of the Reappraisal Act, the Supreme Court reversed that part of the lower court's decree ordering the assessment of property at true value (although it must still be appraised at true value), holding instead that assessed value may be expressed as a percentage of true value. Pursuant to the Supreme Court modification of the lower court's decree, on November 15, 1980, the State Tax Commission filed a master plan to assist counties in determining true value. The County has completed its reappraisal.

Homestead Exemption

The Mississippi Homestead Exemption Law of 1946 reduces the local tax burden on homes qualifying by law and substitutes revenues from other sources of taxation on the State level as a reimbursement to the local taxing units for such tax loss. Provisions of the homestead exemption law determine qualification, define ownership and limit the amount of property that may come within the exemption.

Those homeowners who qualify for homestead exemption and (a) have reached the age of 65 years on or before January 1 of the year for which the exemption is claimed, or (b) are service-connected and totally disabled veterans who (i) were honorably discharged from military service, (ii) are classified as disabled under the Federal Social Security Act, Railroad Retirement Act, or any other federal act approved by the State Department of Revenue, (iii) are totally disabled under the provisions of a retirement plan that is considered to be qualified under the United States Internal Revenue Code, which qualification is determined by the State Department of Revenue, or (iv) are totally disabled as determined

by the State Department of Revenue pursuant to its rules and regulations, are exempt from any and all ad valorem taxes on qualifying homesteads not in excess of \$7,500 of assessed value thereof.

Subject to the limitations hereinafter described, the tax loss resulting to local taxing units from properly qualified homestead exemptions is reimbursed by the State Department of Revenue. Reimbursements are limited to, in the case of exempted county taxes, to \$50.00 for county taxes exempted and \$100.00 for school taxes exempted per qualified homestead exemption applicant. In the case of tax losses suffered by a municipality as a result of those qualified applicants who have reached 65 years of age or meet the disability requirements found in subsection (2) of Section 27-33-67, Mississippi Code of 1972, as amended, the reimbursement shall equal the full amount of the actual exemption allowed, not to exceed \$200.00 per qualified homestead applicant. Provided, however, no taxing unit may be reimbursed an amount in excess of 106% of the total net reimbursement made to such taxing unit in the next preceding year, nor may any taxing unit be reimbursed less than the total net reimbursement made to such taxing unit in the next preceding year.

Tax Levy Per \$1,000 Valuation¹

	2013-14	2012-13	Fiscal Year 2011-12	2010-11	2009-10
General Purposes:					
Economic Development	0.45	0.45	0.45	0.45	0.46
Reappraisal Trust Fund	1.00	.20	.20	0.20	0.16
General Fund	17.19	18.49	17.99	17.99	16.65
Road & Bridge Maintenance Fund	3.66	3.16	3.16	3.16	2.98
County Wide Int. & Skg. Fund	6.55	6.55	6.55	6.55	6.58
Library Fund	1.07	1.07	1.07	1.07	1.07
Holmes Jr. College Maintenance Fund	1.00	1.00	1.00	1.00	1.00
Holmes Jr. College Special Fund	1.00	1.00	1.00	1.00	1.00
Mapping and Reappraisal	0.06	0.06	0.06	0.06	0.06
Fire Protection Fund	1.00	1.00	0.30	0.30	0.30
Bridge & Culvert Fund	1.20	1.20	1.20	1.20	1.87
Solid Waste	<u>3.95</u>	<u>3.95</u>	<u>2.65</u>	<u>2.65</u>	<u>3.50</u>
Subtotal:	38.13	38.13	35.63	35.63	35.63
County School District:					
Maintenance Fund	41.89	41.89	39.77	39.77	39.77
Maintenance	1.66	1.66	1.80	1.22	1.88
Bond Int. & Skg. Fund	11.00	11.00	12.98	12.98	12.07
Emer. Lease Purchase Acct.	0.00	0.00	0.00	0.00	0.22
Short Fall Note	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.58</u>	<u>0.61</u>
Subtotal:	54.55	54.55	54.55	54.55	54.55
Canton School District:					
District Maintenance Fund	38.28	36.68	36.47	35.89	35.89
District Debt Service	<u>11.06</u>	<u>10.82</u>	<u>13.20</u>	<u>12.05</u>	<u>12.05</u>
Subtotal	49.34	47.50	49.67	47.94	47.94
Fire Districts:					
South Madison County Fire District	4.00	4.00	4.00	4.00	4.00
West Madison Utility District	1.77	1.77	1.77	1.77	1.77
Southwest Madison Fire District	1.63	1.63	1.63	1.63	1.63
Farmhaven Fire District	8.21	8.21	8.21	8.21	8.21
Camden Fire District	2.00	2.00	2.00	2.00	2.00
Subtotal	<u>17.61</u>	<u>17.61</u>	<u>17.61</u>	<u>17.61</u>	<u>17.61</u>
TOTAL	<u>159.63</u>	<u>157.79</u>	<u>157.46</u>	<u>155.73</u>	<u>155.73</u>

¹ Tax levy figures are given in mills.

SOURCE: Office of the Chancery Clerk, July 2014.

Ad Valorem Tax Collections

Fiscal Year September 30	Amount Budgeted	Amount Collected	Difference Over/Under
2013	\$38,591,014	\$39,500,431	\$(909,417)
2012	34,542,182	35,567,322	1,025,140
2011	34,591,014	36,795,133	2,204,119
2010	32,962,574	33,640,524	677,950
2009	31,558,432	32,646,388	1,087,956

SOURCE: Office of the County Administrator, July, 2014.

Ten Largest Taxpayers¹

Taxpayer	Assessed Value	Taxes Collected	Public Improvement District
Renaissance at Colony Park, LLC	\$ 8,922,301.00	\$1,187,180.73	\$ 225,713.57
Northpark Mall LP	7,765,049.00	836,761.68	
200 Renaissance LLC	7,522,001.00	1,001,025.26	190,454.43
Links of Madison County	5,441,633.00	755,516.33	
300 Renaissance LLC	4,770,670.00	634,879.07	120,791.67
Madison HMA Inc.	2,414,003.00	335,160.18	
AT&T Mobility LLC	3,105,290.00	334,626.05	
Trace Apartments LP	2,976,000.00	320,693.76	
Wal-Mart Real Estate Business Trust	2,662,947.00	349,557.66	39,244.45
Legacy Park Apartments LLC	<u>2,790,000.00</u>	<u>300,650.40</u>	<u>0.00</u>
TOTAL	<u>\$48,369,894.00</u>	<u>\$6,056,051.12</u>	<u>\$ 576,204.12</u>
Public Service			
Entergy Mississippi Inc.	\$ 6,770,730.00	\$ 729,613.86	
Entergy Mississippi Inc.	2,971,783.00	346,301.87	
Entergy Mississippi Inc.	<u>3,029,566.00</u>	<u>280,780.18</u>	
TOTAL	<u>\$12,772,079.00</u>	<u>\$1,356,695.91</u>	
Lost Rabbit PID Prior Years Due:			
Lost Rabbit	\$ 732.00	\$ 821,003.14	\$ 820,933.09
Lost Rabbit	<u>551.00</u>	<u>677,574.00</u>	<u>677,521.11</u>
TOTAL	<u>\$ 1,283.00</u>	<u>\$1,498,577.14</u>	<u>\$1,498,454.20</u>
Parkway East PID; Prior Years Due:			
Young Men's Christian Association	\$ 1,742.00	\$ 315,823.47	\$ 315,653.88

¹ As of Fiscal Year ended September 30, 2013.

SOURCE: Office of the County Tax Collector, July, 2014.

DEBT INFORMATION

County Debt Limitations

Statutory Debt Limitations. The County is subject to a general statutory debt limitation under which no county in the State may incur general obligation bonded indebtedness in an amount which will exceed 15% of the assessed value of all taxable property within such county according to the last completed assessment for taxation.

In computing general obligation bonded indebtedness for purposes of this 15% limitation, there may be deducted all bonds or other evidences of indebtedness heretofore or hereafter issued for the construction of hospitals, ports or other capital improvements payable primarily from the net revenues to be generated from such hospitals, ports or other capital improvements in cases where such revenue is pledged to the retirement of the indebtedness, together with the full faith and credit of such county. However, in no case may a county incur indebtedness which, when added to all of its outstanding indebtedness, both bonded and floating, exceeds 20% of the assessed value of the taxable property within such county.

The total general obligation indebtedness of a county, both bonded and floating (including bonds excepted from the 15% debt limit above), may not exceed 20% of the assessed value of all taxable property within such county. However, bonds issued for school purposes and industrial development bonds issued under the State's Balance Agriculture with Industry Program are specifically excluded from both the 15% debt limitation and the 20% debt limitation (but are subject to statutory limits applicable to bonds of each type, respectively). Bonds issued for washed-out or collapsed bridges apply only against the 20% debt limitation.

Legal Debt Limit Statement¹

(as of July 1, 2014)

	15% Limit	20% Limit
Authorized Debt Limit (Last Completed Assessment for Taxation - \$1,436,471,648)	\$215,470,747	\$287,294,329
Present Debt Subject to Debt Limits ²	<u>68,335,000</u>	<u>68,335,000</u>
Margin for Further Debt Under Debt Limits	<u>\$147,136,747</u>	<u>\$218,959,329</u>

¹ No bonds subject to the 15% debt limit or either 20% debt limit have been issued by the County since July 1, 2014.

² Does not include the Series 2014 Bonds but does include the Refunded Bonds.

SOURCE: Office of the County Comptroller; July 2014.

Outstanding General Obligation Bonded Debt¹

(as of July 1, 2014)

Issue	Date of Issue	Outstanding Principal
General Obligation Road and Bridge Refunding Bonds, Series 2006	05/25/06	\$ 2,135,000
General Obligation Refunding Bonds, Series 2006	10/18/06	10,270,000
General Obligation Road and Bridge Bonds, Series 2007 ²	05/16/07	1,635,000
General Obligation Road and Bridge Bonds, Series 2008	03/04/08	26,045,000
General Obligation Road and Bridge Refunding Bonds, Series 2008	04/01/08	485,000
General Obligation Refunding Bonds, Series 2011	10/06/11	7,385,000
General Obligation Refunding Bonds, Series 2012	06/07/12	8,780,000
Negotiable Note, Series 2013	03/12/13	<u>5,600,000</u>
TOTAL		<u>\$ 68,335,000</u>

¹ Does not include the Series 2014 Bonds.

² A portion of this bond is being refunded with the proceeds of the Series 2014 Bonds.

SOURCE: Office of the County Comptroller; July 2014.

Outstanding General Obligation Bonded Debt Not Subject to Debt Limit

(as of July 1, 2014)

Issue	Date of Issue	Outstanding Principal
South Madison County Parkway Special Assessment Refunding Bonds	03/01/98	\$ <u>1,115,000</u>
TOTAL		\$ <u>1,115,000</u>

¹ These bonds are payable as to principal and interest solely from special assessments levied against the property benefiting from the improvements financed with such bonds.

SOURCE: Office of the County Comptroller; July 2014.

Other Outstanding Long Term Debt

Issue	Date of Issue	Outstanding Principal
MS Dept. of Economic Development Loan	06/30/99	\$ 23,906
Capital Improvement Loan	10/01/07	341,877
Capital Improvement Loan	10/01/09	651,510
Promissory Note (Capital Projects and Equipment Acquisition Program Loan Refunding Project) ¹	05/28/09	1,915,000
Promissory Note (Madison County, Mississippi Limited Tax Pledge Revenue Bond), Series 2009 ²	06/24/09	6,800,000
Tax Increment Limited Obligation Bonds	12/19/11	1,161,000
Urban Renewal Revenue Bonds (Sulphur Springs Lake Project) Series 2013 ³	03/21/13	1,265,000
Promissory Note, Series 2013C (Madison County, Mississippi Highway Refunding Project) ⁴	05/08/13	88,865,000
Promissory Note (Madison County, Mississippi Lease Purchase – South Madison County Annex Project)	09/18/13	<u>2,400,000</u>
TOTAL		\$<u>103,423,293</u>

¹ Loan from the Mississippi Development Bank secured by a Promissory Note under a Loan Agreement between the Mississippi Development Bank and the County. The Promissory Note and Loan Agreement secure the Mississippi Development Bank \$2,490,000 Special Obligation Bonds, Series 2009 (Madison County, Mississippi Capital Projects Equipment Acquisition Program Loan Refunding Project), dated as of May 28, 2009.

² Loan from the Mississippi Development Bank secured by a Promissory Note under a Loan Agreement between the Mississippi Development Bank and the County. The Promissory Note and Loan Agreement secure the Mississippi Development Bank \$8,000,000 Special Obligation Bonds, Series 2009 (Madison County, Mississippi Limited Tax Pledge Revenue Refunding Project), dated as of June 24, 2009. The principal and interest are to be paid from lawfully available revenues of the County, including, without limitation, the avails of the levy and pledge of up to 5 mills on all taxable property within the boundaries of the County pursuant to Section 41-13-25 of the Mississippi Code of 1972, as amended. The Note will never constitute a general obligation of the County within the meaning of any constitutional or statutory limitation.

³ The Bonds are payable solely from revenues derived by the County from (i) pledge of monies which shall be appropriated from the General Fund of the County; and (ii) such other legally available revenues or collateral, if any, as may be specified by the County.

⁴ Loan from the MS Development Bank secured by a Promissory Note under a Loan Agreement between the MS Development Bank and the County. The Promissory Note and Loan Agreement secure the MS Development Bank \$88,865,000 Special Obligation Bonds, Series 2013C (Madison County, MS Highway Refunding Project), dated as of May 8, 2013.

SOURCE: Office of the County Comptroller; July 2014.

Annual Debt Service Requirements for General Obligation Indebtedness of the County

Fiscal Year Ending 9/30	Principal	Interest	Total
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TOTAL

SOURCE: Office of the County Comptroller; July 2014.

Debt Ratios

FY Ended September 30	General Obligation Debt	General Obligation Debt to Assessed Value
2013	\$75,025,000	5.22%
2012	80,610,000	5.77
2011	84,955,000	6.00
2010	89,430,000	6.54
2009	94,120,000	7.11

SOURCE: Office of the County Comptroller; July 2014.

Current Underlying General Obligation Indebtedness

(as of March 1, 2014)

Municipality	2010 Population	General Obligation Bonded Debt	General Obligation Bonded Debt Per Capita
City of Canton	13,189	\$ 5,120,000	\$ 388.20
City of Madison	24,149	33,550,000	1,402.95
City of Ridgeland	24,047	27,945,000	1,162.09

School Districts	Total General Obligation Bonded Debt
Madison County School District	\$98,350,000 ¹
Canton Public School District	9,480,000 ¹

¹ SOURCE: 2013 Audited Financial Statement of District.

LITIGATION

The County's General Counsel, Mike Espy, PLLC, Jackson, Mississippi, has reviewed the status of all pending litigation. While the County is involved in numerous legal proceedings, there are no pending legal proceedings which might be expected to affect the County's ability to perform its obligations to the registered owner of the Series 2014 Bonds.

It is anticipated, regardless of the ultimate outcome of this litigation, that neither the courts nor the Board of Supervisors will act inconsistently with the County's financial ability to pay all outstanding bonded indebtedness and the interest thereon, including the Series 2014 Bonds. It is not anticipated that the ultimate outcome of any or all of the pending litigation will result in obligations exceeding the financial resources of the County, so that in all events it is reasonable to expect that the County will remain in a sufficiently viable financial position to meet all of these obligations, including, but not limited to, the Series 2014 Bonds, provided the same are issued, validated, sold and delivered. To predict with any degree of accuracy the ultimate outcome of such litigation would be conjectural.

FINANCIAL ADVISOR

The County has retained the firm of Government Consultants, Inc. as independent financial advisor (the "Financial Advisor") to the County in connection with the issuance of the Series 2014 Bonds. In such capacity the Financial Advisor has provided recommendations and other financial guidance to the County with respect to the preparation of documents, the preparation for the sale of the Series 2014 Bonds and the time of the sale, market conditions and other factors related to the sale of the Series 2014 Bonds.

Although the Financial Advisor performed an active role in the drafting of this Official Statement, it has not independently verified any of the information set forth herein. The information contained in this Official Statement has been obtained primarily from the County's records and from other sources which are believed to be reliable, including financial records of the County and other entities, which records may be subject to interpretation. No guarantee is made as to the accuracy or completeness of any information obtained from sources other than the County. Any summaries or excerpts of statutes, ordinances, resolutions or other documents do not purport to be complete statements of the same and reference is made to such original sources in all respects.

RATING

Moody's Investors Service, Inc. ("Moody's"), has assigned a rating of "_____" to the Series 2014 Bonds. Such rating reflects only the view of such organization, and an explanation of the significance of the rating may be obtained only from said rating agency.

There is no assurance that present or future ratings will continue for any given period of time or that the rating may not be lowered or withdrawn if in the judgment of Moody's circumstances so warrant. Any such downward change in or withdrawal of a rating may have an adverse effect on the secondary market price of the Series 2014 Bonds. Such rating reflects the views of Moody's and is not a recommendation to buy, sell or hold the Series 2014 Bonds.

RECORD OF NO DEFAULT

There is no record of any default on general obligations of the County as to payment of either principal or interest or in any other material respect at any time in at least the past 25 years. No principal or interest on any obligation of the County is currently past due.

NO BOND PROCEEDS FOR CURRENT OPERATING EXPENSES

No proceeds from the sale of securities (except tax anticipation notes issued against revenues of a current fiscal year) have been used by the County for current operating expenses at any time in at least the past ten years.

PENSION PLANS

The County has no pension plan or retirement plan for its employees. County employees are members of and contribute to the Mississippi Public Employees' Retirement System (PERS). The Governmental Accounting Standards Board (GASB) approved two new standards on June 25, 2012 that will substantially improve the accounting and financial reporting of public employee pensions by state and local governments, including the State. Statement No. 67, Financial Reporting for Pension Plans, revises existing guidance for the financial reports of most pension plans. Statement No. 68, Accounting and Financial Reporting for Pensions, revises and establishes new financial reporting requirements for most governments that provide their employees with pension benefits. The Provisions in Statement 67 are effective for financial statements for the period beginning after June 15, 2014. The provisions in Statement 68 are effective for fiscal years beginning after June 15, 2014. PERS is making plans to fully comply with these statements.

UNDERWRITING

The Underwriter shown on the cover page hereof (the "Underwriter") has agreed to purchase the Series 2014 Bonds, subject to certain conditions, at a price of \$_____, representing the aggregate principal amount of the Series 2014 Bonds in the amount of \$_____, plus a net original issue premium of \$_____ and less an underwriting discount of \$_____. The obligation of the Underwriter to purchase the Series 2014 Bonds is subject to certain terms and conditions set forth in a Bond Purchase Agreement entered into between the Underwriter and the County. The Series 2014 Bonds may be offered and sold to certain dealers, banks and others at prices lower than the initial offering prices shown on the cover page of this Official Statement, and such initial offering prices may be changed from time to time by the Underwriter.

CONTINUING DISCLOSURE

The County has covenanted for the benefit of the owners of the Series 2014 Bonds to provide certain financial information and operating data relating to the County at least once a year commencing on or before _____, 2014 (the "Annual Report"), and to provide notices of the occurrence of certain enumerated events, in certain cases if deemed material under federal laws. The Annual Report and notices of material events will be filed by the County with (a) the Municipal Securities Rulemaking Board (the "MSRB") through MSRB's Electronic Municipal Market Assess system at <http://emma.msrb.org> ("EMMA") in the electronic format then prescribed by the Securities and Exchange Commission (the "SEC") pursuant to SEC Rule 15c2-12(b)(5) (the "Rule"), and with (b) any public or private repository or entity designated by the State as a State repository, if any, for the purposes of the Rule. This information will be made available free to securities brokers and the general public through EMMA. For the procedures for all filings and notices due to the MSRB, instructions will be provided on the following website for MSRB: <http://emma.msrb.org>. The specific nature of the information to be contained in the Annual Report or the notices of material events is summarized in APPENDIX D to this Official Statement. These covenants have been made in order to assist the Underwriter in complying with the Rule.

[The County is in compliance in all material respects with its previous undertakings with regard to the Rule to provide Annual Reports or notices of material events. The County's audited financial statement is prepared by the State Auditor's Office. There have been times when the State Auditor's Office has not timely completed its audit of the County's financials thereby delaying the County's ability to file its audited financial statements with EMMA.]

VALIDATION

Prior to issuance, the Series 2014 Bonds will be validated before the Chancery Court of Madison County, Mississippi, as provided by Section 31-13-1 *et seq.*, Mississippi Code of 1972, as amended.

APPROVAL OF LEGAL PROCEEDINGS

Certain legal matters incident to the authorization and issuance of the Series 2014 Bonds are subject to the approval of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, Jackson, Mississippi

("Bond Counsel"), whose approving legal opinion will be available at the time of delivery of the Series 2014 Bonds (see APPENDIX C hereto). Certain legal matters will be passed upon for the County by its counsel, Mike Espy, PLLC, Jackson, Mississippi.

No representation is made to the registered owners of the Series 2014 Bonds that Bond Counsel has verified the accuracy, completeness or fairness of the statements in this Official Statement and Bond Counsel assumes no responsibility to the registered owners of the Series 2014 Bonds except for the matters set forth in such legal opinion.

VERIFICATION OF ARITHMETICAL AND MATHEMATICAL COMPUTATIONS

The accuracy of the mathematical computations supporting the conclusions (a) that the principal amounts and the interest thereon of the Investment Securities to be deposited in trust with the Escrow Trustee (see "PLAN OF REFUNDING" herein) are adequate to provide for the payment when due, of the principal of and interest on the Refunded Bonds, and (b) that the Series 2014 Bonds are not "arbitrage bonds" under Section 148 of the Code will be verified by _____, independent certified public accountants. Such verification will be based, in part, upon information supplied to the certified public accountants by the Underwriter.

TAX EXEMPTION

The Internal Revenue Code of 1986, as amended (the "Code"), and the applicable regulations promulgated thereunder (the "Regulations"), include requirements which the County must continue to meet after the issuance of the Series 2014 Bonds in order that interest on the Series 2014 Bonds not be included in gross income for federal income tax purposes. The County's failure to meet these requirements may cause interest on the Series 2014 Bonds to be included in gross income for federal income tax purposes retroactive to its date of issuance. The County has covenanted in the Resolution to comply with the requirements of the Code in order to maintain the exclusion of interest on the Series 2014 Bonds from gross income for federal income tax purposes.

In the opinion of Bond Counsel, assuming compliance by the County with the tax covenants referred to above, under existing statutes, regulations, rulings and court decisions, interest on the Series 2014 Bonds is excluded from gross income of the owners thereof for federal income tax purposes. Interest on the Series 2014 Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, interest on the Series 2014 Bonds is taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on corporations.

The opinion of Bond Counsel described in the preceding paragraph is subject to the condition that the County comply with all requirements of the Code and the Regulations, including, without limitation, certain limitations on the use, expenditure and investment of the proceeds of the Series 2014 Bonds and the obligation to rebate certain earnings on investments of proceeds to the United States Government, that must be satisfied subsequent to the issuance of the Series 2014 Bonds in order that interest thereon be, or continue to be, excluded from gross income for federal income tax purposes. The County has covenanted to comply with each such requirement. Failure to comply with certain of such requirements may cause the inclusion of interest on the Series 2014 Bonds in gross income for federal income tax purposes retroactive to the date of issuance of the Series 2014 Bonds. Bond Counsel will express no opinion regarding other federal tax consequences arising with respect to the Series 2014 Bonds, and taxpayers should consult their tax advisors regarding such other federal tax consequences.

Bond Counsel is further of the opinion that under and pursuant to the Act, the Series 2014 Bonds and interest thereon are exempt from all income taxes imposed by the State of Mississippi and any county, municipality and other political subdivision of the State of Mississippi.

The Series 2014 Bonds are being offered as "qualified tax exempt obligations" within the meaning of Section 265(b)(3) of the Code.

Original Issue Premium

The initial public offering prices of the Series 2014 Bonds maturing on May 1 of the years 20__ through and including 20__ are more than the amounts payable at the maturity dates thereof as set forth on the cover page of this Official Statement. Such Series 2014 Bonds are hereinafter referred to as the "2014 Premium Bonds." Under the Code, the difference between the principal amount of a 2014 Premium Bond and the cost basis of such 2014 Premium Bond to its owner (other than an owner who holds such a 2014 Premium Bond as inventory, stock in trade or for sale to customers in the ordinary course of business) is "bond premium." Bond premium is amortized over the term of such a 2014 Premium Bond for federal income tax purposes. The owner of a 2014 Premium Bond is required to decrease his basis in such 2014 Premium Bond by the amount of amortizable bond premium attributable to each taxable year he holds the 2014 Premium Bond. The amount of the amortizable bond premium attributable to each taxable year is determined on an actuarial basis at a constant interest rate compounded on each interest payment date. The amortizable bond premium attributable to a taxable year is not deductible for federal income tax purposes.

Owners of 2014 Premium Bonds should consult their tax advisors with respect to the precise determination for federal income tax purposes of the treatment of bond premium upon sale, redemption or other disposition of such 2014 Premium Bonds and with respect to the state and local tax consequences of owning and disposing of such 2014 Premium Bonds.

Original Issue Discount

The initial public offering prices of the Series 2014 Bonds maturing on May 1 of the years 20__ through and including 20__ are less than the amounts payable at the maturity dates thereof as set forth on the cover page of this Official Statement. Such Series 2014 Bonds are hereinafter collectively referred to as the "2014 Discount Bonds." An amount not less than the difference between the initial public offering price of each 2014 Discount Bond and the amount payable at maturity date thereof constitutes original issue discount which will be treated as interest on such 2014 Discount Bond, and to the extent properly allocable to an owner who acquires a 2014 Discount Bond at the initial offering thereof, will be excludable from gross income for federal income tax purposes, and a portion of the original issue discount that accrues in each year to an owner of a 2014 Bond that is a 2014 Discount Bond will not be an item of tax preference in computing the alternative minimum tax for individuals and corporations; however, with respect to corporations (as defined for federal income tax purposes) such original issue discount that accrues in each year is taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on such corporations. Consequently, corporate owners of any 2014 Discount Bonds should be aware that the accrual of original issue discount in each year may result in an alternative minimum tax liability although the corporate owners of such 2014 Discount Bonds have not received cash attributable to such original issue discount in such year.

Owners of 2014 Discount Bonds should consult their tax advisors with respect to the determination for federal income tax purposes of the amount of original issue discount or interest properly accruable with respect to 2014 Discount Bonds and other tax consequences of owning and disposing of 2014 Discount Bonds, and with respect to the state and local tax consequences of owning and disposing of 2014 Discount Bonds.

Future Legislation

The federal government is considering various legislative proposals for reducing the federal budget deficit and the federal debt and promoting economic growth, and some of these proposals, if enacted, could affect the tax-exempt status and/or market price or marketability of state and local bonds, such as the Series 2014 Bonds. In addition, future legislative proposals, if enacted into law, clarification of the Code or court decisions may cause interest on the Series 2014 Bonds to be subject, directly or indirectly and retroactively, to federal income taxation or to be subject to or exempted from state income taxation, or otherwise prevent holders from realizing the full current benefit of the tax status of such interest. The introduction or enactment of any such future legislative proposals, clarification of the Code or court decisions may also affect the market price for, or marketability of, the Series 2014 Bonds.

Prospective purchasers of the Series 2014 Bonds should consult their own tax advisors regarding any pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

In addition, prospective purchasers of the Series 2014 Bonds should consult their own tax advisors as to the applicability and effect on their federal income taxes of the alternative minimum tax, the environmental tax, the branch profits tax and the tax on passive investment income of corporations, as well as the applicability and effect of any other collateral federal income tax consequences.

MISCELLANEOUS

Any statements in this Official Statement involving matters of opinion or estimates, whether or not expressly so stated, are intended as such and not as representations of fact. No representation is made that any of the statements will be realized.

The references, excerpts and summaries of all documents referred to herein do not purport to be complete statements of the provisions of such documents, and reference is directed to all such documents for full and complete statements of all matters of fact relating to the Series 2014 Bonds, the security for the payment of the Series 2014 Bonds and the rights and obligations of the registered owners thereof.

The information contained in this Official Statement has been taken from sources considered reliable, but is not guaranteed. To the best of the County's knowledge, information in this Official Statement does not include any untrue statement of any material fact nor does the information omit the statement of any material fact required to be stated herein or necessary to make the statements herein, in the light of the circumstances under which they were made, not misleading.

References herein to the Act, and all other legislative acts referred to herein are only summaries, excerpts or brief outlines of certain provisions thereof and do not purport to summarize or describe all provisions thereof. Additional information may be obtained upon request from the office of the Board of Supervisors, 125 West North Street, P. O. Box 608, Canton, Mississippi 39046, attention: Mark Houston, telephone: (601)855-5500, or from the Financial Advisor, Government Consultants, Inc., 1830 Crane Ridge Drive, Jackson, Mississippi 39216, telephone: (601)982-0005.

The execution of this Official Statement has been duly authorized by the Board of Supervisors of the County.

MADISON COUNTY, MISSISSIPPI

By _____
President of the Board of Supervisors

1316577

APPENDIX A

**FISCAL YEAR _____ AUDITED FINANCIAL INFORMATION AND
_____ AND _____ BUDGETS**

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FISCAL YEAR _____ AUDITED FINANCIAL INFORMATION

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APPENDIX B
FORM OF BOND COUNSEL OPINION

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[FORM OF BOND COUNSEL OPINION]

Board of Supervisors of
Madison County, Mississippi
Canton, Mississippi

Gentlemen:

We have examined the Constitution and statutes of the State of Mississippi (the "State"), including particularly Sections 31-27-1 *et seq.*, Mississippi Code of 1972, as amended (the "Act") and certified copies of the proceedings had by the Board of Supervisors (the "Board") of Madison County, Mississippi (the "County"), including the adoption of a resolution by the Board on July 21, 2014 (the "Resolution"), and other proofs submitted, relative to the sale and issuance of

\$ _____ *

**MADISON COUNTY, MISSISSIPPI
GENERAL OBLIGATION REFUNDING BONDS,
SERIES 2014**

dated the date of delivery thereof, and maturing in such amounts and at such times, bearing interest and subject to redemption, all as set forth in the Resolution (the "Bonds"). The Bonds are being issued for the purpose of (a) advance refunding and defeasing a portion of the outstanding \$12,000,000 (original principal amount) Madison County, Mississippi General Obligation Road and Bridge Bonds, Series 2007, dated May 16, 2007, and (b) paying the costs incident to the sale and issuance of the Bonds, as authorized by the Act.

As to questions of fact material to our opinion, we have relied upon such certified proceedings and other certifications of officials of the County furnished to us without undertaking to verify the same by independent investigation. We have also examined the Bonds as executed and authenticated.

Based on the foregoing, we are of the opinion that:

1. Such proceedings and proofs show lawful authority for the sale and issuance of the Bonds by the County pursuant to the Constitution and laws of the State, including the Act, and the provisions of the Resolution.
2. The Bonds have been duly authorized, executed and delivered under the provisions of the Resolution.
3. The Bonds are legal, valid and binding general obligations of the County and, under the provisions of the Act, for the payment thereof, the full faith, credit and resources of the County are irrevocably pledged.
4. Under existing statutes, regulations, rulings and court decisions, subject to the assumption stated below, interest on the Bonds is excluded from gross income for federal income tax purposes. Furthermore, interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, interest on the Bonds is taken into account in determining adjusted current earnings for purposes of computing the alternative minimum tax imposed on corporations. We express no opinion regarding other federal tax consequences resulting from the ownership of, receipt or accrual of interest on, or disposition of the Bonds. In rendering the

* Preliminary, subject to change.

opinion contained in this paragraph 4, we have assumed continuing compliance by the County with the requirements of the Internal Revenue Code of 1986, as amended (the "Code") that must be met after the issuance of the Bonds in order that interest on the Bonds not be included in gross income for federal income tax purposes. The failure of the County to meet such requirements may cause interest on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds. The County has covenanted in the Resolution to comply with the requirements of the Code in order to maintain the exclusion of interest on the Bonds from gross income for federal income tax purposes.

5. The Bonds have been designated by the County as "qualified tax exempt obligations" within the meaning of Sections 265(b)(3) of the Code

6. Under and pursuant to the Act, the Bonds and interest thereon are exempt from all income taxes imposed by the State of Mississippi.

It is to be understood that the rights of the holder of the Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting creditors' rights heretofore or hereinafter enacted and that their enforcement may be subject to the exercise of judicial discretion in accordance with general principles of equity.

Respectfully submitted,

Baker, Donelson, Bearman, Caldwell &
Berkowitz, PC

APPENDIX C
FORM OF CONTINUING DISCLOSURE AGREEMENT

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CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement (this "Disclosure Agreement") is executed and delivered by the Board of Supervisors (the "Governing Body") of Madison County, Mississippi (the "County"), acting for and on behalf of the County, in connection with the execution and delivery of \$_____ * Madison County, Mississippi General Obligation Refunding Bonds, Series 2014 (the "Bonds"). The Bonds are being executed and delivered pursuant to a resolution adopted by the Governing Body on July 21, 2014 (the "Resolution"). The County covenants and agrees as follows:

SECTION 1. Purpose of this Disclosure Agreement. This Disclosure Agreement is being executed and delivered by the County for the benefit of the owners of the Bonds and the beneficial owners of the Bonds and in order to assist the Participating Underwriters in complying with SEC Rule 15c2-12.

SECTION 2. Definitions. In addition to the definitions set forth in the Resolution, which apply to any capitalized term used in this Disclosure Agreement unless otherwise defined herein, the following terms shall have the following meanings:

"Dissemination Agent" shall mean the Chancery Clerk or her designee, or such other person as the Governing Body shall designate in writing from time to time.

"EMMA" shall mean the Electronic Municipal Market Access System found at <http://emma.msrb.org>, which is the electronic format prescribed by the MSRB pursuant to the Rule.

"Fiscal Year" shall mean a period beginning on October 1 in any year and ending on September 30 of the following year or such other twelve-month period as may be adopted by the County in accordance with law.

"Listed Events" shall mean any of the events listed in Section 4(a) of this Disclosure Agreement.

"MSRB" shall mean the Municipal Securities Rulemaking Board. The electronic filings with the MSRB shall be through EMMA.

"National Repository" shall mean (a) MSRB's EMMA, and (b) in the future, any successor repository or repositories prescribed by the SEC for the purpose of serving as repository under the Rule.

"Official Statement" shall mean the final Official Statement of the County dated _____, 2014, in connection with the Bonds.

"Participating Underwriters" shall mean the original purchaser of the Bonds required to comply with the Rule in connection with the offering of the Bonds.

"Repository" shall mean each National Repository and each State Repository, if any.

"Rule" shall mean Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"State Repository" shall mean any public or private repository or entity designated by the State of Mississippi as a state repository for the purpose of the Rule. As of the date of this Disclosure Agreement, there is no State Repository.

* Preliminary, subject to change.

SECTION 3. Provision of Annual Reports.

(a) The County shall, or shall cause the Dissemination Agent to provide to each Repository, at least annually, an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Agreement. Not later than fifteen (15) business days prior to said date, the County shall provide the Annual Report to the Dissemination Agent. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Agreement; provided that the audited financial statements of the County may be submitted separately from the balance of the Annual Report. If the audited financial statements of the County are unavailable on the date provided herein in any given year, the County agrees to provide unaudited financial statements and will provide audited financial statements if and when available.

(b) If the County is unable to provide to the Repositories an Annual Report by the date required in subsection (a) above, the County shall send a notice to each Repository.

(c) The Dissemination Agent shall determine each year prior to the date for providing the Annual Report the name and address of each National Repository and each State Repository, if any.

SECTION 4. Content of Annual Reports. The County's Annual Report shall contain or incorporate by reference the following:

(a) audited financial statements, if available, and, if unavailable, unaudited financial statements and audited financial statements if and when they become available; and

(b) a brief narrative discussion of the results of operations and financial condition of the County for such Fiscal Year, including updated financial and operating information relating to the County set forth in the tables and text in the following sections of the Official Statement: "THE COUNTY," "TAX INFORMATION" and "DEBT INFORMATION."

Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues with respect to which the County is an "obligated person" (as defined by the Rule), which have been filed with each of the Repositories or the Securities and Exchange Commission. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The County shall clearly identify each such other document so incorporated by reference.

SECTION 5. Reporting of Listed Events. The County shall give or cause to be given notice of the occurrence of any of the following Listed Events with respect to the Bonds, in a timely manner not in excess of ten (10) business days after the occurrence thereof, together with any Accompanying Information. All fifteen (15) events mandated by the Rule are listed below; however, some may not apply to the Bonds:

- (1) Principal and interest payment delinquencies.
- (2) Non-payment related defaults, if material.
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties.
- (4) Unscheduled draws on the credit enhancements reflecting financial difficulties.
- (5) Substitution of credit or liquidity providers or their failure to perform.
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security.

- (7) Modification to rights of security holders, if material.
- (8) Bond calls, if material.
- (9) Tender offers.
- (10) Defeasances.
- (11) Release, substitution or sale of property securing repayment of the securities, if material.
- (12) Rating changes.
- (13) Bankruptcy, insolvency, receivership or similar event of the County.
- (14) Consummation of a merger, consolidation, or acquisition involving the County or the sale of all or substantially all of the assets of the County, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material.
- (15) The appointment of a successor or additional trustee or the change of name of a trustee, if material.

SECTION 6. Termination of Reporting Obligation. The County's obligations under this Disclosure Agreement shall terminate upon the legal defeasance, prior redemption or payment in full of the Bonds.

SECTION 7. Dissemination Agent. The County may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. If the County elects not to appoint a successor Dissemination Agent, it shall perform the duties thereof under this Disclosure Agreement.

SECTION 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Agreement, the County may amend this Disclosure Agreement, and any provision of this Disclosure Agreement may be waived, if such amendment or waiver is supported by an opinion of counsel expert in federal securities laws, to the effect that such amendment or waiver would not, in and of itself, cause the undertakings herein to violate the Rule if such amendment or waiver had been effective on the date hereof but taking into account any subsequent change in or official interpretation of the Rule.

SECTION 9. Additional Information. Nothing in this Disclosure Agreement shall be deemed to prevent the County from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including any other information in any financial information or operating data provided or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Agreement. If the County chooses to include any information in any financial information or operating data provided or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Agreement, the County shall have no obligation under this Disclosure Agreement to update such information or include it in any future financial information or operating data provided or notice of occurrence of a Listed Event.

SECTION 10. Default. In the event of a failure of the County to comply with any provision of this Disclosure Agreement any owner of a Bond may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the County to comply with its obligations under this Disclosure Agreement. A default under this Disclosure Agreement shall not be deemed an Event of Default under the Resolution, and the sole remedy under this Disclosure Agreement in the event of any failure of the County to comply with this Disclosure Agreement shall be an action to compel performance.

SECTION 11. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Agreement, and the County agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys' fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's gross negligence or willful misconduct. The obligations of the County under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.

SECTION 12. Beneficiaries. This Disclosure Agreement shall inure solely to the benefit of the County, the Dissemination Agent, the Participating Underwriters, owners from time to time of the Bonds and beneficial owners of the Bonds and shall create no rights in any other person or entity.

Date: _____, 2014

MADISON COUNTY, MISSISSIPPI

By _____
President of the Board of Supervisors