

NEW ISSUE — BOOK-ENTRY ONLY

In the opinion of Bond Counsel, assuming compliance with certain covenants in the Bond Resolutions intended to assure compliance with the applicable provisions of the Internal Revenue Code of 1986, as amended, and subject to the exceptions under "Tax Exemption and Related Considerations" herein, interest on the 2005 Series Bonds is excludable from gross income for federal income tax purposes under existing laws, regulations, rulings and judicial decisions. Interest on the 2005 Series A Bonds is not, and interest on the 2005 Series B Bonds and the 2005 Series C Bonds is, a tax preference item directly subject to the alternative minimum tax on individuals and corporations. A discussion of the requirements for, the extent of and exceptions to such exclusion is contained under "Tax Exemption and Related Considerations" herein. In the opinion of Bond Counsel, the 2005 Series Bonds, their transfer, the interest payable thereon and any income derived therefrom, including any profit realized in their sale or exchange, are exempt from taxation of every kind and nature whatsoever by the State of Maryland or by any of its political subdivisions, municipal corporations or public units of any kind under existing law, except that no opinion is expressed as to such exemption from Maryland franchise taxes or estate or inheritance taxes.



\$60,000,000
COMMUNITY DEVELOPMENT ADMINISTRATION
MARYLAND DEPARTMENT OF HOUSING
AND COMMUNITY DEVELOPMENT
Residential Revenue Bonds
\$12,640,000 2005 Series A (Non-AMT)
\$27,360,000 2005 Series B (AMT)
\$20,000,000 2005 Series C (AMT)

Dated: Date of Delivery

Due: As shown on inside cover

The 2005 Series A Bonds, the 2005 Series B Bonds (together, the "2005 Series AB Bonds") and the 2005 Series C Bonds (together with the 2005 Series AB Bonds, the "2005 Series Bonds") are issuable only as fully registered bonds and initially will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the 2005 Series Bonds.

Purchases of the 2005 Series AB Bonds will be in book-entry form only, in principal amounts of \$5,000, or any integral multiple thereof. Purchases of the 2005 Series C Bonds in the Weekly Mode will be in book-entry form only, in principal amounts of \$100,000 or any integral multiple of \$5,000 in excess thereof. For the period from and including the date of the first authentication and delivery of the 2005 Series C Bonds to, but not including April 7, 2005 the 2005 Series C Bonds will bear interest at a rate per annum set forth in a certificate delivered by the Administration on the date of delivery of the 2005 Series C Bonds. Thereafter, except as otherwise described herein, the 2005 Series C Bonds will bear interest at a rate determined weekly by the Remarketing Agent. The Administration may convert the 2005 Series C Bonds to modes other than a Weekly Mode as described herein. **The description of the 2005 Series C Bonds in this Official Statement pertains only to 2005 Series C Bonds in the Weekly Mode and to the Initial Liquidity Facility (as hereinafter defined).** Interest on the 2005 Series Bonds is payable semiannually on March 1 and September 1 of each year, commencing on September 1, 2005, by the Trustee to DTC. DTC is to remit such payments to participating financial organizations for subsequent disbursement to beneficial owners of the 2005 Series Bonds.

The 2005 Series Bonds are subject to redemption prior to maturity at par, plus interest accrued to the date of redemption, at the times and under the conditions set forth herein. The 2005 Series C Bonds are subject to mandatory tender (with no right to retain) on Mandatory Tender Dates as established by the Administration, as described herein. See "THE 2005 SERIES BONDS" herein. The 2005 Series C Bonds may be tendered for purchase upon seven days' notice to the Trustee as described herein, and will thereupon be remarketed by the Remarketing Agent.

The Administration will maintain a Liquidity Facility (the "Liquidity Facility") to provide funds for the purchase of 2005 Series C Bonds tendered but not remarketed. The Initial Liquidity Facility will be a Standby Bond Purchase Agreement among the Administration, the Trustee and Lloyds TSB Bank plc, acting through its New York Branch.



The Initial Liquidity Facility will expire on March 28, 2008 but may be extended or replaced as described herein. Such obligation also may be terminated prior to its stated expiration date under certain circumstances described herein.

Additional information is contained under the caption "THE 2005 SERIES BONDS". Manufacturers and Traders Trust Company (successor by merger to Allfirst Bank), a New York banking corporation with trust powers and having a corporate trust office in Baltimore, Maryland, is the Trustee.

The 2005 Series Bonds are special obligations of the Community Development Administration (the "Administration"), an agency in the Division of Development Finance of the Maryland Department of Housing and Community Development (the "Department"), payable solely from the revenues and assets of the Administration pledged therefor under the Bond Resolution. The Administration has no taxing power. The 2005 Series Bonds do not constitute a debt of the State of Maryland, any political subdivision thereof, the Administration or the Department, or a pledge of the faith, credit or taxing power of the State, any such political subdivision, the Administration or the Department.

The 2005 Series Bonds are offered for delivery when, as and if issued, subject to the opinion of Ballard Spahr Andrews & Ingersoll, LLP, Washington, D.C., Bond Counsel, as to the validity of the 2005 Series Bonds and the excludability from gross income of interest thereon for federal income tax purposes. Certain legal matters will be passed upon for the Administration by an Assistant Attorney General of the State of Maryland and Counsel to the Department. Certain legal matters will be passed upon for the Underwriters by their counsel, Kutak Rock LLP and for the Bank by its special counsel, Nixon Peabody LLP, New York, New York and by its English counsel. It is expected that the 2005 Series Bonds will be available for delivery through the facilities of DTC in New York, New York on or about March 30, 2005.

Bear, Stearns & Co. Inc.†

**Ferris, Baker Watts
Incorporated**

**Legg Mason Wood Walker
Incorporated**

UBS Financial Services Inc.

Citigroup

Loop Capital Markets, L.L.C.

M.R. Beal & Company

Merrill Lynch & Co.

This cover page contains certain information for quick reference only. It is not a summary of this Official Statement. Investors must read the entire Official Statement to obtain information essential to the making of an informed decision.

February 24, 2005

† Sole underwriter with respect to the 2005 Series C Bonds.

MATURITY SCHEDULE

\$12,640,000 2005 Series A Bonds (Non-AMT)

\$12,640,000 Serial Bonds

Due (September 1)	Amount	Interest Rate	Price
2007	\$1,100,000	2.60%	100%
2008	1,125,000	2.80	100
2009	1,160,000	2.95	100
2010	1,190,000	3.05	100
2011	1,230,000	3.25	100
2012	1,270,000	3.45	100
2013	1,315,000	3.60	100
2014	1,365,000	3.70	100
2015	1,415,000	3.80	100
2016	1,470,000	3.90	100

\$27,360,000 2005 Series B Bonds (AMT)

\$11,835,000 4.55% Term Bonds due September 1, 2023 – Price 100%

\$15,525,000 5.25% Term Bonds due September 1, 2029 – Price 105.965%

2005 Series C Bonds (AMT)

\$20,000,000 2005 Series C Bonds due September 1, 2035

The initial interest rate on the 2005 Series C Term Bonds shall be as set forth in the certificate delivered by the Administration on the date of delivery of the 2005 Series C Bonds.

Price of 2005 Series C Bonds — 100%

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 2005 Series Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been furnished by the Administration and by other sources which are believed to be reliable. The Underwriters have provided the following sentence for inclusion in this Official Statement: The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their respective responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

No dealer, broker, salesman or other person has been authorized by the Administration or by the Underwriters to give any information or to make any representations, other than those contained in this Official Statement, and, if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing. The information and expressions of opinion herein speak only as of the date hereof and 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 Administration since the date hereof.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICES OF THE 2005 SERIES BONDS OR OF ANY OTHER BONDS OF THE ADMINISTRATION AT LEVELS ABOVE THOSE THAT MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

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OFFICIAL STATEMENT
of the
COMMUNITY DEVELOPMENT ADMINISTRATION
MARYLAND DEPARTMENT OF HOUSING AND COMMUNITY DEVELOPMENT

Relating to

\$60,000,000

Residential Revenue Bonds

\$12,640,000 2005 Series A (Non-AMT)

\$27,360,000 2005 Series B (AMT)

\$20,000,000 2005 Series C (AMT)

INTRODUCTION

The purpose of this Official Statement, which includes the cover page, the inside cover page (including the maturity schedule) and the Appendices, is to set forth information in connection with the sale by the Community Development Administration (the “Administration”), an agency in the Division of Development Finance of the Department of Housing and Community Development (the “Department”), a principal department of the government of the State of Maryland (the “State”), of its Residential Revenue Bonds, 2005 Series A (the “2005 Series A Bonds”), Residential Revenue Bonds, 2005 Series B (the “2005 Series B Bonds” and, together with the 2005 Series A Bonds, the “2005 Series AB Bonds”) and Residential Revenue Bonds, 2005 Series C (the “2005 Series C Bonds” and, together with the 2005 Series AB Bonds, the “2005 Series Bonds”).

This Official Statement speaks only as of its date, and the information contained herein is subject to change. The information contained under this caption is qualified by reference to the entire Official Statement. This introduction is only a brief description of the Official Statement and potential investors should review the entire Official Statement, as well as the documents summarized or described herein, in order to make an informed investment decision. All terms not otherwise defined herein shall have the meanings set forth in Appendix C – “DEFINITIONS” or in the Bond Resolutions (as hereinafter defined).

Authorization

The Administration is authorized to issue the 2005 Series Bonds pursuant to Sections 2-201 through 2-208 of Article 83B of the Annotated Code of Maryland, as amended (the “Act”), and a Residential Revenue Bond Resolution providing for the issuance of Residential Revenue Bonds adopted by the Administration as of August 1, 1997 (the “Bond Resolution”), for the benefit of Manufacturers and Traders Trust Company (successor by merger to Allfirst Bank), as trustee (the “Trustee”). The 2005 Series A Bonds will be issued pursuant to a Series Resolution Providing for the Issuance and Sale of Residential Revenue Bonds, 2005 Series A (Non-AMT) that will be adopted by the Administration prior to the issuance of the 2005 Series A Bonds (the “2005 Series A Resolution”). The 2005 Series B Bonds will be issued pursuant to a Series Resolution Providing for the Issuance and Sale of Residential Revenue Bonds, 2005 Series B (AMT) that will be adopted by the Administration prior to the issuance of the 2005 Series B Bonds (the “2005 Series B Resolution”). The 2005 Series C Bonds will be issued pursuant to a Series Resolution Providing for the Issuance and Sale of Residential Revenue Bonds, 2005 Series C (AMT) that will be adopted by the Administration prior to the issuance of the 2005 Series C Bonds (the “2005 Series C Resolution” and, together with the 2005 Series A Resolution and the 2005 Series B Resolution, the “Series Resolutions”). The Bond Resolution and the Series Resolutions are collectively called the “Bond Resolutions.”

Bonds Issued Under Bond Resolution

As of October 1, 2004, the Administration had issued 47 prior Series of Bonds under the Bond Resolution. As of October 1, 2004, \$901,095,000 in aggregate principal amount comprising 32 Series of Bonds were outstanding under the Bond Resolution. Since October 1, 2004, the Administration issued Residential Revenue Bonds 2004 Series G, 2004 Series H, and 2004 Series I and Residential Revenue Bonds 2004 Series J and Series K, all on November 10, 2004 (such 2004 Series G, H and I Bonds, and 2004 Series J and K Bonds, together with all other prior Series of Bonds, are collectively referred to herein as the “Prior Bonds”). The Bond Resolution provides for the issuance of Additional Bonds, which will be on a parity with the Prior Bonds and the 2005 Series Bonds, and will be equally and ratably secured under the Bond Resolution. See “SECURITY FOR THE BONDS – Additional Bonds” herein. The Administration also plans to issue an additional Series of Bonds at the time of issuance of the 2005 Series Bonds. See “PLAN OF FINANCE” herein. The Prior Bonds and the 2005 Series Bonds, together with any Additional Bonds issued under the Bond Resolution and secured on a parity basis, are referred to collectively as the “Bonds.” The Bond Resolution also allows the issuance of Subordinate Bonds which will not be on a parity with the Bonds. To date, the Administration has not issued Subordinate Bonds under the Bond Resolution.

The Bonds are special obligations of the Administration, payable solely from the revenues and assets of the Administration pledged therefor under the Bond Resolution. The Administration has no taxing power. The Bonds do not constitute a debt of the State, any political subdivision thereof, the Administration or the Department, or a pledge of the faith, credit or taxing power of the State, any such political subdivision, the Administration or the Department.

Purpose of Bond Resolution

The Administration adopted the Bond Resolution pursuant to the Act primarily to finance single family housing loans under the Residential Revenue Bond Program (the “Program”), but has reserved the right to finance and also may issue Bonds to finance other kinds of housing and other types of loans permitted to be financed under the Bond Resolution. In addition to whole single family housing loans, other types of loans and other kinds of housing that may be financed by the Administration under the Bond Resolution include portions of or participations in single family housing loans made, purchased or otherwise financed by the Administration, home improvement loans, housing rehabilitation loans, as well as loans to finance or refinance developments authorized by the Act, including, without limitation, multi-family housing projects, group housing facilities and shared living facilities. To date, the Administration has applied proceeds of Bonds only to finance single family housing loans and participations in single family housing loans and to fund reserves related thereto. See “SECURITY FOR THE BONDS” and Appendix D – “SUMMARY OF CERTAIN PROVISIONS OF THE BOND RESOLUTION”.

The 1980 General Certificate

Between 1980 and the adoption of the Bond Resolution on August 1, 1997, the Administration issued bonds for its single family program under a general certificate providing for the issuance of single family program bonds (“Single Family Program Bonds”), which general certificate was adopted by the Administration as of May 1, 1980, as supplemented (the “1980 General Certificate”). The Administration expects, but is not required, to finance new loans for its single family program in the foreseeable future primarily under the Bond Resolution. The Administration also expects, however, to finance loans under the 1980 General Certificate from time to time in connection with refunding or other economic measures.

As of October 1, 2004, \$503,315,000 in aggregate principal amount of bonds were outstanding under the 1980 General Certificate. Bonds issued under the Bond Resolution are not secured by or payable from the assets of the 1980 General Certificate.

Draw Down Mortgage Revenue Bonds

The Administration issued its Draw Down Mortgage Revenue Bonds, Series 2002-1 and Series 2002-2, each in an aggregate principal amount not to exceed \$250,000,000 (collectively, the “Draw Down Bonds”), pursuant to an Indenture of Trust, dated as of September 1, 2002 (the “Draw Down Indenture”), between the Administration and Manufacturers and Traders Trust Company (successor by merger to Allfirst Bank), as Trustee. Each drawing by the Administration provides funds to be used to pay at maturity or redeem prior to maturity certain Single Family Program Bonds previously issued under the 1980 General Certificate (the “Prior 1980 General Certificate Bonds”) and certain Prior Bonds. As a result of the foregoing, funds representing prepayments and repayments of mortgage loans financed with such Prior 1980 General Certificate Bonds and Prior Bonds are transferred and deposited into a bond escrow fund established under the Draw Down Indenture as security for such principal amount of Draw Down Bonds as has been drawn down by the Administration until such time as all or a portion of the Draw Down Bonds are redeemed or purchased in accordance with the Draw Down Indenture. The Draw Down Bonds are not secured by the Bond Resolution.

Use of Proceeds of the Bonds

The Bond Resolution authorizes the Administration to issue Bonds to provide funds to finance or refinance any loan, project, facility, undertaking or purpose that the Administration is authorized to undertake, finance or provide financing for pursuant to the Act (“Program Assets”), including, but not limited to, mortgage loans, or portions of or participations in mortgage loans (“Mortgage Loans”), to finance or refinance the purchase of owner-occupied single family residences by persons or families of limited incomes, to refund Bonds or other obligations (including bonds issued by the Administration under resolutions other than the Bond Resolution), to fund reserves, to pay Costs of Issuance or to achieve any other of the Administration’s purposes. In addition to Mortgage Loans, the Bond Resolution permits financing of various types of Loans, including, without limitation, loans to finance various types of housing developments within the State, which include single family residences, multi-family residential rental facilities, and group living facilities (collectively, the “Developments”) which promote sound community development and provide housing for occupancy, in substantial part, by persons or families of limited incomes. The Loans also must meet the requirements set forth in the Bond Resolution. Program Assets may include, without limitation, whole loans (with or without Credit Enhancement), including Mortgage Loans, and mortgage-backed securities.

The funds made available from the issuance of the 2005 Series A Bonds will be used to refund a portion of the Administration’s Draw Down Bonds, as a result of which amounts on deposit in the escrow fund established under the Draw Down Indenture representing prepayments and repayments of mortgage loans financed with proceeds of Prior 1980 General Certificate Bonds and Prior Bonds will be made available to (a) make or purchase Mortgage Loans and (b) provide funds to be deposited into the Reserve Fund.

The funds made available from the issuance of the 2005 Series B Bonds will be used to (a) make or purchase new mortgage loans and (b) provide funds to be deposited into the Reserve Fund.

The funds made available from the issuance of the 2005 Series C Bonds will be used to (a) make or purchase new mortgage loans and (b) provide funds to be deposited into the Reserve Fund.

See “THE 2005 SERIES BONDS — Application of 2005 Series Bond Proceeds”.

The Series Resolutions will contain Series Program Determinations for the 2005 Series Bonds, which limit the Loans to be financed to Mortgage Loans on Single Family Residences and require all such Mortgage Loans to be insured by FHA or guaranteed by the United States Department of Veteran Affairs (“VA”), the United States Department of Agriculture, Rural Development (the “USDA/RD”) Guaranteed Rural Housing Loan Program, or private mortgage insurance acceptable to the Administration. See Appendix B – “THE PROGRAM” and Appendix G – “FHA MORTGAGE INSURANCE PROGRAM, VA HOME LOAN GUARANTY PROGRAM, USDA/RD MORTGAGE GUARANTEE PROGRAM AND PRIVATE MORTGAGE INSURANCE”.

The Bond Resolution does not require that Loans be secured by Credit Enhancement. In addition, the Bond Resolution permits the Administration to require Loans to be secured by Credit Enhancement other than FHA mortgage insurance, private mortgage insurance or VA or USDA/RD guarantees. Such Credit Enhancement may include a variety of forms and may be provided by a variety of Credit Enhancers. See the definitions of Credit Enhancement and Credit Enhancer in Appendix C – “DEFINITIONS” and Appendix D – “SUMMARY OF CERTAIN PROVISIONS OF THE BOND RESOLUTION”.

Brief descriptions of the 2005 Series Bonds and the security for the Bonds are included in this Official Statement. Descriptions of the Department and the Administration, the Program, the definitions of certain terms and the summary of certain provisions of the Bond Resolutions are included as Appendices A, B, C and D, respectively. Appendices E and F contain certain information regarding the outstanding indebtedness of the Administration and its redemption requirements for the Bonds from Prepayments of Loans as required by the Code, respectively. A summary of the FHA Mortgage Insurance Program, the VA Home Loan Guaranty Program, the USDA/RD Mortgage Guarantee Program and private mortgage insurance acceptable to the Administration is included as Appendix G. The financial statements of the Program, investments held in the Residential Revenue Bond Funds, information concerning Mortgage Loans financed under the Program and the proposed forms of the opinions of Bond Counsel are included as Appendices H, I, J and K, respectively. **The Appendices to this Official Statement constitute a part of this Official Statement and contain information which any potential investor should read in order to make an informed investment decision.**

Information concerning the 2005 Series Bonds, the Administration and the Program and descriptions of certain provisions of the Act, the 2005 Series Bonds and the Bond Resolutions are included in this Official Statement. All summaries herein of any statute, agreement or document are qualified in their entirety by reference to such statute, agreement or document, and all summaries of the 2005 Series Bonds are qualified in their entirety by reference to the definitive form thereof and the information with respect thereto contained in the Bond Resolutions. Copies of the Bond Resolutions and the Act are available for inspection at the offices of the Administration at 100 Community Place, Crownsville, Maryland 21032-2023. Requests to inspect copies of the Bond Resolutions and the Act should be directed to Anne P. Konrad, Director, Finance, at (410) 514-7326 or by e-mail at konrad@dhcd.state.md.us.

THE 2005 SERIES BONDS

General Description

The 2005 Series Bonds are dated the date of delivery thereof. 2005 Series Bonds subsequently issued in exchange for or upon the registration or transfer of 2005 Series Bonds will be dated the date of authentication thereof and will bear interest from the later of the March 1 or September 1 (each an

“Interest Payment Date”) next preceding the date of the authentication thereof, unless the date of such authentication is after a Record Date and on or prior to the next succeeding Interest Payment Date, in which case they will bear interest from such Interest Payment Date; provided, however, that if interest on the 2005 Series Bonds is in default, the 2005 Series Bonds issued in place of 2005 Series Bonds surrendered for transfer or exchange will bear interest from the date to which interest has been paid in full on the 2005 Series Bonds, or made available for payment in full on Outstanding Bonds. The 2005 Series Bonds will be issuable only as fully registered bonds and will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company, New York, New York (“DTC”), which will act as securities depository for the 2005 Series Bonds. Purchases of the 2005 Series AB Bonds will be in book-entry form only, in minimum principal amounts of \$5,000 or any integral multiple thereof. Purchases of the 2005 Series C Bonds will be in book-entry form only, in denominations of \$100,000 or any integral multiple of \$5,000 in excess thereof. The 2005 Series Bonds mature on the dates and in the amounts set forth on the inside cover page of this Official Statement subject to earlier redemption or, with respect to the 2005 Series C Bonds, mandatory tender as hereinafter described.

The 2005 Series AB Bonds

The 2005 Series AB Bonds will bear interest from the date of delivery until their maturity or earlier redemption. Interest on the 2005 Series AB Bonds will be payable semiannually on each Interest Payment Date, commencing September 1, 2005. If any such dates are not business days, then such payments will be made on the next business day. Interest on the 2005 Series AB Bonds will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

The 2005 Series C Bonds

General. The 2005 Series C Bonds will bear interest from the date of delivery to, but not including, April 7, 2005 at a rate set forth in a certificate delivered by the Administration on the date of delivery of the 2005 Series C Bonds. Thereafter, the 2005 Series C Bonds (other than Bank Bonds) will bear interest at a rate determined weekly (the “Weekly Rate”) that will take effect on the Thursday (the “Effective Rate Date”) following a Rate Determination Date and remain in effect until the day before the next Effective Rate Date (the “Weekly Mode”). Interest on the 2005 Series C Bonds in a Weekly Mode will accrue from their date of delivery and will be payable in arrears, on the basis of a 365/366-day year for the number of days actually elapsed. Interest shall be payable semiannually on each Interest Payment Date, commencing on September 1, 2005.

The Weekly Rate will be determined by the Remarketing Agent by 4:00 p.m. New York time on the first Business Day preceding the applicable Effective Rate Date (each a “Rate Determination Date”). In no event will the 2005 Series C Bonds (other than Bank Bonds) bear interest at a rate in excess of 12% (the “Maximum Rate”). The Trustee will provide monthly statements to DTC setting forth the Weekly Rates for the prior month within seven Business Days of the end of each calendar month.

The Weekly Rate will be that rate which, in the determination of the Remarketing Agent, would result as nearly as practicable in the market value of the 2005 Series C Bonds on the Effective Rate Date being 100% of the principal amount thereof. In determining the Weekly Rate for any 2005 Series C Bonds, the Remarketing Agent for the 2005 Series C Bonds will take into account to the extent applicable (1) market interest rates for comparable securities held by tax-exempt open-end municipal bond funds or other institutional or private investors with substantial portfolios (a) with interest rate adjustment periods and demand purchase options substantially identical to the 2005 Series C Bonds, (b) bearing interest at a variable rate intended to maintain par value, and (c) rated by a national credit rating agency in the same category as the 2005 Series C Bonds; (2) other financial market rates and indices that may have a bearing on the Weekly Rate (including, but not limited to, rates borne by commercial paper, Treasury Bills,

commercial bank prime rates, certificate of deposit rates, federal fund rates, the London Interbank Offered Rate (LIBOR), the index published by the Bond Market Association based upon data compiled by Municipal Market Data concerning tax-exempt variable rates (the “TBMA Index”), indices maintained by The Bond Buyer, and other publicly available tax-exempt (as applicable) interest rate indices); (3) general financial market conditions; and (4) factors particular to the Administration and the 2005 Series C Bonds.

The determination by the Remarketing Agent of the Weekly Rate to be borne by any 2005 Series C Bonds (other than Bank Bonds) will be conclusive and binding on the holders of the 2005 Series C Bonds. Failure by the Remarketing Agent or the Trustee to give any notice required under the Series Resolution, or any defect in such notice, will not affect the interest rate borne by any 2005 Series C Bonds or the rights of the Bondholders thereof.

If for any reason the position of Remarketing Agent is vacant or the Remarketing Agent fails to establish the interest rate, the 2005 Series C Bonds (other than Bank Bonds) will automatically bear interest in a Weekly Mode with the interest rate reset on a weekly basis at the lesser of (i) the TBMA Index plus 0.25% or (ii) the Maximum Rate.

Tender Provisions. Except as otherwise provided herein, so long as the 2005 Series C Bonds are in Weekly Mode, the owners of any 2005 Series C Bonds are entitled to demand purchase of such 2005 Series C Bonds at a purchase price equal to the principal amount thereof plus accrued interest, if any, to the date of purchase, upon satisfaction of the terms and conditions described herein. See “THE 2005 SERIES BONDS – Optional Tender of the 2005 Series C Bonds”. The 2005 Series C Bonds are also subject to mandatory tender for purchase under certain circumstances. See “THE 2005 SERIES BONDS – Mandatory Tender of the 2005 Series C Bonds”. Bear, Stearns & Co. Inc. will act as the initial remarketing agent for the 2005 Series C Bonds (the “Remarketing Agent”). See “THE 2005 SERIES BONDS – Remarketing of the 2005 Series C Bonds”.

The Administration will provide a liquidity facility (the “Liquidity Facility”) to be in effect prior to the date, if any, when all 2005 Series C Bonds have been converted from a Weekly Mode to another mode not requiring a Liquidity Facility, subject to terms and conditions set forth herein. See “LIQUIDITY FACILITY RELATED TO THE 2005 SERIES C BONDS”. The initial Liquidity Facility (the “Initial Liquidity Facility”) with respect to the 2005 Series C Bonds will be a Standby Bond Purchase Agreement (the “Standby Bond Purchase Agreement”) by and among the Administration, the Trustee and Lloyds TSB Bank plc, acting through its New York Branch (the “Bank”). The Standby Bond Purchase Agreement will be executed as of the date of delivery of the 2005 Series C Bonds, which Standby Bond Purchase Agreement will provide for the purchase by the Bank on the terms and conditions specified therein of tendered 2005 Series C Bonds which cannot be remarketed as provided for in the Bond Resolutions. If the Standby Bond Purchase Agreement is to expire or terminate according to its terms and will not be renewed or replaced with an Alternate Liquidity Facility, the related 2005 Series C Bonds are subject to mandatory tender.

Mode Changes. The Administration may elect (1) to change the intervals at which the interest rate is calculated with respect to all or part of the 2005 Series C Bonds or change the basis for determining interest to an auction procedure (each such change is a “Mode Change” with respect to the 2005 Series C Bonds to which such Mode Change applies, and the date on which each such Mode Change is effective is a “Mode Change Date”), (2) to change all or part of the 2005 Series C Bonds to become variable rate bonds not required to be covered by a Liquidity Facility (each such change an “Unenhanced Variable Rate Bond Change” with respect to the 2005 Series C Bonds to which it applies, and the date of each such change an “Unenhanced Variable Rate Bond Change Date”) or (3) to convert all or part of the 2005 Series C Bonds to bear interest based upon an index or at fixed rates to their maturity (with respect to the 2005 Series C Bonds to which such conversion applies, a “Conversion”, and the date on which such

a Conversion is effective a “Conversion Date”). The Administration will provide notice to the Remarketing Agent, the Trustee, the Bank, and the Tender Agent not less than 20 days before the applicable Mode Change Date, Unenhanced Variable Rate Bond Change Date or Conversion Date of a Mode Change, an Unenhanced Variable Rate Bond Change, or a Conversion. The Trustee will provide notice to DTC of a Mode Change, an Unenhanced Variable Rate Bond Change or a Conversion not less than 15 days before the applicable Mode Change Date, Unenhanced Variable Rate Bond Change Date or Conversion Date. On each Mode Change Date, Unenhanced Variable Rate Bond Change Date, or Conversion Date, the 2005 Series C Bonds to which such Mode Change, Unenhanced Variable Rate Bond Change, or Conversion applies will be subject to mandatory tender for purchase.

The description of the 2005 Series C Bonds contained in this Official Statement is intended to provide information to prospective owners of 2005 Series C Bonds while 2005 Series C Bonds are in the Weekly Mode, and is not intended to be relied upon by prospective owners of 2005 Series C Bonds with respect to which a Mode Change Date, an Unenhanced Variable Rate Bond Change Date or a Conversion Date (each as herein defined) has occurred. A condition of such event and the related remarketing of 2005 Series C Bonds is the delivery of an updated disclosure document.

Application of 2005 Series Bond Proceeds

2005 Series A Bond Proceeds. The Administration will deposit from the proceeds of the sale of the 2005 Series A Bonds: \$12,640,000 into a Redemption Account established pursuant to the 2005 Series A Resolution for the purpose of transferring such funds to the Draw Down Indenture to be applied to the refunding within 90 days of delivery of the 2005 Series A Bonds a portion of the outstanding principal amount of the Administration’s Draw Down Bonds. As a result of the foregoing, (a) \$12,392,150 on deposit in the escrow fund established under the Draw Down Indenture will be transferred and deposited into the 2005 Series A Program Account of the Program Fund and made available to make or purchase Mortgage Loans and (b) \$247,850 will be transferred and deposited into the Reserve Fund under the Bond Resolution.

The costs of issuance, including underwriters’ compensation, relating to the 2005 Series A Bonds will be funded by the Administration from available moneys not included in the amounts set forth below. The application of proceeds of the 2005 Series A Bonds is summarized below:

Transfer of moneys as a result of current refunding of Draw Down Bonds into:	
2005 Series A Program Account.....	\$12,392,150.00
Reserve Fund.....	247,850.00
Gross Proceeds of 2005 Series A Bonds.....	<u>\$12,640,000.00</u>

2005 Series B Bond Proceeds. The Administration will deposit from the proceeds of the sale of the 2005 Series B Bonds: \$27,731,416.25 into the 2005 Series B Program Account of the Program Fund to provide funds to make or purchase Mortgage Loans and \$554,650.00 into the Reserve Fund.

The costs of issuance, including underwriters’ compensation, relating to the 2005 Series B Bonds will be funded by the Administration from available moneys not included in the amounts set forth below. The application of proceeds of the 2005 Series B Bonds is summarized below:

Deposit of 2005 Series B Bond Proceeds into:	
2005 Series B Program Account.....	\$27,731,416.25
Reserve Fund.....	554,650.00
Gross Proceeds of 2005 Series B Bonds.....	<u>\$28,286,066.25</u>

2005 Series C Bond Proceeds. The Administration will deposit from the proceeds of the sale of the 2005 Series C Bonds: \$19,607,800 into the 2005 Series C Program Account of the Program Fund to provide funds to make or purchase Mortgage Loans and \$392,200 into the Reserve Fund.

The costs of issuance, including underwriters' compensation, relating to the 2005 Series C Bonds will be funded by the Administration from available moneys not included in the amounts set forth below. The application of proceeds of the 2005 Series C Bonds is summarized below:

Deposit of 2005 Series C Bond Proceeds into:	
2005 Series C Program Account	\$19,607,800.00
Reserve Fund.....	392,200.00
Gross Proceeds of 2005 Series C Bonds	<u>\$20,000,000.00</u>

Redemption Provisions

Sinking Fund Redemption.

The 2005 Series B Bonds maturing on September 1, 2023, are subject to mandatory redemption in part by lot on March 1, 2017, and on each September 1 and March 1 thereafter to and including September 1, 2023, at the principal amount thereof plus accrued interest to the redemption date, on the dates and in the amounts as follows:

Year (March 1)	Principal Amount	Year (September 1)	Principal Amount
2017	\$ 765,000	2017	\$ 785,000
2018	805,000	2018	820,000
2019	840,000	2019	860,000
2020	885,000	2020	905,000
2021	930,000	2021	950,000
2022	975,000	2022	1,000,000
2023	1,020,000	2023**	295,000

**Final maturity.

The 2005 Series B Bonds maturing on September 1, 2029, are subject to mandatory redemption in part by lot on September 1, 2023, and on each March 1 and September 1 thereafter to and including September 1, 2029, at the principal amount thereof plus accrued interest to the redemption date, on the dates and in the amounts as follows:

Year (March 1)	Principal Amount	Year (September 1)	Principal Amount
		2023	\$ 755,000
2024	\$ 1,075,000	2024	1,100,000
2025	1,125,000	2025	1,155,000
2026	1,185,000	2026	1,215,000
2027	1,245,000	2027	1,275,000
2028	1,305,000	2028	1,340,000
2029	1,375,000	2029**	1,375,000

**Final maturity.

Optional Redemption. The 2005 Series AB Bonds are subject to redemption at the option of the Administration, in whole or in part at any time, on or after September 1, 2014, at a redemption price equal to the principal amount thereof to be redeemed, plus accrued interest thereon to but not including the date of redemption.

While bearing interest in the Weekly Mode, the 2005 Series C Bonds are subject to redemption at the option of the Administration, in whole or in part on any Business Day (including any optional or mandatory tender date), from any money made available for such purpose, at a redemption price equal to the principal amount thereof to be redeemed, plus accrued interest, if any, to but not including the redemption date.

Special Redemption. The 2005 Series Bonds are subject to special redemption, at the option of the Administration, in whole or in part, at any time and at the redemption prices available below, from:

- (1) Recovery Payments from any Series of Bonds;
- (2) amounts on deposit in the Program Fund relating to the 2005 Series Bonds not expended for the purposes of financing Loans (see Appendix B – “THE PROGRAM – Existing Portfolio and Available Funds Under the Bond Resolution”); and
- (3) excess Revenues from any Series of Bonds, including without limitation, amounts resulting from any reduction in the Reserve Fund from any Series of Bonds.

2005 Series Bonds redeemed pursuant to such special redemption provision shall be redeemed at a price equal to the principal amount thereof, plus accrued interest thereon; provided, however, that September 1, 2029 Bonds redeemed pursuant to paragraph (2) above shall be redeemed at a price equal to the principal amount thereof plus a premium that maintains the same yield as the original purchase price thereof (as more fully set forth in the 2005 Series B Resolution), plus accrued interest to the date of redemption.

As a result of the special redemption provisions, the Administration can make no assurance that a particular Bond will not be redeemed prior to its maturity. The Administration cannot accurately predict the volume of Recovery Payments, including Prepayments, or other moneys which will be available for the special redemption of Bonds in the future. See “Risks of Redemption as a Result of Nonorigination” and “Risks of Redemption as a Result of Prepayment and Other Excess Revenues” below.

PAC Bond Redemption. An amount equal to 100% of the Prepayments of Mortgage Loans financed from the proceeds of the 2005 Series Bonds (the “2005 Series Prepayments”) will be applied first to the redemption of the 2005 Series B Bonds maturing on September 1, 2029 (the “September 1, 2029 Bonds”) in an amount up to the cumulative amounts set forth in the following table, prior to the redemption of other Bonds. Such redemption shall be made so that the cumulative amount of such redemptions shall not exceed the cumulative amount shown as of each date set forth in the table below. Such redemptions may occur at such times and with such frequency as the Administration elects, but at least once in each semiannual period, commencing with the semiannual period ending September 1, 2005. Such cumulative amounts are derived from certain assumptions related to such Mortgage Loans including the assumption that all such Mortgage Loans are purchased as expected and that 2005 Series Prepayments on such Mortgage Loans are received at a rate equal to 75% of the Bond Market Association standard prepayment model (“BMA”, formerly known as “PSA”, the Public Securities Association) and that 100% of such amounts will be used to redeem September 1, 2029 Bonds. If 2005 Series Bonds are redeemed from the proceeds of the 2005 Series Bonds not used to finance Mortgage Loans, the amount of the

September 1, 2029 Bonds redeemed will be proportional to the total amount of the 2005 Series Bonds being redeemed, and the cumulative amounts set forth in the table below will be reduced on a proportional basis.

Payment Date	Cumulative Amount	Payment Date	Cumulative Amount
September 1, 2005	\$ 40,000	March 1, 2010	\$ 8,365,000
March 1, 2006	315,000	September 1, 2010	9,410,000
September 1, 2006	850,000	March 1, 2011	10,420,000
March 1, 2007	1,635,000	September 1, 2011	11,395,000
September 1, 2007	2,650,000	March 1, 2012	12,340,000
March 1, 2008	3,845,000	September 1, 2012	13,255,000
September 1, 2008	5,030,000	March 1, 2013	14,135,000
March 1, 2009	6,180,000	September 1, 2013	14,985,000
September 1, 2009	7,290,000	March 1, 2014	15,525,000
		and thereafter	

If the amount available for such redemption is less than \$100,000, the Administration may delay redemption of the September 1, 2029 Bonds until the amount available for such redemption totals \$100,000 or more.

2005 Series Prepayments in excess of the amounts set forth in the above table and up to the cumulative amounts set forth in the following table, may be applied to the redemption of Bonds other than the September 1, 2029 Bonds; provided that such 2005 Series Prepayments may be used to redeem the September 1, 2029 Bonds if there are no other 2005 Series Bonds Outstanding or if such redemption is necessary to preserve the tax-exempt status of the 2005 Series Bonds. One hundred percent (100%) of the 2005 Series Prepayments in excess of cumulative amounts set forth in the following table, may be applied by the Administration to the redemption of Bonds, including the September 1, 2029 Bonds. The cumulative amounts in the following table are derived from certain assumptions related to such Mortgage Loans including the assumption that 2005 Series Prepayments are received at a rate equal to 400% of the BMA. If 2005 Series Bonds are redeemed from the proceeds of the 2005 Series Bonds not used to finance Mortgage Loans, the amount of the September 1, 2029 Bonds redeemed will be proportional to the total amount of the 2005 Series Bonds being redeemed, and the cumulative amounts set forth in the table below will be reduced on a proportional basis.

Payment Date	Cumulative Amount	Payment Date	Cumulative Amount
September 1, 2005	\$ 235,000	March 1, 2010	\$ 32,910,000
March 1, 2006	1,705,000	September 1, 2010	35,580,000
September 1, 2006	4,460,000	March 1, 2011	37,930,000
March 1, 2007	8,290,000	September 1, 2011	39,980,000
September 1, 2007	12,935,000	March 1, 2012	41,785,000
March 1, 2008	17,930,000	September 1, 2012	43,355,000
September 1, 2008	22,435,000	March 1, 2013	44,740,000
March 1, 2009	26,390,000	September 1, 2013	45,940,000
September 1, 2009	29,860,000	March 1, 2014	47,005,000
		and thereafter	

Prepayments on mortgage loans are commonly measured relative to a prepayment standard model. The BMA represents an assumed monthly rate of prepayment of the then outstanding principal balance of a pool of new mortgage loans. BMA does not purport to be either an historic description of the

prepayment experience of any pool of mortgage loans or a prediction of the anticipated rate of prepayment of any pool of mortgage loans. One hundred percent (100%) BMA assumes prepayment rates of 0.2 percent per year of the then-unpaid principal balance of such mortgage loans in the first months of the life of the mortgage loans and an additional 0.2 percent per year in each month thereafter (for example, 0.4 percent per year in the second month) until the 30th month. Beginning in the 30th month and in each month thereafter during the life of the mortgage loans, 100% BMA assumes a constant prepayment rate of six percent per year. Multiples of BMA will be calculated from this prepayment rate series. For example, 200% BMA assumes prepayment rates will be 0.4 percent per year in month one, 0.8 percent per year in month two, reaching 12% per year in month 30 and remaining constant at 12% per year thereafter.

The following table sets forth the last year and weighted average number of years that the September 1, 2029 Bonds will be Outstanding (“Average Life”) based on the receipt of 2005 Series Prepayments at certain percentages of the BMA and certain assumptions related to the Mortgage Loans financed from the proceeds of the 2005 Series Bonds, including the assumptions that (1) all such Mortgage Loans are purchased at the times currently anticipated by the Administration, (2) 2005 Series Prepayments in amounts not exceeding a cumulative percentage of 400% of the BMA are applied when received to redeem 2005 Series Bonds other than the September 1, 2029 Bonds and (3) 2005 Series Prepayments in excess of 400% of the BMA are applied proportionally to the redemption of all 2005 Series Bonds then Outstanding, including the September 1, 2029 Bonds.

Percent of BMA Standard Prepayment Model	Last Year Outstanding	Average Life
0%	2029	21.65
25%	2029	12.60
50%	2018	6.86
75%	2014	4.99
100%	2014	4.99
200%	2014	4.99
300%	2014	4.99
400%	2014	4.99
500%	2014	4.92

However, 2005 Series Prepayments in excess of 400% of the BMA are not required to be applied proportionally to the redemption of all 2005 Series Bonds then Outstanding. Actual events, including, among others, the actual receipt of 2005 Series Prepayments and the application of such 2005 Series Prepayments in excess of 400% of the BMA to the redemption of September 1, 2029 Bonds in amounts that are less than or greater than an amount that is proportional to all 2005 Series Bonds then Outstanding, will likely be different than the events assumed in determining the above table. Therefore, the actual last year and weighted average number of years that the September 1, 2029 Bonds will be Outstanding may differ from any of the years or percentages stated above.

Cross-Call Practices. Unless otherwise provided in a Series Resolution, or required by the 1986 Code, excess Revenues and Prepayments of Mortgage Loans financed with proceeds of any Series of Bonds, to the extent transferred to the Redemption Fund, may be applied to the redemption of the Series having the highest effective bond yield unless otherwise directed by the Administration. As a result, the 2005 Series Bonds may be redeemed from excess Revenues and Prepayments of Mortgage Loans financed with the proceeds of other Series of Bonds, except that the September 1, 2029 Bonds shall not be so redeemed until no other 2005 Series Bonds remain Outstanding.

Excess Revenues and Prepayments generated from the 2005 Series Bonds may be applied to the redemption of other Series of Bonds, except as described above under the heading “*PAC Bond Redemption.*”

Before June 2, 2003, Bonds redeemed by the Administration under the Bond Resolution were redeemed with prepayments attributable to the same Series of Bonds or other Series of Bonds with the same date of issuance. Going forward, the Administration generally expects to apply Excess Revenues or Prepayments to the redemption of the Series having the highest effective bond yield. The Administration reserves the right to redeem Bonds, including the 2005 Series Bonds, that do not have the highest effective bond yield under the terms and conditions described in the previous paragraph.

“Ten-Year Rule” Requirements. The 2005 Series Bonds are being issued under a common plan of finance. From the issue date of the 2005 Series Bonds to the tenth anniversary of such issue date, the 1986 Code requires that an increasing portion of repayments of principal and Prepayments of Mortgage Loans attributable to the proceeds of the 2005 Series Bonds be applied to pay the principal portion of debt service or to redeem the 2005 Series Bonds (the “Ten Year Rule”). From and after the tenth anniversary of such issue date, the Ten Year Rule requires that all of the repayments of principal and Prepayments of Mortgage Loans attributable to the proceeds of the 2005 Series Bonds be applied to pay the principal portion of debt service or to redeem the 2005 Series Bonds. A table showing the percentages of repayments of principal and Prepayments received from each Series of Bonds previously issued under the Bond Resolution which are required to be applied in this manner is included as Appendix F hereto.

Risks of Redemption as a Result of Nonorigination. Subject to a *de minimis* exception, proceeds relating to the 2005 Series Bonds deposited directly to the Program Fund to make or purchase Mortgage Loans and not used to finance Mortgage Loans within 42 months of the date of issuance will be used to redeem the 2005 Series Bonds as required by the 1986 Code. See Appendix B – “THE PROGRAM – Existing Portfolio and Available Funds Under the Bond Resolution.”

On October 20, 2003, the Administration made an unused proceeds call from certain Prior Bonds in the amount of \$32,400,000. For more detail, refer to the filing with the National Recognized Municipal Securities Repositories on October 7, 2003 and see the Department’s website, www.dhcd.state.md.us, CDA Bonds – Investor Information.

Risks of Redemption as a Result of Prepayments and Other Excess Revenues. All Mortgage Loans permit partial or complete prepayment without penalty. Mortgage Loans also may be terminated prior to their respective final maturities as a result of events such as default, sale (including potentially a sale of all or part of the Mortgage Loan portfolio), condemnation or casualty loss. A number of factors, including general economic conditions, homeowner mobility and mortgage market interest rates, will affect the rate of actual prepayments for a particular portfolio of mortgage loans. Therefore, it is difficult to predict prepayments for the Administration’s portfolio from available data about other pools of mortgage loans.

The investment of funds held under the 1980 General Certificate, which has been used to finance the Administration’s Single Family Program since 1980, have historically generated significant revenues in excess of the amount necessary to pay scheduled principal of and interest on bonds and required bond redemptions. If, in the future, the Administration receives excess Revenues under the Bond Resolution and determines not to make or purchase new Mortgage Loans with excess Revenues, the Administration will apply such excess Revenues (together with funds made available as a result of the reduction in reserve fund requirements) in accordance with the provisions of the Bond Resolutions and federal tax laws, which provisions may require the special redemption of Bonds from such excess Revenues.

General Provisions. If fewer than all of the 2005 Series Bonds of like Series and maturity are to be redeemed and are no longer held in book-entry form, the Administration will determine the particular 2005 Series Bonds or portions thereof to be called for redemption. The Trustee will mail notice of the redemption to the registered owners of any 2005 Series Bonds or portions thereof to be redeemed not less than 15 days (or, in the case of 2005 Series Bonds then registered under DTC's book-entry-only system of registration, 30 days) nor more than 90 days before any date upon which 2005 Series Bonds may be redeemed at their last addresses appearing upon the registration books. Such notice by mail is sufficient and published notice of the call for redemption need not be given. The notice of redemption may be conditional. If conditional, the notice will set forth the conditions precedent to such redemption and if such conditions have not been met prior to the redemption date, such notice will be of no force and effect. Notice otherwise having been provided, the 2005 Series Bonds designated in the notice will become due and payable at the applicable redemption price, plus interest accrued to the redemption date. On and after the redemption date, such 2005 Series Bonds will cease to bear interest and such 2005 Series Bonds will no longer be considered as outstanding under the Bond Resolution.

Optional Tender of the 2005 Series C Bonds

Holders of 2005 Series C Bonds in the Weekly Mode may elect to tender their 2005 Series C Bonds for purchase so long as no Suspension Event (as described under "LIQUIDITY FACILITY – The Initial Liquidity Facility" herein) has occurred and is continuing, by providing notice to the Remarketing Agent not later than 5:00 p.m. on any Business Day that is at least seven calendar days before the purchase date, which must be a Business Day and must be set forth in the notice. Such 2005 Series C Bonds will be purchased on the purchase date specified in the notice at a price equal to 100% of the principal amount thereof plus accrued interest (the "Purchase Price"). Such notice of optional tender for purchase of 2005 Series C Bonds by the Bondholders thereof will be irrevocable once such notice is given to the Remarketing Agent.

Mandatory Tender of the 2005 Series C Bonds

The 2005 Series C Bonds or any portion thereof are subject to mandatory tender for purchase (with no right to retain) (1) on any Mode Change Date, Unenhanced Variable Rate Bond Change Date or Conversion Date for such Bonds, (2) upon scheduled expiration or termination by the Administration of the Initial Liquidity Facility or an Alternate Liquidity Facility (defined below) (a "Liquidity Expiration Event") for such Bonds, on a date not less than 5 days prior to the scheduled expiration or earlier termination of the Liquidity Facility, and (3) upon receipt of a Notice of Termination Date (as described in the Initial Liquidity Facility or a similar notice termination event under an Alternate Liquidity Facility) by the Trustee following the occurrence of certain Events of Default under such Liquidity Facility, on a date not less than five days prior to the date on which the Liquidity Facility will terminate (each a "Mandatory Tender Date"), at the Purchase Price. See "LIQUIDITY FACILITY – The Initial Liquidity Facility" herein. Upon any such event, the Trustee will deliver a notice of mandatory tender to Bondholders, at least 15 days prior to the Mandatory Tender Date, stating the reason for the mandatory tender, the date of mandatory tender, and that all Bondholders of 2005 Series C Bonds subject to such mandatory tender will be deemed to have tendered their 2005 Series C Bonds upon such date.

This paragraph is applicable only if the book-entry system has been discontinued and replacement bonds have been issued or if DTC has exercised its option to surrender and exchange its 2005 Series C Bond certificates. Any 2005 Series C Bond not tendered and delivered to the Tender Agent on or prior to its Mandatory Tender Date for which there have been irrevocably deposited in trust with the Trustee the Purchase Price equal to the principal amount of such 2005 Series C Bonds plus accrued interest will be deemed to have been tendered and purchased on such Mandatory Tender Date. Bondholders will not be entitled to any payment (including any interest to accrue on or after the Mandatory Tender Date) other

than the principal amount of such 2005 Series C Bonds, plus accrued interest to the day preceding the Mandatory Tender Date, and said Bondholders will no longer be entitled to the benefits of the Bond Resolutions, except for the purpose of payment of the Purchase Price. Replacement 2005 Series C Bonds will be issued in place of such untendered 2005 Series C Bonds pursuant to the Bond Resolutions and, after the issuance of the replacement 2005 Series C Bonds, such Bonds will be deemed purchased, canceled, and no longer Outstanding under the Bond Resolutions.

Remarketing of the 2005 Series C Bonds

On each date on which 2005 Series C Bonds are required to be purchased, the Remarketing Agent for the 2005 Series C Bonds will use its best efforts to sell the 2005 Series C Bonds at a Weekly Rate (or, in the case of purchase upon a Mode Change, an interest rate corresponding to the appropriate mode) that results as nearly as practicable in the price being 100% of the principal amount thereof. In the event the Remarketing Agent is unable to remarket any of the 2005 Series C Bonds so tendered while the Initial Liquidity Facility is in effect, the Bank will purchase the 2005 Series C Bonds in accordance with the Initial Liquidity Facility. The Remarketing Agent will not be required to remarket the 2005 Series C Bonds (1) after the occurrence of an Event of Default under the Bond Resolutions; (2) after the occurrence of a Special Event of Default under a Liquidity Facility and the Bank's termination of its commitment to purchase 2005 Series C Bonds thereunder (as described under "LIQUIDITY FACILITY – The Initial Liquidity Facility" herein) or (3) if the Bank breaches its obligation to purchase 2005 Series C Bonds tendered and not remarketed. The Administration will enter into a Remarketing Agreement with the Remarketing Agent pursuant to which the Remarketing Agent will undertake the duties of Remarketing Agent, including remarketing of tendered 2005 Series C Bonds and determination of interest rates. The Remarketing Agreement provides that the Remarketing Agent may suspend its activities under certain circumstances, that the Remarketing Agent may resign its duties by giving 30 days' written notice to the Administration, and that the Administration may remove the Remarketing Agent upon 30 days' written notice.

Administration Not Responsible to Bondholders for Bank's Failure to Purchase 2005 Series C Bonds

Under the terms and provisions of the Remarketing Agreement and the Initial Liquidity Facility, the Purchase Price of 2005 Series C Bonds will be payable from moneys furnished in connection with the remarketing of the 2005 Series C Bonds or from the Initial Liquidity Facility. Upon the occurrence of certain Special Events of Default under the Initial Liquidity Facility, the Bank's obligation to purchase 2005 Series C Bonds under the Initial Liquidity Facility will immediately terminate without notice or other action on the part of the Bank. See "LIQUIDITY FACILITY — The Initial Liquidity Facility" herein. The Administration is not responsible to Bondholders for any failure by the Bank to purchase 2005 Series C Bonds tendered at the option of the Holder or subject to mandatory tender for purchase pursuant to the Series Resolution when the Bank is required to purchase the 2005 Series C Bonds under the Liquidity Facility.

If the Bank does not purchase any 2005 Series C Bonds tendered or deemed tendered for purchase by the Bondholders thereof and not remarketed, such Bonds will automatically bear interest in a Weekly Mode with the interest rate reset on a weekly basis at the lesser of (1) the TBMA Index plus 1.00% or (2) the Maximum Rate. Bondholders will not have the right to tender their 2005 Series C Bonds during such period and may be required to hold their 2005 Series C Bonds to their maturity or prior redemption.

DTC and Book-Entry

At the time of delivery of the 2005 Series Bonds, DTC will act as securities depository for the 2005 Series Bonds. The ownership of one fully registered 2005 Series Bond for each maturity, in the aggregate principal amount of such maturity, initially will be registered in the name of Cede & Co., as nominee for DTC, or such other name as may be requested by an authorized representative of DTC, and deposited with DTC or its designated custodian. DTC, the world's largest 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 2 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 85 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 and Clearing Corporation ("DTCC"). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Government Securities Clearing Corporation, MBS Clearing Corporation and Emerging Markets Clearing Corporation (NSCC, GSCC, MBSCC and EMCC are also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. 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 S&P's highest rating: AAA. 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 2005 Series Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the 2005 Series Bonds on DTC's records. The ownership interest of each actual purchaser of each 2005 Series Bond ("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 transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the 2005 Series 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 2005 Series Bonds, except in the event that use of the book-entry system for the 2005 Series Bonds is discontinued.

To facilitate subsequent transfers, all 2005 Series 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 2005 Series Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the 2005 Series Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such 2005 Series Bonds are credited, which may or may not be the Beneficial Owners. The Direct or Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

The Trustee will make payments of principal of, redemption premium, if any, and interest on the 2005 Series Bonds to Cede & Co., or such other DTC nominee as may be requested by an authorized representative of DTC. DTC's current practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detailed information from the Trustee, 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, the Administration or the Trustee, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium (if any) and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Administration or the Trustee, disbursement of such payments to Direct Participants is the responsibility of DTC, and disbursements of such payments to the Beneficial Owners entitled thereto is the responsibility of Direct and Indirect Participants. DTC, the Trustee and the Administration are not responsible for and make no representations concerning the manner of, or any charges that may be associated with, payments by Direct Participants or Indirect Participants to Beneficial Owners.

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

Redemption notices shall be sent to DTC. If less than all of the 2005 Series Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant to be redeemed.

DTC, Cede & Co. or such other DTC nominee will not consent or vote with respect to the 2005 Series Bonds, unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an omnibus proxy to the Administration as soon as possible after the record date for any consent or vote. The omnibus proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the 2005 Series Bonds are credited on the record date (identified in a listing attached to the omnibus proxy).

Neither the Administration nor the Trustee will have any responsibility or obligation to the Direct Participants or the Beneficial Owners with respect to (A) the accuracy of any records maintained by DTC or any Participant; (B) the payment by any Participant of any amount due to any Beneficial Owner in respect of the principal of and premium, if any, and interest on the 2005 Series Bonds; (C) the delivery or timeliness of delivery by any Participant of any notice to any Beneficial Owner which is required or permitted under the terms of the Bond Resolutions to be given to Bondholders; or (D) any other action taken by DTC, or its nominee, Cede & Co., as Bondholder, including the effectiveness of any action taken pursuant to an Omnibus Proxy.

The Administration and the Trustee cannot give any assurances that DTC will distribute payments of principal of, redemption premium, if any, and interest on the 2005 Series Bonds paid to DTC or its nominee, as the registered owner, or any redemption or other notices, to the Direct Participants or that they will do so on a timely basis, that Direct Participants or Indirect Participants will distribute to Beneficial Owners any payments or notices received by them or do so on a timely basis, or that DTC will serve and act in the manner described in this Official Statement.

So long as Cede & Co. is the registered owner of the 2005 Series Bonds, as nominee of DTC, references in this Official Statement to the owners of the 2005 Series Bonds shall mean Cede & Co. and

shall not mean the Beneficial Owners and Cede & Co. will be treated as the only Bondholder of 2005 Series Bonds for all purposes under the Bond Resolutions.

The Administration may enter into amendments to the agreement with DTC or successor agreements with a successor securities depository, relating to the book-entry system to be maintained with respect to 2005 Series Bonds without the consent of Beneficial Owners or Bondholders.

DTC may discontinue providing its services as a depository with respect to the 2005 Series Bonds at any time by giving reasonable notice to the Administration or Trustee. Under such circumstances, in the event that a successor depository is not obtained bond certificates will be printed and delivered. The Administration may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, bond certificates will be printed and delivered.

Information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Administration believes to be reliable, but the Administration takes no responsibility for the accuracy thereof.

Definitive Bonds

DTC (or a successor securities depository) may discontinue providing its service with respect to the 2005 Series Bonds at any time by giving notice to the Administration and discharging its responsibilities with respect thereto under applicable law. In addition, the Administration, in its sole discretion and without the consent of any other person, may elect not to use or may terminate the services of DTC (or a successor securities depository). Under such circumstances, 2005 Series Bonds in definitive form will be delivered as provided in the Bond Resolutions and registered in accordance with the instructions of the purchasers, and the following requirements of the Bond Resolutions will apply. Interest on the 2005 Series Bonds will be payable by check or draft mailed by the Trustee to the registered owner thereof or, upon the request of a registered owner of 2005 Series Bonds having a principal amount of \$1,000,000 or more, by wire transfer from the Trustee to the registered owner thereof. The principal of and redemption premium, if any, are payable at the corporate trust office of the Trustee upon presentation of the 2005 Series Bonds on or after the date of maturity or redemption. Each exchange or transfer of the 2005 Series Bonds may require the payment by the owner of any tax, fee or other charge imposed by law and a reasonable transfer fee of the Trustee.

LIQUIDITY FACILITY RELATING TO THE 2005 SERIES C BONDS

General Provisions

The Administration will maintain a Liquidity Facility to be in effect at all times when any 2005 Series C Bonds are in a Weekly Mode, or other Mode requiring a Liquidity Facility as provided in the 2005 Series C Bond Resolution in an amount not less than the principal of and accrued interest, if any, on the outstanding 2005 Series C Bonds in the Weekly Mode or other Mode requiring a Liquidity Facility.

The Administration may elect to replace any Liquidity Facility (including but not limited to the Initial Liquidity Facility) with another liquidity facility meeting the requirements of the Series Resolution (an "Alternate Liquidity Facility", and, with the Initial Liquidity Facility, a "Liquidity Facility"). The Administration will promptly notify the Trustee, the Remarketing Agent and the Tender Agent of the Administration's intention to deliver an Alternate Liquidity Facility at least 45 days prior to such delivery. Upon receipt of such notice, if the Alternate Liquidity Facility is to be provided by an entity other than the provider of the then current Liquidity Facility, the Trustee will promptly mail a notice of the anticipated delivery of an Alternate Liquidity Facility, including the name of the provider of such

Alternate Liquidity Facility, to each Holder of the 2005 Series C Bonds at such Holder's registered address. If the Administration elects to replace the Liquidity Facility, the 2005 Series C Bonds will be subject to mandatory tender not less than 5 days prior to the termination of the existing Liquidity Facility. **This Official Statement is not intended to apply to the 2005 Series C Bonds when an Alternate Liquidity Facility is in place.**

The Administration may also elect to provide liquidity support for the 2005 Series C Bonds from its own funds or by delivering a liquidity facility which does not meet the requirements of an Alternate Liquidity Facility. If the Administration makes such an election, the 2005 Series C Bonds will be subject to mandatory tender prior to the expiration of the Liquidity Facility then in effect.

The Initial Liquidity Facility

General. The Initial Liquidity Facility contains various provisions, covenants and conditions, certain of which are summarized below. Various words or terms used in the following summary are defined in this Official Statement, the Initial Liquidity Facility or the Bond Resolutions, and reference thereto is made for full understanding of their import.

The Administration expects to execute the Initial Liquidity Facility with the Bank on the date of delivery of the 2005 Series C Bonds. The Initial Liquidity Facility requires the Bank to provide funds for the purchase of 2005 Series C Bonds (other than Fixed Rate Bonds, Indexed Rate Bonds and Auction Bonds) that have been tendered and not remarketed subject to certain conditions described below. The 2005 Series C Bonds held by the Bank shall bear interest at the Bank Rate in accordance with the Initial Liquidity Facility.

The obligation of the Bank pursuant to the Initial Liquidity Facility to provide funds for the purchase of 2005 Series C Bonds (other than Fixed Rate Bonds, Indexed Rate Bonds and Auction Bonds) that have been tendered and not remarketed shall end on the earliest of (i) March 28, 2008, as such date may be extended from time to time in accordance with the Initial Liquidity Facility, (ii) the date on which no Eligible Bonds are Outstanding and (iii) the date on which the Available Commitment and the Bank's obligation to purchase Eligible Bonds has been terminated in its entirety at the option of the Administration or in connection with the redemption, repayment, defeasance or other payment of all of the 2005 Series C Bonds, the conversion of the 2005 Series C Bonds to bear interest at a Fixed Interest Rate, Indexed Rate or an Auction Rate, the effectiveness of an Alternate Liquidity Facility, or under the circumstances described below under "Events of Default and Remedies."

Subject to the terms and conditions of the Initial Liquidity Facility, the Bank agrees from time to time during the Commitment Period to extend credit to the Administration through the purchase, with its own funds, of Eligible Bonds, at the Purchase Price on a Purchase Date. The aggregate principal amount (or portion thereof in denominations authorized by the Bond Resolutions or any integral multiple thereof) of any Eligible Bond purchased on any Purchase Date shall not exceed the Available Principal Commitment (calculated without giving effect to any purchase of Eligible Bonds by the Bank on such date) at 10:00 a.m. on such Purchase Date and the portion of the Purchase Price constituting accrued interest on such Eligible Bonds shall not exceed the lesser of (a) the Available Interest Commitment (calculated without giving effect to any purchase of Eligible Bonds by the Bank on such date) at 10:00 a.m. on such Purchase Date and (b) the actual aggregate amount of interest accrued on each such Eligible Bond to but excluding such Purchase Date. Any Eligible Bonds so purchased shall thereupon constitute Bank Bonds and shall, from the date of such purchase and while they are Bank Bonds, bear interest at the Bank Rate and have other characteristics of Bank Bonds as set forth in the Initial Liquidity Facility, the Bond Resolutions and the Bonds.

If, on any Purchase Date during the Purchase Period, the Bank receives not later than 12:00 noon, New York City time, a Notice of Bank Purchase from the Tender Agent, the Bank shall, subject to the conditions set forth in the Initial Liquidity Facility, transfer to the Tender Agent not later than 2:00 p.m., New York City time, on such Purchase Date, in immediately available funds, an amount equal to the aggregate Purchase Price of all Eligible Bonds tendered or deemed tendered for purchase on such date but not remarketed as specified in such Notice of Bank Purchase. A Notice of Bank Purchase shall be irrevocable after receipt thereof by the Bank.

The obligation of the Bank to purchase Eligible Bonds on any date is subject to the satisfaction of the following conditions, unless waived in writing by the Bank: (i) no Event of Default described in paragraph 1(a), 7, 8 or 9 below shall have occurred and be continuing; and (ii) the Bank shall have timely received a Notice of Bank Purchase.

Events of Default and Remedies. The following events constitute Events of Default under the Initial Liquidity Facility.

(1) The Administration shall fail to pay when due (a) any principal of, or interest on, any 2005 Series C Bond (including any Bank Bond) or any Parity Obligation or (b) any fees owed to the Bank pursuant to specified sections of the Initial Liquidity Facility; or

(2) The Administration shall fail to pay any amount owing under specified sections of the Initial Liquidity Facility (other than those referred to in paragraph (1) above) within three (3) Business Days after the same shall become due; or

(3) Any representation or warranty made by or on behalf of the Administration in the Initial Liquidity Facility, the Bond Resolution or in any Related Document or in any certificate or statement delivered under said documents shall be incorrect or untrue in any material respect when made or deemed to have been made; or

(4) The Administration shall default in the due performance or observance of any of the covenants set forth in specified sections of the Initial Liquidity Facility; or

(5) The Administration shall materially default in the due performance or observance of any other term, covenant or agreement contained in the Initial Liquidity Facility (other than those referred to in paragraphs (1), (2), (3) and (4) above), the Bond Resolution or any Related Document and such default shall remain unremedied for a period of thirty (30) days after the Administration shall have received notice thereof; or

(6) One or more final, unappealable judgments against the Administration or the Pledged Property for the payment of money, and not covered by insurance, or attachments against the property of the Administration or the Pledged Property, the operation or result of which, individually or in the aggregate, equal or exceed \$1,000,000 shall remain unpaid, undischarged, unbonded or undismissed for a period of thirty (30) days; or

(7) (a) The Administration shall commence any case, proceeding or other action (i) under any existing or future law of any jurisdiction, domestic or foreign, relating to bankruptcy, insolvency, reorganization or relief of debtors, seeking to have an order for relief entered with respect to it, or seeking to adjudicate it a bankrupt or insolvent, or seeking reorganization, arrangement, adjustment, winding-up, liquidation, dissolution, composition or other relief with respect to it, or seeking to declare a moratorium with respect to the 2005 Series C Bonds or any Parity Obligations, or (ii) seeking appointment of a receiver, trustee, custodian or other similar official for it or for all or any substantial part of its assets or

for all or any portion of the Pledged Property, or the Administration shall make a general assignment for the benefit of its creditors; or (b) there shall be commenced against the Administration any case, proceeding or other action of a nature referred to in clause (a) above which (i) results in an order for such relief or in the appointment of a receiver or similar official or (ii) remains undismissed, undischarged or unbonded for a period of sixty (60) days; or (c) there shall be commenced against the Administration, any case, proceeding or other action seeking, issuance of a warrant of attachment, execution, distraint or similar process against all or any substantial part of its assets or for all or any portion of the Pledged Property, which results in the entry of an order for any such relief which shall not have been vacated, discharged, or stayed or bonded pending appeal within sixty (60) days from the entry thereof; or (d) the Administration shall take any action in furtherance of, or indicating its consent to, approval of, or acquiescence in, any of the acts set forth in clause (a), (b) or (c) above; or (e) the Administration shall generally not, or shall be unable to, or shall admit in writing, its inability to, pay its debts; or

(8) (a) Any material provision of the Initial Liquidity Facility, the Bond Resolution or any Related Document shall at any time for any reason cease to be valid and binding on the Administration as a result of federal or state legislative or administrative action, or shall be declared, in a final nonappealable judgment by any court of competent jurisdiction over the Administration, to be null and void, invalid or unenforceable; or (b) the State or the Administration shall have taken or permitted to be taken any official action, or has duly enacted any statute, which would materially adversely affect the enforceability of the Initial Liquidity Facility, the 2005 Series C Bonds, the Act, the Bond Resolution, the 2005 Series C Bond Resolution or any Parity Obligation; or (c) any governmental entity with jurisdiction to rule on the validity of the Initial Liquidity Facility, the 2005 Series C Bonds, the Act, the Bond Resolution, the 2005 Series C Bond Resolution or any Parity Obligation shall announce, find or rule that any material provision of the Initial Liquidity Facility, the 2005 Series C Bonds, the Act, the Bond Resolution, the 2005 Series C Bond Resolution, or any Parity Obligation, as the case may be, is not valid or not binding on the Administration; or (d) the State or the Administration (i) makes a claim in a judicial or administrative proceeding that the Administration has no further liability or obligation under the Initial Liquidity Facility, the 2005 Series C Bonds, the Act, the Bond Resolution, the 2005 Series C Bond Resolution or any Parity Obligation or (ii) contests in a judicial or administrative proceeding the validity or enforceability of any material provision of the Initial Liquidity Facility, the 2005 Series C Bonds, the Act, the Bond Resolution, the 2005 Series C Bond Resolution or any Parity Obligation relating to or otherwise affecting the Administration's obligation to pay the principal of or interest on any 2005 Series C Bonds (including any Bank Bonds) or such Parity Obligations; or

(9) Fitch and Moody's shall have (a) assigned the 2005 Series C Bonds or any Parity Obligations a long-term rating below "BBB-", in the case of Fitch, and "Baa3", in the case of Moody's, (b) withdrawn their long-term ratings of the 2005 Series C Bonds or any Parity Obligations for credit-related reasons and not as a result of debt maturity, redemption or defeasance or (c) suspended their long-term ratings of the 2005 Series C Bonds or any Parity Obligations for credit-related reasons and not as a result of debt maturity, redemption or defeasance; provided, however, that any downgrade, withdrawal or suspension described in any of the foregoing provisions shall not be deemed an Event of Default if said downgrade, withdrawal or suspension, as the case may be, shall be attributable to the downgrade, withdrawal or suspension of the long-term ratings assigned to any bond insurance or other credit enhancement provided by a person other than the Administration; or

(10) Any "event of default" as defined in Section 701 of the Bond Resolution which is not cured within any applicable cure period shall occur which, if not cured, would give rise to remedies available thereunder.

Following the occurrence of certain of the above referenced Events of Default, the Bank may take any one or more of the following actions, among others. Reference is made to the Initial Liquidity Facility for a complete listing of all consequences of Events of Defaults.

(a) In the case of any Event of Default specified in paragraph 1(a), 7, 8(a), 8(b) or 9 above (each, a “Special Event of Default”), the Available Commitment shall immediately be reduced to zero, in which case the obligations of the Bank to purchase Eligible Bonds shall immediately terminate and expire without requirement of notice by the Bank. After such termination or expiration, the Bank shall deliver, within two (2) Business Days, to the Administration, the Trustee, the Tender Agent and the Remarketing Agent written notice of such termination or expiration; provided, however, that failure to provide such written notice shall have no effect on the validity or enforceability of such termination or expiration.

(b) In the case of an Event of Default as specified in paragraph 8(c) or 8(d) above (each, a “Suspension Event”), the obligation of the Bank to purchase Eligible Bonds under the Initial Liquidity Facility shall be immediately suspended without notice or demand and thereafter the Bank shall be under no obligation to purchase Eligible Bonds until the Available Commitment is reinstated as described below. Promptly upon the occurrence of any such Suspension Event, the Bank shall notify the Administration, the Trustee, the Tender Agent and the Remarketing Agent of such suspension in writing by facsimile, promptly confirmed by regular mail; provided, that the Bank shall incur no liability of any kind by reason of its failure to give such notice and such failure shall in no way affect the suspension of the Available Commitment or its obligation to purchase Eligible Bonds pursuant to the Initial Liquidity Facility. Upon the occurrence of a Suspension Event described in paragraph 8(c) or 8(d), if a court with jurisdiction to rule on such an Event of Default shall enter a final and nonappealable judgment that any of the material provisions of the Act or any other document described in paragraph 8(c) are not valid or not binding on the Administration or that a claim or contest described in paragraph 8(d) shall have been upheld in favor of the State or the Administration in accordance with a final and nonappealable judgment, then, in each such case, the Available Commitment and the obligation of the Bank to purchase Eligible Bonds shall immediately terminate without notice or demand and, thereafter, the Bank shall be under no obligation to purchase Eligible Bonds. If a court with jurisdiction to rule on such an Event of Default shall find or rule by entry of a final and nonappealable judgment that the material provision of the Act or any other document described in paragraph 8(c) is valid and binding on the Administration or that the claim or contest described in paragraph 8(d) shall have been dismissed pursuant to a final and nonappealable judgment, then the Available Commitment and the obligations of the Bank under the Initial Liquidity Facility shall, in each such case, thereupon be reinstated (unless the Commitment Period shall otherwise have expired or the Available Commitment shall otherwise have been terminated or suspended as provided in the Initial Liquidity Facility). Notwithstanding the foregoing, if three (3) years after the effective date of the suspension of the obligations of the Bank pursuant to any Event of Default described in paragraph 8(c) or 8(d), litigation is still pending and a determination regarding same shall not have been dismissed or otherwise made pursuant to a final and non-appealable judgment, as the case may be, then the Available Commitment and the obligation of the Bank to purchase Eligible Bonds shall at such time terminate without notice or demand and, thereafter, the Bank shall be under no obligation to purchase Eligible Bonds. In the case of each Suspension Event, the Tender Agent shall immediately notify all Bondholders of the suspension and/or termination of both the Available Commitment and the obligation of the Bank to purchase Eligible Bonds.

(c) Upon the occurrence of any Event of Default, the Bank shall have all remedies provided at law or equity, including, without limitation, specific performance; and in addition, the Bank, in its sole discretion, may do one or more of the following: (i) declare all obligations of the Administration to the Bank under the Initial Liquidity Facility to be immediately due and payable, and the same shall thereupon become due and payable without demand, presentment, protest, notice of intent to accelerate, notice of acceleration or further notice of any kind, all of which are expressly waived; (ii) the Bank may give

written notice of such Event of Default and termination of the Agreement (a “Notice of Termination Date”) to the Trustee, the Tender Agent, the Administration and the Remarketing Agent requesting a Default Tender; provided, that the obligation of the Bank to purchase Bonds shall terminate on the thirtieth (30th) day (or if such day is not a Business Day, the next following Business Day) after such Notice of Termination Date is received by the Trustee and, on such date, the Available Commitment shall terminate and the Bank shall be under no obligation to purchase Bonds; (iii) require immediate purchase of Bank Bonds by the Administration; (iv) exercise any right or remedy available to it under any other provision of the Initial Liquidity Facility; or (v) exercise any other rights or remedies available under the Bond Resolution and any Related Document, any other agreement or at law or in equity; provided, further, however, the Bank shall not have the right to terminate its obligation to purchase Bonds except as described herein.

THE BANK

Lloyds TSB Bank plc (the “Bank”) is a wholly-owned subsidiary of Lloyds TSB Group plc (“LTSB Group”). The Bank and its subsidiaries (the “Bank’s Group”) comprise one of the leading United Kingdom-based financial services groups, whose businesses provide a wide range of banking and financial services in the United Kingdom and overseas.

At the end of 2003, total consolidated assets of LTSB Group were approximately £252 billion. The total number of persons employed by LTSB Group and its subsidiaries was approximately 72,000.

The main business activities of the Bank’s Group during 2003 are described below:

UK Retail Banking and Mortgages

UK Retail Banking and Mortgages provides banking and other financial services, private banking, stockbroking and mortgages to 15 million personal customers in England, Scotland and Wales.

Insurance and Investments

Insurance and Investments offers life assurance, pensions, and investment products, general insurance and fund management services in the United Kingdom.

Wholesale and International Banking

The Bank’s Group’s relationships with major United Kingdom and multinational companies, banks and institutions and small and medium-sized United Kingdom businesses, together with its activities in financial markets, are managed through dedicated offices in the United Kingdom and a number of locations overseas, including New York and Tokyo.

The Bank’s Group provides banking, investment and other financial services overseas in two main areas: (i) The Americas (including the international bank agency of the Bank in Miami, Florida) and (ii) Europe and Offshore Banking. During 2003, the LTSB Group disposed of substantially all of its operations in New Zealand, Brazil and France. During 2004, the LTSB Group disposed of substantially all of its local businesses in Argentina, Panama, Guatemala, Honduras and Colombia.

Availability of Public Information

The Bank will provide, upon request, to each person to whom this Official Statement is delivered a copy of (i) the most recently available annual Report and Accounts of LTSB Group for the fiscal year

ended December 31, 2003; and (ii) Annual Report on Form 20F of LTSB Group for the fiscal year ended December 31, 2003. Written requests should be directed to the Bank at 1251 Avenue of the Americas, 39th Floor, New York, New York 10020; Attention: Structured Finance. Additional information (including a full copy of such Report and Accounts) is available from the LTSB Group web site at <http://www.investorrelations.lloydstsb.com/>.

SECURITY FOR THE BONDS

Provisions of Bond Resolution

Pursuant to the Bond Resolution, the security for the Bonds is a pledge of and lien on:

- (1) proceeds of the sale of Bonds (other than proceeds deposited in trust for the retirement of Outstanding Bonds);
- (2) the Administration's right, title and interest in and to all Program Assets financed from such proceeds;
- (3) Revenues;
- (4) all money, investments and other assets held in the funds and accounts established by or pursuant to the Bond Resolution and the earnings thereon, except for any money, investments, assets or income held in the Rebate Fund or in any fund or account created by a Series Resolution or a Supplemental Resolution which provides that such fund or account shall not be subject to the lien of the Bond Resolution; and
- (5) any and all other property of every description and nature from time to time hereafter by delivery or by writing of any kind conveyed, pledged, assigned or transferred to the Trustee as and for additional security under the Bond Resolution by the Administration or by anyone on its behalf or with its written consent.

The pledge and security interest are subject to (i) the power of the Administration to direct the withdrawal of amounts from such funds and accounts free and clear of such pledge and security interest upon the conditions provided in the Bond Resolution subject to the filing of a Cash Flow Certificate, (ii) other specific limitations set forth in the Bond Resolution and (iii) with respect to one or more Series of Bonds, the power of the Administration to grant a lien on the same property and rights (or any portion thereof) on a parity with or subordinate to the lien granted to the Trustee for the benefit of the owners of the Bonds (provided, however, any funds, assets or other property pledged to or for the benefit of the Credit Enhancer or Credit Facility Provider shall be available to the Credit Enhancer or Credit Facility Provider only after it has made payment under the Credit Enhancement or Credit Facility, as appropriate) and to exclude all moneys deposited into any fund or account with respect thereto from the pledge to the Trustee securing payment of the Bonds or to limit such pledge. Moneys necessary to pay arbitrage rebate, if any, to the United States are administered outside of, and are not subject to the lien of, the Bond Resolution. For a description of the provisions of the Bond Resolution for releasing of moneys or other assets from the lien of the Bond Resolution, see "SECURITY FOR THE BONDS – Cash Flow Statements and Certificates".

The pledge made and security interests granted by the Bond Resolution and the covenants and agreements therein set forth are for the equal benefit, protection and security of holders of all Bonds, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any Bond over any other except as expressly provided or permitted herein. Subordinate Bonds need not be of equal rank with other Bonds and shall be entitled to the preferences and priorities provided in the Series Resolution authorizing the issuance of Subordinate Bonds. See "SECURITY FOR THE BONDS".

The Bonds are special obligations of the Administration payable solely from the revenues and assets of the Administration pledged therefor under the Bond Resolution. The Administration has no taxing power. The Bonds do not constitute a debt of the State, any political subdivision thereof, the Administration or the Department, or a pledge of the faith, credit or taxing power of the State, any such political subdivision, the Administration or the Department.

Program Assets

Loans. The Mortgage Loans expected to be financed with the proceeds of the 2005 Series Bonds may be either whole Mortgage Loans or participations in Mortgage Loans. Mortgage Loans (including participations in Mortgage Loans) financed by the Administration with proceeds of the 2005 Series Bonds will be pledged as Program Assets under the Bond Resolution, and the Trustee will retain all right, title and interest in each such Mortgage Loan or participation interest for the equal and ratable security of the Bonds.

Pursuant to a Mortgage Participation Agreement, dated December 1, 1998, as amended (the "Mortgage Participation Agreement"), among the Administration, Manufacturers and Traders Trust Company (successor by merger to Allfirst Bank), as fiscal agent thereunder (the "Fiscal Agent"), as Trustee under the Bond Resolution and as trustee under the 1980 General Certificate, the Administration may combine amounts available from the Program Fund under the 1980 General Certificate with amounts available from the Program Fund under the Bond Resolution to purchase Mortgage Loans which are held in trust by the Fiscal Agent. The Administration has applied certain proceeds of Prior Bonds and may apply proceeds of other Series of Bonds under the Bond Resolution designated by the Administration to purchase participations in such Mortgage Loans that are also funded from amounts available from the Program Fund under the 1980 General Certificate. Each participation interest purchased with proceeds of a Series of Bonds and pledged as a Program Asset under the Bond Resolution will consist of a participation interest in a Mortgage Loan held by the Fiscal Agent pursuant to the Mortgage Participation Agreement, and the Trustee will retain all right, title and interest in a pro rata portion of the payments, the mortgage and interests arising thereunder for the equal and ratable security of the Bonds. Payments of principal on all such Mortgage Loans, including Prepayments or recoveries from foreclosure of defaulted Mortgage Loans, will be divided between the Trustee and the trustee under the 1980 General Certificate, pursuant to the Mortgage Participation Agreement, on a pro rata basis in conformance with the contributions of proceeds from the Series of Bonds designated by the Administration and amounts available from the Program Fund under the 1980 General Certificate which are used to make Mortgage Loans for this purpose.

Each such Mortgage Loan financed in this manner and retained under the Mortgage Participation Agreement is expected to have an original term of 30 years, with equal monthly payments of principal and interest. In addition, the Administration expects to offer a 35-year loan product with interest-only payments for the first five years followed by 30 years of equal payments of principal and interest. It is anticipated that substantially all of the proceeds of the 2005 Series Bonds will be reserved to purchase the 30-year Mortgage Loans prior to the commencement of the 35-year product. Each such Mortgage Loan is expected to bear interest at fixed annual rates to be established from time to time by the Administration, with as little as 0% of the interest allocable to participation interests purchased with amounts available from the Program Fund under the 1980 General Certificate and up to 100% of the interest allocable to participation interests purchased with proceeds of the Bonds. The interest rate of such Mortgage Loans resulting from blending the interest rates attributable to the participation interests purchased from amounts available from the Program Fund under the 1980 General Certificate with the interest rates attributable to the participation interests purchased from the proceeds of the Bonds will comply with the requirements of the Code.

Each of the Loans financed with the proceeds of Prior Bonds issued under the Bond Resolution have been Mortgage Loans. Initially, each of the Loans was required to be secured by Credit Enhancement in the form of FHA mortgage insurance. Loans financed from the proceeds of the 1998 Series D Bonds and Series of Bonds issued thereafter may have FHA insurance or a USDA/RD guarantee; loans financed from the proceeds of the 1999 Series C and D Bonds and the Series of Bonds issued thereafter may be insured by FHA or guaranteed by VA or USDA/RD. See Appendix G – “FHA MORTGAGE INSURANCE PROGRAM, VA HOME LOAN GUARANTY PROGRAM, USDA/RD MORTGAGE GUARANTEE PROGRAM AND PRIVATE MORTGAGE INSURANCE”. Each of the Loans expected to be financed with the proceeds of the 2005 Series Bonds will be Mortgage Loans insured by FHA or private mortgage insurance acceptable to the Administration or guaranteed by VA or USDA/RD. Proceeds of mortgage insurance or a guarantee paid upon default of Mortgage Loans held by the Fiscal Agent under the Mortgage Participation Agreement will be apportioned on a pro rata basis in conformance with the participation interests held in each Mortgage Loan. The Bond Resolution does *not* require that a Loan financed in the future be secured by Credit Enhancement. Credit Enhancement of all or a portion of a Loan, if any, will be provided in accordance with the applicable provisions set forth in the Series Resolution authorizing a particular Series of Bonds. Credit Enhancement of Loans includes (but is not limited to) any credit enhancement, insurance, guaranty, risk-sharing arrangement or any other form of credit support for a Loan (or any portion thereof) as provided in any Series Resolution or Supplemental Resolution.

Each of the Mortgage Loans financed with the proceeds of the Prior Bonds and each of the Mortgage Loans expected to be financed with the proceeds of the 2005 Series Bonds will be secured by a first lien mortgage. However, the Bond Resolution does *not* require that a Loan financed in the future be secured by a Mortgage constituting a mortgage lien on a Development, or that the lien of any Mortgage be a first lien. Any of the Loan requirements may be varied pursuant to Credit Enhancement of such Loan or, if the Loan is not Credit Enhanced, as required or permitted by the Administration.

Pursuant to the Bond Resolution, the Administration may, in its discretion: (i) sell any Loan not in default, (ii) release any Loan from the lien of the Bond Resolution, or (iii) materially modify, amend or alter any security for, or any terms or provisions, of any Loan or Mortgage. Before selling or otherwise transferring a Loan not in default (other than transfer of a Program Asset to a provider of Credit Enhancement or a Credit Facility provided that payment is made under the terms of the Credit Enhancement or Credit Facility), the Administration is required to file with the Trustee a Cash Flow Certificate taking such sale, release, cancellation, modification, amendment or alteration into account. The Administration may materially modify, amend, alter, release or cancel any terms or provisions of any Credit Enhancement.

Generally, the ability of the Administration to pay debt service on the Bonds depends upon the receipt of sufficient Revenues, principally comprising principal and interest payments on Loans, and earnings on investment of moneys in funds and accounts under the Bond Resolution. The Reserve Fund has been established to provide for the payment of debt service on the Bonds if Revenues for that purpose are at any time insufficient. If, however, Borrowers fail to satisfy their respective obligations under the Program and the proceeds of Credit Enhancement, if any, are insufficient, sufficient moneys may not be available to pay principal of and interest on the Bonds. The failure of a Borrower to make timely payment on its Loan or the occurrence of an event of default with respect to a Program Asset does not constitute a default with respect to any other Program Asset. Similarly, the occurrence of an Event of Default under the Bond Resolution does not, of itself, constitute an event of default with respect to any Program Asset. Under such circumstances, neither the Administration nor the Trustee has the right to accelerate payment of any Program Asset not in default. The 2005 Series Bonds are not secured by or payable from the assets and revenues of the 1980 General Certificate.

Developments. In addition to financing Loans, Bonds may be issued under the Bond Resolution to provide funds for the making, purchasing or otherwise financing or refinancing of Developments, including any project, facility, undertaking or purpose that the Administration is authorized to undertake, finance or provide financing for pursuant to the Act as now or hereafter in effect, including, without limitation, Single Family Residences, multi-family housing, group housing, shared living facilities, home improvements, housing rehabilitation and any undertaking or project, or portion thereof, which is defined as a “community development project,” a “public purpose project,” an “energy conservation project,” a “home improvement project,” an “infrastructure project” or a “special housing facility” by the Act.

Reserve Fund

The Reserve Requirement, as of any date of calculation, is the aggregate of the amounts specified as the Reserve Requirement for each Series of Bonds in the applicable Series Resolution. During fiscal year 1997, the Administration adopted the provisions of GASB 31, which require that the financial statements of the Administration reflect investments at fair value. Accordingly, the balance of the Reserve Fund reported at September 30, 2004, includes investments at fair value. As of September 30, 2004, the available balance in the Reserve Fund was \$22,562,336, of which \$2,275,376 was cash equivalents. The fair value of investments was \$20,286,960, of which \$19,571,284 was the book value of investments and \$715,676 was the increase in fair value of investments. See Appendix I – “INVESTMENTS HELD IN THE RESIDENTIAL REVENUE BOND FUNDS” herein. The amount currently on deposit in the Reserve Fund is at least equal to the aggregate Reserve Requirement established in the Series Resolutions which is 2% of the sum of: (i) the aggregate lendable proceeds on deposit in the 2005 Series Proceeds Account of the Program Fund relating to the 2005 Series Bonds and all Prior Bonds, and (ii) the aggregate principal amount of the Mortgage Loans then outstanding made or purchased from amounts described in clause (i) above.

If moneys in the Revenue Fund are insufficient to provide for the payment when due of any Principal Installment, interest on the Bonds or any Sinking Fund Installment with respect to the Bonds, the Trustee shall withdraw from the Reserve Fund and pay into the Revenue Fund the amount of such deficiency. If any such withdrawal results in the balance in the Reserve Fund falling below the amount of the Reserve Requirement, any such deficiency shall be replenished from amounts available in the Revenue Fund following payment of Principal Installments, Sinking Fund Installments, redemption premium (if any) and interest on the Bonds. The failure of the Administration to maintain the Reserve Requirement will not, in and of itself, constitute an Event of Default under the Bond Resolution.

The Trustee may, at the direction of an Authorized Officer, withdraw any amount in the Reserve Fund in excess of the Reserve Requirement, and any amount anticipated to be withdrawn in connection with the purchase or redemption of Bonds, and credit such amount to the Revenue Fund. The Reserve Fund and the Reserve Requirement may be funded with moneys or Cash Equivalents, in accordance with the requirements of the Bond Resolution and any Supplemental Resolution, or as determined to be deposited therein by the Administration. If, pursuant to a Supplemental Resolution, amounts obtained under a Credit Facility or Credit Enhancement are to be used to pay the Principal Installments of and interest on Bonds, then amounts in the Reserve Fund that would otherwise have been used for such purposes may be applied to reimburse the Credit Facility Provider or Credit Enhancer for the amounts so obtained, all in accordance with such Supplemental Resolution.

Collateral Reserve Fund

The Administration has established a Collateral Reserve Fund under the Bond Resolution to provide additional pledged collateral as it deems appropriate. The Bond Resolution does not require the funding of the Collateral Reserve Fund, except as determined by the Administration. Any moneys, Cash

Equivalents (*e.g.*, letters of credit, insurance policies, sureties, guaranties or other security arrangements), Program Assets, Non-Conforming Loans (*i.e.*, Loans which do not comply with the mortgage eligibility requirements of the Code) or other assets on deposit in the Collateral Reserve Fund are pledged as security for the Bonds, but may be transferred to any other Fund or Account or withdrawn, free and clear of the lien of the Bond Resolution, by the Administration upon receipt by the Trustee of an Administrative Request and, with respect to amounts deposited pursuant to prior Series Resolutions, a Cash Flow Certificate.

Moneys, Cash Equivalents, Program Assets, Non-Conforming Loans and other assets may be deposited into the Collateral Reserve Fund in accordance with the requirements of a Series Resolution or a Supplemental Resolution. Such Series Resolution or Supplemental Resolution may establish terms, conditions and provisions relating to the funding of the Collateral Reserve Fund, disbursement of moneys or Cash Equivalents and the sale, disposition or release of Non-Conforming Loans from the Collateral Reserve Fund as well as the maintenance of such assets required to be held in such fund with respect to either a Series of Bonds or generally. The Collateral Reserve Fund was established with an initial deposit of \$8,750,000. As of September 30, 2004, the fund had purchased Mortgage Loans with an original principal balance of \$8,764,712. As of September 30, 2004, the Collateral Reserve Fund held Mortgage Loans with an outstanding principal balance of \$6,632,549, and Investment Obligations in the amount of \$3,699,037. See Appendix I – “INVESTMENTS HELD IN THE RESIDENTIAL REVENUE BOND FUNDS” herein.

In February of 2004, the Administration made a contribution of \$45,000,000 to a new account called the Warehouse Loan Fund for purchasing loans until a subsequent issuance is closed. Program Funds from a new issuance may be used to purchase loans from the Warehouse Loan Fund and return proceeds to the Warehouse Loan Fund. The Administration expects to apply certain amounts deposited into the Program Fund from proceeds of the 2005 Series Bonds to purchase Mortgage Loans from the Warehouse Loan Fund. For information on the status of the Warehouse Loan Fund, see Appendix B – “THE PROGRAM – Status of Available Funds” herein.

Cash Flow Statements and Certificates

The Administration is required to file with the Trustee a current Cash Flow Statement whenever any Series of Bonds is issued, unless such filing is not required by a Rating Agency, provided that the Administration shall file with the Trustee a current Cash Flow Statement at least annually.

A Cash Flow Statement shall consist of a certification and calculation made by or for the Administration and signed by an Authorized Officer giving effect to the action proposed to be taken and demonstrating that:

- (i) Revenues;
- (ii) interest and other income estimated by the Administration to be derived from the investment or deposit of money available for payment of the Bonds in any fund or account created by or pursuant to the Bond Resolution (which estimate shall be based upon the investments or deposits in any fund or account at the rate of return thereon or, in the case of future investments or investments or deposits expected to be made at the time of such certificate, at an assumed rate or reinvestment rate reasonably determined by the Administration);
- (iii) any fees charged by the Administration and any other available revenues; and
- (iv) any other moneys or funds pledged to the payment of the Bonds,

will be sufficient, in the judgment of an Authorized Officer of the Administration, to pay the principal of and interest on all Outstanding Bonds described in the calculation in the current and in each succeeding Bond Year. A Cash Flow Statement shall include all Outstanding Bonds, together with one or more Series of Bonds to be issued by the Administration, all as may be required by the Bond Resolution, and may exclude any or all Subordinate Bonds. To the extent specified in a Supplemental Resolution, a fund or account established in said Supplemental Resolution shall not be taken into account when preparing a Cash Flow Statement.

In addition, the Cash Flow Statement shall demonstrate that: (1) the amount of moneys and Investment Obligations held in any Fund or account pledged to the payment of the Bonds (valued at their cost to the Administration, as adjusted by amortization of the discount or premium paid upon purchase of such obligations ratably to their respective maturities), together with accrued but unpaid interest thereon, (2) the outstanding principal balance of Loans, together with accrued but unpaid interest thereon, and (3) any other assets, valued at their realizable value, pledged for the payment of the Bonds, will equal or exceed the aggregate principal amount of and accrued but unpaid interest on Outstanding Bonds; provided that in the event a Series Resolution specifies that, for purposes of the requirements of this paragraph, the Loans financed by such Series of Bonds shall be valued at other than their outstanding principal balance, then, with respect to such Loans, such other value shall be used in the calculations required by this paragraph.

The Administration is required to file with the Trustee a current Cash Flow Certificate:

(i) upon purchase or redemption of Bonds of a Series in a manner other than (A) as contemplated in the most recent Cash Flow Statement filed by the Administration with the Trustee, or (B) on a basis whereby the Bonds of each maturity of such Series are purchased or redeemed in the proportion that the amount Outstanding of such maturity bears to the total amount of all Outstanding Bonds of such Series, with respect to purchases or redemptions to be made from Recovery Payments or excess Revenues;

(ii) prior to withdrawing moneys from the Revenue Fund for payment to the Administration free and clear of the pledge and lien of the Bond Resolution, in an amount in excess of the amounts determined to be available for such purpose in the most recent Cash Flow Statement filed with the Trustee;

(iii) prior to selling or otherwise transferring any Loan not in default, except with respect to the sale or release of Non-Conforming Loans and Loans secured by a Credit Facility or a Credit Enhancement that continues in effect after such release provided that payment is made under the Credit Enhancement or Credit Facility.

A Cash Flow Certificate shall consist of a statement of an Authorized Officer of the Administration to the effect of one of the following: (1) the proposed action is consistent with the assumptions set forth in the most recent Cash Flow Statement; or (2) after giving effect to the proposed action, in the current and each succeeding Bond Year in which Bonds are scheduled to be Outstanding, the amounts described in clauses (i) through (iv) in the description of the Cash Flow Statement above will be sufficient, in the judgment of an Authorized Officer of the Administration, to pay the principal of and interest on all Outstanding Bonds described in the calculation, except that to the extent specified in a Supplemental Resolution, a fund or account established in said Supplemental Resolution shall not be taken into account in connection with such Cash Flow Certificate; or (3) the proposed action will not in and of itself materially adversely affect the amounts described in clauses (i) through (iv) in the description of the Cash Flow Statement above, except with respect to such funds or accounts that may be specified in such Supplemental Resolution to not be taken into account in connection with such Cash Flow

Certificate. The Administration, at its option, may file a Cash Flow Statement in lieu of a Cash Flow Certificate in any instance when it is required to file a Cash Flow Certificate.

Cash Flow Statements and Cash Flow Certificates shall be based upon the Administration's reasonable expectations, and shall be based upon assumptions consistent with those used in the most recent Cash Flow Statement or such other assumptions as shall not adversely affect any of the Rating Agencies' ratings on the Bonds. Such assumptions and information are subject to change which may materially affect the conclusions expressed in the statement or certificate. Accordingly, Bondholders should be aware that the existence of a Cash Flow Statement or Cash Flow Certificate does not assure that the conclusions expressed therein will accurately reflect future revenues or events.

Investment of Funds

Pending application to the purposes of each fund or account, moneys held in the various funds and accounts under the Bond Resolution will be invested in Investment Obligations. See Appendix C – "DEFINITIONS – Investment Obligations" and Appendix B – "THE PROGRAM – Existing Portfolio and Available Funds Under the Bond Resolution". As of September 30, 2004, the proceeds of Prior Bonds held in the Program Fund, the Revenue Fund, the Reserve Fund and the Collateral Reserve Fund were invested in the Investment Obligations set forth in Appendix I – "INVESTMENTS HELD IN THE RESIDENTIAL REVENUE BOND FUNDS".

In general, it is the Administration's policy to invest funds held in the Revenue Fund, the Reserve Fund, the Program Fund and the Collateral Reserve Fund in U.S. Treasury securities, collateralized investment contracts, accounts with financial institutions, and securities of other institutions created by the U.S. Government. In addition, the Administration expects to use all funds currently held in the Program Fund and the Collateral Reserve Fund to finance Mortgage Loans.

The Trustee may purchase Investment Obligations that do not meet the ratings requirements described in the definition of Investment Obligations, so long as the purchase of such Investment Obligations does not, as of the date of such purchase, in and of itself, result in a reduction or withdrawal of the then existing rating assigned to the Bonds (other than Subordinate Bonds) by any Rating Agency then rating the Bonds. If the rating of any Investment Obligation purchased by the Trustee changes adversely subsequent to the date of purchase, the Trustee is not required to sell such Investment Obligations. If a Rating Agency were to downgrade or withdraw the rating on any Investment Obligations previously purchased by the Trustee, the rating on the Bonds could be negatively affected. See "RATINGS" herein.

Credit Facilities

Under the Bond Resolution, payment of the principal or redemption or purchase price of and interest on each Series of Bonds issued thereunder may be, but is not required to be, secured by a Credit Facility. In connection with obtaining any such credit or liquidity facility, the Administration may under the Bond Resolution pledge to the provider thereof its interests in the Loans and the accounts created under the Bond Resolution and applicable Series Resolution relating to such Loans. To date, Bonds issued under the Bond Resolution have not been secured by a Credit Facility.

A Credit Facility may be: (i) an unconditional and irrevocable letter of credit in a form and drawn on a bank or banks acceptable to the Administration, so long as the providing of such letter of credit does not, as of the date it is provided, in and of itself, result in a reduction or withdrawal of the then existing rating assigned to the Bonds (other than Subordinate Bonds) by any of the Rating Agencies, (ii) cash, (iii) a certified or bank check, (iv) Investment Obligations, or (v) any other credit facility similar to

the above in purpose and effect, including, but not limited to, a guaranty, standby loan or purchase commitment, insurance policy, surety bond or financial security bond or any combination thereof, which, in any case secures all or a portion of one or more Series of Bonds.

Credit Enhancement

Forms of credit enhancement may include mortgage insurance provided through the FHA mortgage insurance programs, private mortgage insurance, the VA and the USDA/RD guarantee programs, private mortgage insurance policies and the Maryland Housing Fund (“MHF”) mortgage insurance program. (MHF, an insurance fund in the Department, has not engaged in new insurance activity since early 1997, except for certain limited programs.) Other forms of credit enhancement also may include letters of credit, insurance policies, sureties, guarantees or any other security arrangement upon which the Administration or the Trustee may draw to provide credit support for Program Assets under the Bond Resolutions. Each of the Loans expected to be financed with the proceeds of the 2005 Series Bonds will be secured by Credit Enhancement in the form of FHA mortgage insurance, private mortgage insurance or a VA or USDA/RD guarantee. Future Loans may, but are not required to be, secured by Credit Enhancement. See “SECURITY FOR THE BONDS”.

General Bond Reserve Fund

As an additional source of funds for the payment of principal of and interest on the bonds and notes issued or to be issued by the Administration, including the 2005 Series Bonds, the Administration has established the General Bond Reserve Fund (the “General Bond Reserve Fund”) pursuant to an Indenture of Trust by and between the Administration and Manufacturers and Traders Trust Company, Baltimore, Maryland, as successor trustee, dated as of June 29, 1984, as supplemented. Amounts on deposit in the General Bond Reserve Fund, to the extent available, may be used to pay the principal of and interest on bonds and notes of the Administration in the event that revenues and assets specifically pledged to such bonds and notes are not sufficient for the payment of principal of and interest on such notes or bonds. In addition, the Administration uses moneys in the General Bond Reserve Fund to cover costs of operation of the Administration.

Balances. During fiscal year 1997, the Administration adopted the provisions of GASB 31, an accounting standard adopted by the Government Accounting Standards Board. GASB 31 requires the financial statements of the Administration to reflect investments at fair value. Accordingly, the balance of the General Bond Reserve Fund as reported at September 30, 2004, includes investments at fair market value. As of September 30, 2004, the available balance in the General Bond Reserve Fund was \$39,674,969, of which \$7,525,281 was cash equivalents. The fair value of investments was \$32,149,688, of which \$31,785,990 was the book value of investments and \$363,698 was the increase in fair value of the investments. The Administration may withdraw funds within the General Bond Reserve Fund, or may pledge such funds to specific obligations, at any time for any purposes under the Act.

On May 19, 1997, the Director of the Administration adopted a determination, approved by the Secretary, stating the Administration’s intent to use funds from the General Bond Reserve Fund to compensate for any deficiency in funds available to meet the Administration’s obligations to the holders of its Multi-Family Housing Revenue Bonds (Insured Mortgage Loans) if MHF becomes unable to or otherwise fails to pay a claim due to the Administration (the “Determination”). The Determination states that it is the policy of the Administration to maintain a total amount of cash, Investment Obligations and loans under the Administration’s special housing opportunities program for financing Group Homes (the “Available Balance”) in the General Bond Reserve Fund, as of July 1 of each year, of not less than \$20,000,000.

The Determination also provides that the Administration shall provide Moody's with written notice: (i) if, as of July 1 of any year, the Available Balance in the General Bond Reserve Fund falls below \$20,000,000, such notice to be given no later than July 31 for unaudited amounts, and no later than September 30, for audited amounts; and (ii) of any event pursuant to which the Administration places or causes to be placed any lien or restriction upon all of any part of the funds held in the General Bond Reserve Fund (other than liens established in connection with the payment of principal of or interest on any of the Administration's bonds from the General Bond Reserve Fund).

Special Restrictions. As of September 30, 2004, the Administration has restricted the following amounts in the General Bond Reserve Fund for the following purposes:

- (1) approximately \$626,000 in order to provide a reserve fund for mortgage insurance for single family program mortgage loans,
- (2) \$599,807 as required for participation in the HUD Risk-Sharing Program, and
- (3) \$2,500,000 as additional security for the Administration's Multi-Family Housing Revenue Bonds (Insured Mortgage Loans).

The amount restricted pursuant to clause (3) is required to be transferred to, and subjected to the lien of, the bond resolution for the Administration's Multi-Family Housing Revenue Bonds (Insured Mortgage Loans) upon the occurrence of either of the following events: (i) the amount of loans insured by the MHF payable from its Multi-Family Reserve exceeds ten times an amount equal to the Multi-Family Reserve minus \$1,000,000; or (ii) the ratio of assets to liabilities fall below 101% under the bond resolution for the Administration's Housing Revenue Bonds, the bond resolution for the Administration's Multi-Family Housing Revenue Bonds (Insured Mortgage Loans), or the general bond certificate for the Administration's Single Family Program Bonds. The requirement of clause (3) may be reduced or deleted if such reduction or deletion will not adversely affect the ratings then in effect on the bonds or Bonds, as applicable.

Unless a default has occurred with respect to payment of any principal (or, if applicable, any redemption premium) of the Bonds or other bonds issued by the Administration, the Administration may, subject to any limitations set forth in the preceding paragraph, withdraw amounts in the General Bond Reserve Fund or may pledge amounts in the General Bond Reserve Fund to specific obligations at any time for any purposes under the Act. Upon the occurrence of an event of default with respect to any bonds secured by the General Bond Reserve Fund, the trustee for the defaulted bonds may file a claim against the General Bond Reserve Fund in an amount equal to the amount in default, and upon filing such a claim will have a lien on the General Bond Reserve Fund in the amount of such claim. In the event of multiple defaults, claims against the General Bond Reserve Fund are given priority based upon time of receipt by the General Bond Reserve Fund trustee. There can be no assurance that moneys will be available in the General Bond Reserve Fund for the payment of principal of or interest on the Bonds. The Trustee is also the trustee for the General Bond Reserve Fund.

The Administration reserves the right to exclude the General Bond Reserve Fund as a potential source of security for Additional Bonds issued under the Bond Resolution.

Additional Bonds

The Administration, from time to time, may issue Additional Bonds that are on a parity with and shall be entitled to the same benefits and security under the Bond Resolution as all other Bonds previously issued under the Bond Resolution, including the 2005 Series Bonds and except Subordinate Bonds (described below). A series of Additional Bonds shall be authorized and issued under and secured

by the Bond Resolution pursuant to the authorization contained in a resolution of the Administration relating to such series of Additional Bonds (a “Series Resolution”). A series of Additional Bonds may be issued to finance or refinance Program Assets, including, but not limited to, Mortgage Loans, to refund Bonds or other obligations (including bonds issued by the Administration under resolutions other than the Bond Resolution), to fund reserves, to pay Costs of Issuance or to achieve any other of the Administration’s purposes. Each Series Resolution authorizing the issuance of such series of Additional Bonds shall set forth the details of such Additional Bonds as well as any determinations by the Administration relating to Program Assets to be financed with the proceeds of such Additional Bonds. See Appendix D – “SUMMARY OF CERTAIN PROVISIONS OF THE BOND RESOLUTION – Issuance of the Bonds” herein.

Before a series of Additional Bonds shall be authenticated and delivered by the Trustee, the Administration shall cause to be on file with the Trustee, among certain items specified in the Bond Resolution, (i) an opinion of Bond Counsel concerning the security for such Bonds and the due adoption and valid and binding nature of the Bond Resolution and the Series Resolution, and (ii) a Cash Flow Statement, accompanied by a Certificate of the Administration to the effect that the Administration has been advised by each rating agency then maintaining a rating on the Bonds that the existing rating of Bonds then outstanding (other than Subordinate Bonds and any Series of Bonds which has a rating based on a credit facility) will not be reduced as a result of the issuance of the series of Additional Bonds (published rating criteria by such rating agency constituting evidence of such advice). See “SECURITY FOR THE BONDS – Cash Flow Statements and Certificates” herein.

The Administration, from time to time, may issue Additional Bonds to be secured by the Bond Resolution and a Series Resolution relating to such series of Additional Bonds, on a subordinated basis (“Subordinated Bonds”), subject to the conditions provided in the Bond Resolution and the related Series Resolution. A series of Subordinated Bonds may be payable from Revenues derived from the Bond Resolution, but only after payment of all other amounts payable from Revenues with respect to Bonds which are not Subordinated Bonds having a higher priority to payment from such Revenues. See Appendix D – “SUMMARY OF CERTAIN PROVISIONS OF THE BOND RESOLUTION – Authorization of Subordinate Bonds; Conditions Precedent to Delivery” herein.

TAX EXEMPTION AND RELATED CONSIDERATIONS

Federal Law

The proceeds from the 2005 Series Bonds will be used to finance Loans on Single Family Residences. The federal tax laws provide that interest on bonds issued for this purpose will be excluded from gross income for federal income tax purposes provided the bonds meet requirements set forth in various sections of the Internal Revenue Code of 1986, as amended (the “1986 Code”), principally Section 143 concerning qualified mortgage bonds. References herein to Section 143 and other provisions of the 1986 Code incorporate counterpart provisions of the Internal Revenue Code of 1954, as amended (the “1954 Code”), principally Section 103A of the 1954 Code, to the extent applicable to the 2005 Series Bonds. Under Section 143, a qualified mortgage bond is a bond which is issued as part of an issue the proceeds of which are used to finance owner-occupied residences meeting certain requirements relating to loan eligibility, Targeted Areas, arbitrage and other matters.

The loan eligibility requirements of Section 143 applicable to the 2005 Series Bonds are that (1) the residence on which the Mortgage Loan is made is a single family residence which is located in the State and can reasonably be expected to become the principal residence of the Borrower within a reasonable time after the Mortgage Loan is made; (2) except in certain limited circumstances, no part of the proceeds is to be used to acquire or replace any existing mortgage; (3) the acquisition cost (excluding

usual and reasonable settlement or financing costs) of a property may not exceed a set percentage of the average area purchase price for residences in the area where the residence is located, which percentage depends on certain factors enumerated in Section 143; (4) with certain exceptions, the Borrower shall not have had a present ownership interest in his principal residence during the preceding three years; (5) with certain exceptions, the family income of the Borrower shall not exceed 115%, for families of three or more individuals, or 100%, for families of less than three individuals, of median gross income for the area in which the residence is located or the State, whichever is greater; and (6) the loan shall not be assumable unless the requirements of (1), (3), (4) and (5) above are met at the time of the assumption. An issue is treated as meeting the loan eligibility requirements of Section 143 if (1) the issuer in good faith attempted to meet all of the requirements before the loans were executed; (2) 95% or more of the proceeds of the issue used to finance loans was devoted to residences which met all such requirements at the time the loans were executed; and (3) any failure to comply with the loan eligibility requirements is corrected within a reasonable period after such failure is first discovered.

The 1986 Code imposes additional requirements to maintain the exclusion from gross income for federal income tax purposes of interest on the 2005 Series Bonds. These requirements impose limits on the yield that the Administration may realize from Mortgage Loans, require arbitrage from investment income to be rebated to the Internal Revenue Service, limit the period during which Mortgage Loans may be originated, limit the size of reserve funds and the amount of proceeds that may be spent on costs of issuance, and require prepayments of the Mortgage Loans to be used for bond redemptions in certain circumstances. The Administration intends to make or purchase the Mortgage Loans financed with the proceeds of the 2005 Series Bonds and any other Series of Bonds which may be designated by the Administration at interest rates that comply with such requirements. Pursuant to the Series Resolutions, the Administration will covenant, in substance, to take, or refrain from taking, action, as necessary to comply with such requirements, unless in the opinion of Bond Counsel, it is not necessary to comply with such requirements in order to assure the exclusion from gross income for federal income tax purposes of interest on the 2005 Series Bonds.

The terms and conditions of the Program documents have been designed to meet the requirements of the 1986 Code. The Administration will covenant in the Series Resolutions to meet these requirements and to take all steps necessary to comply with these requirements, including, but not limited to, initiating and pursuing foreclosure proceedings with respect to ineligible Mortgage Loans if repurchase obligations are either unavailable or prove to be unenforceable for any reason, so long as any 2005 Series Bonds issued to finance such Mortgage Loans are outstanding. See Appendix B – “THE PROGRAM – Eligible Mortgage Loans”. Noncompliance with the requirements in the Program documents and the Series Resolutions would cause interest on the 2005 Series Bonds to become includable in the gross income of the holders thereof retroactively to the date of issue and adversely affect the price of the 2005 Series Bonds in the secondary market.

Assuming continuous compliance with certain covenants in the Bond Resolutions intended to assure compliance with the applicable provisions of the 1986 Code and with the procedures established by the Administration, in the opinion of Ballard Spahr Andrews & Ingersoll, LLP, Washington, D.C., Bond Counsel, under existing laws, regulations, rulings and judicial decisions, interest on the 2005 Series Bonds is excludable from gross income of the holders thereof for federal income tax purposes. Bond Counsel is further of the opinion that interest on the 2005 Series A Bonds is not, and interest on the 2005 Series B Bonds and the 2005 Series C Bonds is, a tax preference item for purposes of the alternative minimum tax imposed on individuals and corporations under the 1986 Code. However, interest on the 2005 Series A Bonds held by a corporation (other than an S corporation, regulated investment company, real estate investment trust or real estate mortgage investment conduit) may be indirectly subject to federal alternative minimum tax because of its inclusion in the adjusted current earnings of a corporate

holder. Interest on the 2005 Series Bonds held by foreign corporations may be subject to the branch profits tax imposed by the 1986 Code.

Ownership of the 2005 Series Bonds may result in other federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, individual recipients of social security or railroad retirement benefits, certain S corporations and taxpayers who may be deemed to have incurred or continued debt to purchase or carry the 2005 Series Bonds. Bond Counsel expresses no opinion as to these matters.

The September 1, 2029 Bonds are being sold at a premium. An amount equal to the excess of the issue price of a September 1, 2029 Bond over its stated redemption price at maturity constitutes original issue premium on such September 1, 2029 Bond. An initial purchaser of a September 1, 2029 Bond must generally amortize any premium periodically over the term of a September 1, 2029 Bond in accordance with Section 171 of the Code. Purchasers of the September 1, 2029 Bonds should consult with their tax advisors with respect to the determination and treatment of amortizable premium for federal income tax purposes and with respect to the state and local tax consequences of owning a September 1, 2029 Bond.

The above summary of possible indirect tax consequences may not be exhaustive. All purchasers of the 2005 Series Bonds should consult their tax advisors regarding the possible federal income tax consequences of ownership of the 2005 Series Bonds.

The opinions referred to herein as to the treatment of interest on the 2005 Series Bonds for federal income tax purposes are based upon laws, regulations, rulings and decisions in effect as of the date hereof. There can be no assurance that legislation will not be introduced or enacted after the issuance and delivery of the 2005 Series Bonds so as to affect adversely the exclusion from gross income for federal income tax purposes applicable to the 2005 Series Bonds. Under such circumstances, the Administration has no obligation to redeem or to increase the rate of interest paid on the 2005 Series Bonds. Each purchaser of the 2005 Series Bonds should consult his or her own tax advisor regarding any pending or proposed federal tax legislation.

State and Local Tax Exemption

In the opinion of Bond Counsel, the 2005 Series Bonds, their transfer, the interest payable thereon and any income derived therefrom, including any profit realized from their sale or exchange, are exempt from taxation of every kind and nature whatsoever by the State, or by its political subdivisions, municipal corporations or public units of any kind under existing law, except that no opinion is expressed as to such exemption from Maryland franchise taxes or estate or inheritance taxes. Interest on the 2005 Series Bonds may be subject to state or local income taxes in jurisdictions other than the State under applicable state or local tax laws. All purchasers of the 2005 Series Bonds should consult their tax advisors regarding the tax status of the 2005 Series Bonds in a particular state or local jurisdiction other than the State.

FINANCIAL STATEMENTS FOR THE PROGRAM

The financial statements for the years ended June 30, 2004 and June 30, 2003 of the Community Development Administration Residential Revenue Bonds (the "Fund") have been audited by Reznick Fedder & Silverman (name changed to Reznick Group, P.C. effective October 1, 2004) as described in the Independent Auditor's Report of Reznick Fedder & Silverman accompanying the financial statements in Appendix H to this Official Statement. As indicated in the report of the auditors, such financial statements have been prepared in conformity with accounting principles generally accepted in the United States and audited in accordance with auditing standards generally accepted in the United States.

Unaudited financial statements for the Residential Revenue Bonds of the Administration for the period ended September 30, 2004 are also included in Appendix H to this Official Statement.

Under the terms of the Bond Resolution, the Administration may withdraw moneys and assets from the Bond Resolution at any time subject to certain limitations. See “SECURITY FOR THE BONDS – Cash Flow Statements and Certificates” herein.

LITIGATION

There is no pending litigation of any nature restraining or enjoining or seeking to restrain or enjoin the issuance, sale or delivery of the 2005 Series Bonds or in any way contesting or affecting the validity of the 2005 Series Bonds, the Bond Resolutions or other proceedings of the Secretary taken with respect to the authorization, issuance or sale of the 2005 Series Bonds, the Bonds, the Program, the pledge or application of any moneys under the Bond Resolutions, or the existence or powers of the Administration.

LEGAL MATTERS

The authorization, issuance and delivery of the 2005 Series Bonds are subject to receipt of the opinion of Ballard Spahr Andrews & Ingersoll, LLP, Washington, D.C. Bond Counsel, which will be in substantially the form set forth in Appendix K. Certain legal matters pertaining to the Administration will be passed upon by an Assistant Attorney General of the State and Counsel to the Department. Certain legal matters will be passed upon for the Underwriters by their counsel, Kutak Rock LLP, Atlanta, Georgia. Certain legal matters pertaining to the Liquidity Facility for the 2005 Series C Bonds will be passed on for the Bank by its special counsel, Nixon Peabody LLP, New York, New York, and by its English counsel.

LEGALITY FOR INVESTMENT

Under the Act, the 2005 Series Bonds are securities in which all public officers and public units of the State and its political subdivisions and all State banks, trust companies, savings and loan associations, investment companies, and others carrying on a banking business, all insurance companies, insurance associations, and others carrying on an insurance business, all State personal representatives, guardians, trustees, and other fiduciaries and all other persons, may legally and properly invest funds, including capital in their control or belonging to them. The 2005 Series Bonds are securities which may properly and legally be deposited with and received by any State or municipal officer or any unit or political subdivision of the State for any purpose for which the deposit of bonds or other obligations of the State is authorized by law.

UNDERWRITING

The 2005 Series AB Bonds are being purchased by Bear, Stearns & Co. Inc., Ferris, Baker Watts, Incorporated, Legg Mason Wood Walker, Incorporated, UBS Financial Services Inc., Citigroup Global Markets Inc., Loop Capital Markets, L.L.C., M.R. Beal & Company and Merrill Lynch & Co. (collectively, the “Series AB Underwriters”) on a negotiated basis. The Series AB Underwriters have jointly and severally agreed to purchase all but not less than all of the 2005 Series AB Bonds from the Administration at the prices set forth on the inside cover page hereof. The Series AB Underwriters will receive compensation in the form of an underwriting fee aggregating \$302,792 with respect to the 2005 Series AB Bonds.

The 2005 Series C Bonds are being purchased by Bear, Stearns & Co. Inc. (the “Series C Underwriter” and, together with the Series AB Underwriters, the “Underwriters”). The Series C Underwriter has agreed to purchase all but not less than all of the 2005 Series C Bonds from the Administration at the principal amount thereof. The Series C Underwriter will receive an underwriting fee of \$70,450 with respect to the 2005 Series C Bonds.

The obligation of the Underwriters to purchase the 2005 Series Bonds will be subject to certain terms and conditions, including the approval of certain legal matters by counsel and certain other conditions. The initial public offering prices of the 2005 Series Bonds may be changed, from time to time, by the Underwriters. The Underwriters may offer and sell the 2005 Series Bonds to certain dealers (including dealers depositing 2005 Series Bonds into investment trusts) and certain dealer banks and banks acting as agents at prices lower than the public offering prices stated on the inside cover page hereof.

RATINGS

Fitch Ratings (“Fitch”) has assigned to the 2005 Series AB Bonds the rating of “AA”, and Moody’s Investors Service (“Moody’s”) has assigned to the 2005 Series AB Bonds the rating of “Aa2”. Fitch has assigned to the 2005 Series C Bonds the rating of “AA/F1+” and Moody’s has assigned to the 2005 Series C Bonds the rating of “Aa2/VMIG 1”. Each rating reflects only the view of Fitch and Moody’s, respectively, and an explanation of such rating may be obtained from the issuing rating agency. There is no assurance that such ratings will be maintained for any given period of time or that they will not be lowered or withdrawn entirely by the issuing rating agency, if, in its judgment, circumstances so warrant. A downward change in or withdrawal of a rating may have an adverse effect on the market price of the 2005 Series Bonds. The Administration has no obligation or duty to provide Owners of the 2005 Series Bonds with notice of any change in or withdrawal of a rating.

SECONDARY MARKET DISCLOSURE

The Administration has agreed, in accordance with the provisions of Rule 15c2-12 (the “Rule”), adopted by the Securities and Exchange Commission (the “Commission”) under the Securities and Exchange Act of 1934, to provide to each nationally recognized municipal securities information repository (“NRMSIR”) and to the appropriate state information depository (“SID”), if any, for the State of Maryland, in each case as designated by the Commission in accordance with the Rule, within 120 days of the end of each fiscal year, the following annual financial information and operating data (commencing with the fiscal year ended June 30, 2005):

- (1) a copy of the annual financial statements of the Residential Revenue Bond Program financed with the Bonds prepared in accordance with generally accepted accounting principles and audited by a certified public accountant; and
- (2) information regarding the status of the portfolio of Program Assets expected to be financed, and which are financed, with the proceeds of Bonds and the status of all Funds and Accounts held as security for the Bonds, which information shall be in a form generally provided by the Administration with respect to its existing single family program including:
 - (a) information concerning the existing Program Assets portfolio securing the Bonds;
 - (b) information concerning the status of available funds to finance Program Assets;

- (c) information concerning any additional collateral or credit enhancements securing Program Assets or the Bonds;
- (d) information concerning delinquencies and foreclosures of Program Assets; and
- (e) information concerning Program Asset prepayments and Bond redemptions.

The Administration has reserved the right to modify from time to time the specific types of information provided and the format of the presentation of such information, to the extent necessary or appropriate in the judgment of the Administration; provided that the Administration has agreed that any such modification will be done in a manner consistent with the Rule. The Administration may, at its option, satisfy this obligation by providing an official statement for one or more Series of Bonds or by specific reference, in accordance with the Rule, to one or more official statements provided previously.

The Administration has agreed to provide, in a timely manner, to (i) each NRMSIR or to the Municipal Securities Rulemaking Board (“MSRB”) and (ii) the SID, if any, notice of the occurrence of any of the following events with respect to the 2005 Series Bonds, if material:

- i. principal and interest payment delinquencies,
- ii. non-payment related defaults,
- iii. unscheduled draws on debt service reserves reflecting financial difficulties,
- iv. unscheduled draws on credit enhancements, if any, reflecting financial difficulties,
- v. substitution of credit or liquidity providers, if any, or their failure to perform,
- vi. adverse tax opinions or events affecting the tax-exempt status of the 2005 Series Bonds,
- vii. modifications to rights of Bondholders,
- viii. bond calls,
- ix. defeasances,
- x. release, substitution, or sale of property securing repayment of the 2005 Series Bonds, or
- xi. rating changes.

In a timely manner, the Administration will give to each NRMSIR or to the MSRB, and to the SID, if any, notice of any failure by the Administration to provide any information described in the first two paragraphs under this heading on or before the dates specified therein.

The Administration has reserved the right to terminate its obligation to provide financial information and notices of material events, as described above, if and when the Administration no longer remains an obligated person with respect to the 2005 Series Bonds within the meaning of the Rule.

The Administration has agreed that its undertaking pursuant to the Rule described herein is intended to be for the benefit of the holders of the 2005 Series Bonds, and will be enforceable by any holder of 2005 Series Bonds or any beneficial owner of the 2005 Series Bonds. Such holders’ and beneficial owners’ rights to enforce the provisions of this undertaking are limited to a right to obtain

specific performance of the Administration's obligations with respect thereto. Any failure by the Administration to comply with the provisions of its undertaking will not be an event of default with respect to the Bonds, under the Bond Resolution or under the applicable Series Resolution.

The provisions of the undertaking with respect to the Rule described above may be amended, without the consent of the holders of the 2005 Series Bonds or any beneficial owners of the 2005 Series C Bonds, to the extent required or permitted by any amendment to the Rule becoming effective after the date hereof.

MISCELLANEOUS

Summaries and Descriptions in Official Statement

The summaries and explanation of, or references to, the Act, the program documents, the Bond Resolutions and the 2005 Series Bonds included in this Official Statement do not purport to be comprehensive or definitive; such summaries, references and descriptions are qualified in their entirety by reference to each such document, copies of which are on file at the offices of the Administration. The descriptions of the FHA insurance program, the VA mortgage guaranty program, and the USDA/RD mortgage guarantee program do not purport to be comprehensive or definitive and are qualified in their entirety by reference to the applicable statutes and regulations; and the description of private mortgage insurance does not purport to be comprehensive or definitive and is qualified by reference to applicable insurance policies and other such applicable information.

Financial Advisor

Caine Mitter & Associates Incorporated, in association with Columbia Equity Financial Corp. (collectively, the "Financial Advisor"), have served as financial advisors to the Administration in connection with the sale of the 2005 Series Bonds.

Selection and Compensation of Professionals

The Administration selects its independent auditor through a competitive process in accordance with State procurement law. Compensation of the auditor is not contingent on the sale of the 2005 Series Bonds. The Financial Advisor is selected by the Administration periodically through a process of solicitation of proposals. Compensation of the Financial Advisor is not contingent on the sale of the 2005 Series Bonds. Bond Counsel was selected by the Office of the Attorney General of the State through a process of review of responses to a request for proposals. Compensation of Bond Counsel is not contingent on the sale of the 2005 Series Bonds. The Underwriters are selected by the Administration periodically through a process of solicitation of proposals. Compensation of the Underwriters and their counsel is contingent on the sale of the 2005 Series Bonds.

This Official Statement is not to be construed as a contract or agreement between the Administration and the owners of any of the 2005 Series Bonds.

The execution and delivery of this Official Statement and the incorporation of the Appendices hereto by the Administration have been duly authorized by the Secretary of Housing and Community Development.

COMMUNITY DEVELOPMENT ADMINISTRATION
MARYLAND DEPARTMENT OF HOUSING AND
COMMUNITY DEVELOPMENT

By: /s/ Mary A. Burkholder
Mary A. Burkholder, Director

February 24, 2005

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APPENDIX A

THE DEPARTMENT AND ADMINISTRATION

General Information

The Administration was created in 1970 as a division of the Department of Economic and Community Development to meet the shortage of adequate, safe and sanitary housing in the State, particularly for persons or families of limited incomes. Chapter 311 of the Acts of Maryland 1987, effective July 1, 1987, abolished the Department of Economic and Community Development, created the Department and assigned the Administration as an agency in the Division of Development Finance of the Department.

The Secretary of Housing and Community Development (the “Secretary”) is the head of the Department and is appointed by the Governor with the advice and consent of the Senate. The Department consists of six divisions: the Division of Development Finance, the Division of Credit Assurance, the Division of Finance and Administration, the Division of Neighborhood Revitalization, the Division of Historical and Cultural Programs, and the Division of Information Technology. A chart showing the organization of the Department, its divisions, and the Administration and the Maryland Housing Fund appears on page A-6 hereof.

The Division of Development Finance is the lending and bond issuing division of the Department, originating loans under the Department’s various lending programs and providing underwriting services for loans to the Department and its other divisions and agencies. In addition, the Administration, which is an agency within the Division, performs initial compliance review and approval of Mortgage Loans submitted by Mortgage Lenders.

The Secretary, with the approval of the Governor, appoints the Director of the Administration. The Director of the Administration, with the approval of the Secretary, appoints the Deputy Directors of the Administration and the other senior staff members of the Administration. The Act established a Housing Finance Review Committee (the “Review Committee”) which has the responsibility to review and to give recommendations to the Secretary regarding loans or categories of loans and the investment and project financing policies of the Administration. The Review Committee consists of seven members appointed by the Governor, including three members of the public, three members of the Department and one member of the Executive Branch not employed by the Department. When urgent action is required, the Secretary may approve a specific loan request without receiving the recommendation of the Review Committee.

The Division of Credit Assurance, the insuring division of the Department, provides certain asset management, monitoring and workout related services to the Department and its divisions and agencies, including the Administration. The Maryland Housing Fund (“MHF”) is an agency of the Department assigned to the Division of Credit Assurance.

The Division of Finance and Administration under the direction of the Chief Financial Officer of the Department provides budget, accounting, auditing and administrative services to the Department. In addition, the Administration has a finance office which handles finance and accounting for lending and bond activities and insurance activities. The Administration’s finance office reports directly to the Director of the Administration, and receives oversight, advice, and guidance from the Chief Financial Officer of the Department as it relates to financial matters. MHF’s finance function is a part of the Division of Finance and Administration under the direction of the Chief Financial Officer. The

Department's Chief Financial Officer provides advice and guidance to the Director of MHF with respect to its financial functions.

The Division of Information Technology develops and maintains information systems and trains Departmental staff in the use of computer resources.

The Department has a Revenue Bond Advisory Board (the "Board") that provides independent advice and expertise to the Department with respect to issuance of revenue bonds, including the Bonds. The Board consists of seven members appointed by the Secretary, including the Deputy Secretary (who chairs the Board), one other representative of the Department, two representatives of other agencies of State government (one from an agency which issues revenue bonds), one representative of the State Treasurer's Office, and two members of the public. The Board reviews and makes recommendations to the Secretary with respect to each issuance of bonds. The Secretary has the final authority to approve each issuance after receipt of the Board's recommendation. When urgent action is required, the Secretary may approve an issuance of bonds without action by the Board or may vary the terms of the Board's recommendation. In addition, the Board advises the Department on procedures for issuing bonds and on selection and performance of financial advisors and underwriters.

The Administration pays all costs and expenses of operating its programs from earnings received from its programs financed by bond indentures of the Administration in excess of the amounts required to pay principal of and interest on its bonds and notes.

The office of the Administration is located at 100 Community Place, Crownsville, Maryland 21032. Inquiries for documents or concerning this Official Statement should be directed to Anne P. Konrad, Director, Finance at (410) 514-7326 or by e-mail at konrad@dhcd.state.md.us.

Principal Executive Officers

Certain principal executive officers of the Department and the Administration are briefly described below.

Victor L. Hoskins was appointed by the Governor as Secretary of the Department on January 15, 2003, and duly commissioned as of February 28, 2003. Mr. Hoskins has over 20 years of experience in real estate and economic development in both the public and private sectors. Prior to his appointment, he was a Senior Vice President of Strategic Alliances for UrbanAmerica, L.P., a real estate investment company focusing on acquiring and developing commercial real estate in inner city communities. Mr. Hoskins also served as Deputy Commissioner of Housing and Community Development for Baltimore City and before that as Assistant Secretary for Marketing for the Maryland Department of Business and Economic Development. Mr. Hoskins received a B.A. in Psychology/Urban Studies from Dartmouth College and a Master in City Planning from the Massachusetts Institute of Technology.

Shawn S. Karimian was appointed by the Secretary, with the approval of the Governor, as Deputy Secretary of the Department effective March 17, 2003. Most recently, Mr. Karimian was a Technical Manager for Lucent Technologies. Previously, he served as Director of Construction and Building Inspection for the Baltimore City Department of Housing and Community Development. Mr. Karimian holds a Bachelor of Science, Mechanical Engineering (BSME) and a Master of Science, Mechanical Engineering (MSME) from the University of Tulsa. In addition, he holds a Master of Business Administration from the University of Phoenix.

Stephen D. Silver was appointed on January 15, 1994 by the Secretary as the Chief Financial Officer of the Department, the Administration and the Maryland Housing Fund. Prior to his appointment as Chief Financial Officer, Mr. Silver served in various financial capacities with the Department including as Director of the Department's Division of Finance and Administration (in which capacity he served until 1997), Director of Accounting for the Division of Finance and Administration, and as Director of Finance for the Maryland Housing Fund. Prior to joining the Department, Mr. Silver worked briefly with a public accounting firm in Baltimore, Maryland. Mr. Silver is a Certified Public Accountant, was granted a B.S. degree in accounting from Towson University in 1980 and received his M.B.A. degree from the University of Baltimore in 1991.

Mary A. Burkholder was appointed by the Secretary, with the approval of the Governor, as an Assistant Secretary of the Department and Director of the Administration, effective February 2, 2004. Prior to joining the Department, Ms. Burkholder served as Senior Associate with the economic consulting firm, ZHA, Inc. Ms. Burkholder also served as Deputy Director of the Illinois Department of Commerce and Community Affairs and as Assistant Secretary of Marketing for the Maryland Department of Business and Economic Development. Ms. Burkholder holds a Bachelor of Arts degree from the University of Michigan and a Master of Community Planning from the University of Maryland.

Roy A. Westlund was appointed Deputy Director, Bond Finance, for the Administration, effective as of January 1, 1996. For the previous seven years, he served as the Administration's Director of Finance. Mr. Westlund has been active in the field of housing finance since 1980, including serving as Manager of Financial Operations for the Wisconsin Housing and Economic Development Authority. Mr. Westlund is a Certified Public Accountant and holds a B.B.A. degree from the University of Wisconsin, Madison.

Ed Landon was appointed Deputy Director, Community Development, for the Administration, effective September 7, 2004. Prior to joining the Department, Mr. Landon worked with the Housing Authority of Baltimore City for 18 years, serving as Associate Deputy Director for Engineering and Construction. Mr. Landon received a B.S. in Engineering from the University of Maryland and an M.B.A. degree from the University of Baltimore.

Senior Staff of the Administration

Senior staff members of the Administration are as follows:

<u>Name</u>	<u>Position</u>
Anne P. Konrad	Director, Finance
Tonna Phelps	Director, Single Family Housing
Patricia R. Sylvester	Director, Multi-Family Housing

As of September 30, 2004, the staff of the Administration consists of approximately 113 positions and an additional 15 vacancies, including more than 107 professional and technical staff members with responsibilities in the fields of finance, mortgage loan underwriting, architectural review, construction inspection, rental services and administration. Of the entire staff, 27 are currently involved in Single Family Housing Programs in a professional or technical capacity. Certain information relating to the senior staff who have primary responsibilities for Finance and for Single Family Housing is briefly described below.

Anne P. Konrad, Director, Finance has been with the Department since March 1993. She was the Senior Multi-Family Underwriter with the Maryland Housing Fund until her appointment as Director of Finance for the Administration in July 1996. Prior to joining the Department, she was a Legislative Auditor for the State of Maryland for three years and worked for Public Accounting firms for eight years. Ms. Konrad is a Certified Public Accountant and is a graduate of Rosemont College. She has also received a Certificate in Housing Finance Development from the University of Maryland, School of Public Affairs.

Tonna Phelps was appointed Director of Single Family Housing, effective August 11, 2003, having served as Acting Director since January 2003. Ms. Phelps has been with the Administration since 1977. For the ten years preceding her appointment as Acting Director, she was the Administrator for Development Assistance Programs under the Administration's Multifamily Programs, managing federal HOME funds, the Maryland Affordable Housing Trust, and other federal and State programs. She has also served as Administrator for Mortgage Purchase under Single Family Housing. In addition, Ms. Phelps currently represents the Administration on various interagency committees throughout State government. Ms. Phelps holds a B.S. in Business Administration from the University of Baltimore.

Patricia Rynn Sylvester, Director, Multi-Family Housing has been with the Department since October 1997. She served as Deputy Director of Multifamily Housing - Housing Development Programs from September 1999 until her appointment as Director of Single Family Housing in August 2002. She returned to Multifamily Housing as Director in January 2003. Prior to joining the Department she worked as an attorney with the Maryland General Assembly and served as an administrative law judge. Ms. Sylvester holds a J.D. from the University of Maryland Law School and a B.A. from Johns Hopkins University.

Other Housing Programs of the Department

In addition to the Residential Revenue Program which is financed with the proceeds of Bonds (see Appendix B – "THE PROGRAM"), and the single family program financed with proceeds of bonds issued under the 1980 General Certificate, the staff of the Administration also is responsible for a broad range of other housing programs operated by the Department. Proceeds of Bonds and other funds held under the Bond Resolution are not used to support the Department's other programs. Revenues generated by such other programs are not subject to the lien of the Bond Resolution or available to secure the payment of principal or interest on the Bonds. However, the executive officers of the Department and the Administration and certain senior staff members who are responsible for the Program also are responsible for the Department's other programs; therefore, under certain circumstances these other programs may compete with the Program for administrative and policy priority.

Single Family Housing. Single Family Housing includes the Department's Homeownership Programs and Special Loan Programs. The Administration's Single Family Housing staff operates the Department's Homeownership Programs that are funded with State appropriations. These state-funded programs, which may or may not be funded at varying levels from year to year, currently provide low-interest mortgages to low- to moderate-income home buyers. In addition, the Department may have funding available from time to time for a Downpayment and Settlement Expense Loan Program for loans to eligible borrowers who are also receiving loans under the Program. Finally, Single Family Housing also administers a federally-funded weatherization assistance program.

The Special Loan Programs, which are funded with State appropriations, provide rehabilitation loans for general rehabilitation, installation of indoor plumbing, abatement of asbestos and radon gas, reduction of lead paint, and creation of accessory shared and sheltered housing for low and moderate income households. Federal HOME funds may also be used to finance rehabilitation loans for low

income homeowners. These programs also provide loans to nonprofit organizations and individuals to purchase or construct group homes for low-income persons with special needs; group homes are funded with state appropriations, and are also expected to be funded from bonds issued under the Administration's Housing Revenue Bonds resolution.

Multi-Family Housing. Multi-Family Housing includes the Department's Housing Production Programs and Rental Service Programs. The Department's Housing Production Programs encompass a number of finance programs which support the production, rehabilitation and preservation of affordable rental housing, including the following:

The Administration's multi-family housing revenue bond program provides financing for development of rental developments whose owners are required to set aside certain percentages of available units for families of low or moderate income.

The Rental Housing Fund consists of rental housing finance programs funded with State appropriations and federal HOME funds which provide low-interest mortgages with flexible repayment terms, interest rate write-downs and operating subsidies to increase the supply of new rental housing and to maintain and rehabilitate existing rental housing for low income elderly and family tenants.

The Partnership Rental Housing Program provides funding from general obligation bonds and potentially other state appropriations to local governments, housing authorities, and partnerships in which these entities are involved, to assist in financing the construction or rehabilitation of low income housing. The public entities provide the land and participate in the ownership and management of the properties. The properties are intended to remain low income housing in perpetuity, and the State moneys are required to be repaid only if the low income requirements are not enforced.

The Department's Rental Service Programs include the Rental Assistance Programs and the Project-Based Section 8 Contract Administration. Under the Rental Assistance Programs, the Administration administers the rental subsidies provided under Section 8 of the United States Housing Act of 1937, as amended, in 29 subdivisions of the State. The housing subsidy staff also administers a Rental Allowance Program, which is funded with State appropriations. This program is administered through local governments and provides fixed monthly rental assistance payments for up to twelve months, subject to extension by the Secretary, to lower-income households that cannot be served by federal or other state programs and are either homeless or have critical and emergency housing needs.

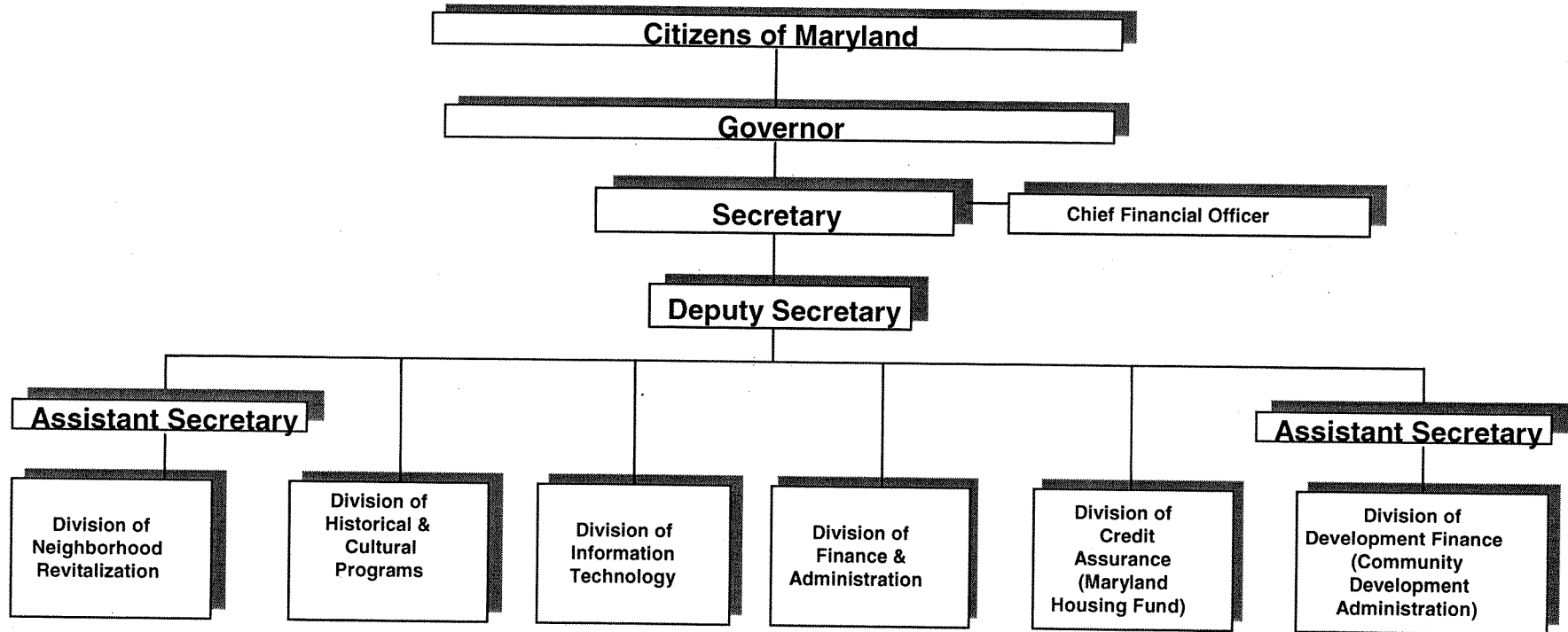
In addition, the Department was selected by HUD as the Contract Administrator for Project-Based Section 8 Housing Assistance Payment ("HAP") Contracts for the State of Maryland. As Contract Administrator, the Department makes payments to each property owner with the terms of the HAP Contracts and HUD regulations and requirements.

Infrastructure Financing Programs

The Infrastructure Financing Program was created to provide an additional, accessible and uncomplicated mechanism to finance the essential physical elements that constitute the basis of the public service system operated and maintained by local governments. More information on the Administration's outstanding infrastructure bonds can be found in Appendix E. These infrastructure loans and the assets and revenues held under these bond and series resolutions are not subject to the lien of the Bond Resolution and are not available to pay principal of or interest on the Bonds.

Department of Housing and Community Development

Organizational Chart



This chart omits subdivisions below the divisional level except for the Maryland Housing Fund and the Community Development Administration. It also omits certain boards and commissions associated with the Department.

APPENDIX B

THE PROGRAM

The Administration adopted the Bond Resolution in 1997 pursuant to the Act primarily to finance single family housing loans under the Residential Revenue Bond Program, but reserved the right to finance and also may issue Bonds to finance other kinds of housing and other types of loans permitted to be financed under the Bond Resolution. Prior to the adoption of the Bond Resolution, the Administration funded its single family program primarily through the issuance of bonds under the 1980 General Certificate. The Administration expects, but is not required, to issue bonds for its single family program in the foreseeable future primarily under the Bond Resolution instead of the 1980 General Certificate. The Administration also expects, however, to finance loans under the 1980 General Certificate from time to time in connection with refunding or economic measures. The description of the Residential Revenue Bond Program contained in this Appendix B does not describe the mortgage portfolio financed under the 1980 General Certificate, except for a description of the “Status of Funds under the 1980 General Certificate” below.

Information provided in this Appendix B is derived from the Administration’s most recently available statistics which are compiled from different sources on a weekly, monthly, and quarterly basis and later revised as necessary.

Existing Portfolio and Available Funds Under the Bond Resolution

Existing Portfolio. As of September 30, 2004, the Mortgage Loan portfolio of the Administration under the Bond Resolution consisted of 7,437 Mortgage Loans with an aggregate principal amount outstanding of \$654,523,382.

Participations in Mortgage Loans. The Administration may finance Mortgage Loans by purchasing participation interests in such Mortgage Loans, which may include Mortgage Loans financed with different Series of Bonds issued under the Bond Resolution, or Mortgage Loans financed with proceeds of bonds issued under the 1980 General Certificate and bonds issued under the Bond Resolution. Where participation interests involve the 1980 General Certificate, payments of principal on all such Mortgage Loans, including Prepayments or recoveries from foreclosure of defaulted Mortgage Loans, will be allocated on a pro rata basis in conformance with the contributions of proceeds from bonds issued under the 1980 General Certificate and bonds issued under the Bond Resolution. Each such Mortgage Loan shall bear interest at a rate determined from time to time by the Administration, with as little as 0% of such interest allocable to participation interests purchased with proceeds of bonds issued under the 1980 General Certificate and up to 100% of such interest allocable to participation interests purchased with proceeds of bonds issued under the Bond Resolution. As described below in “Certain Information Relating to Mortgage Loans”, portions of several series of bonds under the Bond Resolution each have been blended with 0% funds from one or more series of bonds which were issued under the 1980 General Certificate.

In addition, the following table sets forth, as of September 30, 2004, information on the number of whole loans and participation loans in the Mortgage Loan portfolio under the Bond Resolution:

**Whole Loans and Participation Loans
as of September 30, 2004 (1)**

	Current Number of <u>Mortgage Loans</u>	Original Principal Amount	Outstanding Principal Balance 09/30/04
Loans financed entirely under the Bond Resolution	6,348	\$599,452,939	\$573,527,951
Participation loans financed under both the Bond Resolution and the 1980 General Certificate (2)	<u>1,089</u>	<u>87,536,443</u>	<u>80,995,431</u>
TOTAL	<u>7,437</u>	<u>\$686,989,382</u>	<u>\$654,523,382</u>

(1) Individual amounts may not add up to the total amount because of rounding.

(2) The amount of participation loans is split between the Bond Resolution and the General Certificate. The participation loans are equally counted both in the Bond Resolution and the General Certificate.

The Administration may also finance Mortgage Loans with the proceeds of two series of bonds under the Bond Resolution, where the funds from one of the series of bonds earns interest at the rate of 0%. See "Certain Information Relating to Mortgage Loans" below.

Status of Available Funds. The chart below sets forth the status of available funds under the Bond Resolution as of December 15, 2004.

**Residential Revenue Bond Program
Status of Available Proceeds (in thousands) (2)
as of December 15, 2004**

<u>Source of Funds</u>	<u>Date of Issuance</u>	<u>Total Available for Mortgage Loans</u>	<u>Amount of Loans Purchased(3)</u>	<u>Amount of Unused Proceeds Call(5)</u>	<u>Amount Available for Commitment</u>	<u>Reservations Against Available Funds (1)</u>
2001 Series G & H	09/25/2001	\$58,823	\$47,029	\$10,200	\$ 1,594	\$ -
2002 Series A	02/26/2002	7,848	4,152	-	3,696	-
2004 Series G, H, I	11/10/2004	<u>59,747</u>	<u>50,350</u>	<u>-</u>	<u>9,397</u>	<u>9,397</u>
TOTAL		<u>\$126,418</u>	<u>\$101,531</u>	<u>\$10,200</u>	<u>\$14,687</u>	<u>\$9,397</u>
Warehouse Loan Fund(4)		\$45,000	-	-	\$45,000	\$34,491

(1) The Administration expects that a certain percentage of applicants receiving reservations will not proceed to funding. Therefore, the Administration accepts reservations in an amount exceeding the funds available. To the extent necessary because of over-reservations or for other reasons, loans may be purchased into other series in a manner consistent with federal law.

(2) Individual amounts may not add up to the total amount because of rounding.

(3) In the context of this chart Amount of Loans Purchased includes loan origination fees paid to the Originating Lenders on 0 point loans and de minimus amounts of remaining proceeds transferred or to be transferred to corresponding revenue accounts.

(4) The Warehouse Loan Fund is funded from excess revenues and is intended to provide an interim funding source for loans purchased in between the bond issuance dates.

(5) On October 20, 2003, the Administration made an unused proceeds call from certain Prior Bonds in the amount of \$32,400,000. The call included 2001 Series G and Series H. For more detail, refer to the filing with the Nationally Recognized Municipal Securities Repositories on October 7, 2003 and see the Department's website, www.dhcd.state.md.us, CDA Bonds – Investor Information.

The chart above sets forth the Status of Funds as of December 15, 2004. Funds have been reserved as of that date for loans at interest rates ranging from 4.875% to 5.625%. For information on interest rates for purchased loans, see "Certain Information Relating to Mortgage Loans – *Mortgage Loans by Interest Rate and Series as of September 30, 2004*" below. As a result of economic refundings and management of bond proceeds, the Administration has been able to generate funds for the purchase of Mortgage Loans, or portions thereof, which bear an interest rate of 0%. In addition, the Administration

has issued several series of variable rate bonds. Through the issuance of variable rate Bonds and the availability of 0% funds, the Administration has increased flexibility in setting lending rates for the general program. On January 4, 2005, the interest rates for the general program were: 5.625% with zero points, 5.250% with one point, and 4.875% with two points. Interest rates for new loans are subject to change, depending upon available funds and market conditions.

Use of Funds from the Sale of 2005 Series Bonds. The Administration expects to apply all or a portion of the \$59,731,366.25 of 2005 Series Bond proceeds available to reimburse amounts on deposit in its Warehouse Loan Fund established under the Collateral Reserve Fund of the Bond Resolution previously applied to purchase Mortgage Loans. Any such amount not used to reimburse amounts previously applied to purchase Mortgage Loans will be applied to make or purchase Mortgage Loans not previously purchased by the Administration. Origination fees (including discount points) for the Mortgage Loans shall be 2% (or as otherwise permitted by the Administration). Each Mortgage Loan has, or is expected to have, an original term of 30 years, with equal monthly payments of principal and interest. In addition, the Administration expects to offer a 35-year loan product with interest-only payments for the first five years followed by 30 years of equal payments of principal and interest. It is anticipated that substantially all of the proceeds of the 2005 Series Bonds will be reserved to purchase the 30-year Mortgage Loans prior to the commencement of the 35-year product. Pending application to the purposes of each fund or account, moneys held in various funds and accounts under the Bond Resolution will be invested in Investment Obligations.

All Mortgage Loans purchased, or for which the purchase price was reimbursed, with proceeds of the 2005 Series Bonds on deposit in the Program Fund have been, or are expected to be purchased primarily from Mortgage Lenders to finance the acquisition of existing, newly constructed or substantially rehabilitated Single Family Residences located throughout the State, including Targeted Areas. For reasons discussed in “‘Smart Growth’ Requirements” below, all newly constructed homes financed by Mortgage Loans will be located in priority funding areas.

The Administration may use all or a portion of the total amount available for Mortgage Loans from the proceeds of the 2005 Series Bonds to purchase, or to reimburse the purchase price of, Mortgage Loans financing the acquisition of Single Family Residences located in the Counties of Allegany, Anne Arundel, Baltimore, Calvert, Caroline, Carroll, Cecil, Charles, Dorchester, Frederick, Garrett, Harford, Howard, Kent, Queen Anne’s, St. Mary’s, Somerset, Talbot, Washington, Wicomico, Worcester and the City of Baltimore (the “Participating Counties”), from Mortgage Lenders on behalf of such Participating Counties which are expected to request that the Administration issue some or all of their allocable portion of the total amount of qualified mortgage bonds pursuant to federal and State law. The allocation of each Participating County is held available for the Participating County for at least 60 days from the date of issuance of the 2005 Series Bonds. The Administration may extend such 60-day period for a reasonable period, upon the request of a Participating County or at the discretion of the Administration, if such extension will not impair the Administration’s ability to repay the 2005 Series Bonds. If the Participating County does not use some or all of its allocation within the required period, the Administration may reallocate the funds to another Participating County or use the funds to purchase Mortgage Loans that finance the acquisition of Single Family Residences located in other jurisdictions of the State.

A portion of the funds relating to the Bonds may be made available (1) for Mortgage Loans pursuant to special initiatives or to commitments for eligible community development projects of Single Family Residences or (2) for Mortgage Loans made by the Administration. See “Homeownership Initiatives and Developer Reservations” and “Mortgage Loans Made by the Administration” below.

Eligible Mortgage Loans

General Provisions. Each Mortgage Loan must comply with the Act and with the following conditions: (1) a deed of trust must be executed and recorded in accordance with the requirements of existing laws; (2) the deed of trust must be the subject of a title insurance policy in an amount at least equal to the outstanding principal amount of the Mortgage Loan, insuring that the deed of trust constitutes a first lien, subject only to permitted liens and encumbrances; (3) the Mortgage Loan must be subject to FHA mortgage insurance, a VA or USDA/RD guarantee or private mortgage insurance acceptable to the Administration; (4) the Mortgage Loan must require either (a) escrow payments on the part of the Borrower with respect to all taxes, assessments, water rates, ground rents, sewer rates, common area expense, insurance premiums (including mortgage insurance premiums) and other charges and prior items or (b) reasonable alternative arrangements for the payment of such amounts which are satisfactory to the Administration and acceptable to the Trustee; (5) the monthly payments of principal of and interest on the Mortgage Loan must be established at the time the Mortgage Loan is made; and (6) the property securing the Mortgage Loan must be insured, with a uniform standard extended coverage endorsement, as and to the extent required by the Administration to protect its interest against loss or damage by fire, and other hazards, and by flooding if the Single Family Residence is located in an area designated as having specific flood hazards. See Appendix G – “FHA MORTGAGE INSURANCE PROGRAM, VA HOME LOAN GUARANTY PROGRAM, USDA/RD MORTGAGE GUARANTEE PROGRAM AND PRIVATE MORTGAGE INSURANCE” herein.

Purchase Price Limitations. The federal tax law and the Act place limits on the maximum purchase price of a residence financed with a Mortgage Loan. The maximum purchase price permitted under the federal tax law may vary from county to county, and currently ranges from \$204,432 in Talbot County (all of which is a Non-Targeted Area under the Code) and non-Targeted Areas in Wicomico and Worcester Counties, to \$452,874 for homes in Targeted Areas of the Washington, D.C. primary metropolitan statistical area. In addition, FHA maximum mortgage amounts vary from county to county and currently range from \$172,632 for Allegany, Caroline, Dorchester, Garrett, Kent, Somerset, Talbot, Wicomico and Worcester Counties, to \$312,895 for the Washington, D.C. primary metropolitan statistical area, which includes Calvert, Charles, Frederick, Montgomery and Prince Georges Counties. In certain counties, the insurer’s or guarantor’s maximum mortgage amounts may be less or more than the maximum purchase prices permitted under federal tax law. The maximum purchase price of a residence financed by the Administration may not exceed the lesser of either the insurer’s or guarantor’s mortgage limit or the maximum purchase price established by federal tax law. Lower purchase price limits may apply to certain Mortgage Loans made available at interest rates that are lower than those generally available or for other programmatic reasons. In addition, maximum purchase price limits may be set lower for Mortgage Loans to be financed in particular community development projects of Single Family Residences or through Homeownership Initiatives.

Mortgage Loan Amounts. The maximum amount of a Mortgage Loan may not exceed the FHA maximum insured mortgage loan amount, the maximum loan amount guaranteed by VA or USDA/RD or insured under private mortgage insurance, as applicable. Under certain circumstances, the mortgage insurer or guarantor may allow financing above the amount of the purchase price of the mortgaged property in order to permit the financing of an up-front mortgage insurance premium, funding fee, guarantee fee, permitted closing costs, and other permitted costs such as rehabilitation and related costs permitted by FHA under the FHA Section 203(k) Rehabilitation Insured Mortgage Program. The Administration may finance such costs as part of the Mortgage Loan. Therefore, a substantial proportion of the Mortgage Loans are expected to have loan-to-value ratios which equal or exceed 100%. The USDA/RD guarantee permits financing of closing costs and guarantee fee above the purchase price, as long as the total loan amount does not exceed the appraised value.

Borrower Income Limitations. The federal tax law and the Act place limits on maximum annual income of Borrowers eligible to receive Mortgage Loans. From time to time the Secretary may determine income limits other than those that are generally applicable (subject to the limits imposed by Section 143). In addition, the insurer or guarantor may have maximum income limits that may differ from the limits imposed by federal law or the Act. The maximum income limit permitted under the federal tax law, which is adjusted for household size, may vary from county to county, and currently ranges from \$72,000 for a one- or two-person household in certain non-Targeted Areas of the State to \$119,560 for a three-person or larger household in certain Targeted Areas of the Washington, D.C. primary metropolitan statistical area. The maximum annual household income of Borrowers eligible to receive Mortgage Loans may not exceed the lesser of the maximum income limits permitted under federal tax law or by the mortgage insurer or guarantor. Lower income limits may apply to certain Mortgage Loans made available at interest rates that are lower than those generally available or for other programmatic reasons. In addition, maximum income limits may be set lower for Mortgage Loans to be financed in particular community development projects of Single Family Residences or through Homeownership Initiatives.

“Smart Growth” Requirements. Title 5, Subtitle 7B (Priority Funding Areas) of the State Finance and Procurement Article of the Maryland Annotated Code (the “Smart Growth Act”), enacted in 1997, in general requires the Administration to ensure that newly constructed homes financed by Program loans are located in certain “priority funding areas.” The Smart Growth Act requirement does not apply if the loan is financed through bonds issued under a county’s transfer of its allocation to the Administration under Title 13, Subtitle 8 of the Financial Institutions Article. See “Existing Portfolio and Available Funds Under the Bond Resolution – *Application of Proceeds of 2005 Series Bonds*”.

Compliance with Federal Tax Law and Program Requirements. Under the 1986 Code, the failure by a Borrower to occupy a Single Family Residence financed by a Mortgage Loan for a period of 12 consecutive months may result in the inability of such Borrower to deduct interest payments for income tax purposes with respect to such Mortgage Loan during such period. In addition, under the 1986 Code, Borrowers may be required to pay a recapture tax as a result of the sale or other disposition of the Single Family Residence.

In order to comply with Section 103A and Section 143 and to meet other Program requirements, the Administration will require that each Mortgage Loan meet certain additional requirements, including the following:

(1) each Borrower must certify that the proceeds of the Mortgage Loan will be used only to acquire a Single Family Residence located in the State to be owned and occupied by the Borrower, and, except in certain limited circumstances, will not be used to acquire or replace an existing mortgage or other financing of a residence or any improvements thereto;

(2) each Borrower must certify with respect to the residence to be acquired that the Borrower (a) is presently occupying such residence as the Borrower’s principal residence, or shall occupy such residence as his principal residence in most cases within no more than 60 days after the closing of the Mortgage Loan, (b) intends thereafter to maintain the residence as the Borrower’s sole residence, and (c) will not use all or any portion of the residence in any trade or business activity, except with the prior written permission of the Administration;

(3) subject to certain exceptions, each Borrower must (a) provide to the Mortgage Lender or the Administration such Borrower’s income tax information filed with the Internal Revenue Service during the preceding three years and (b) certify, and the Administration also examines the income tax information as evidence, that the Borrower had no present ownership interest in a principal residence of the Borrower at any time during the three-year period ending on the date the Mortgage Loan is originated,

unless the home to be financed is located in a Targeted Area, as defined below, where such prohibition on prior homeownership is not dictated; and

(4) each Borrower and seller must certify the amount of the acquisition cost of the mortgaged property, and such acquisition cost may not exceed maximum acquisition costs established by the Administration in conformity with Section 143, FHA or other applicable maximum loan amounts, and Administration policy.

Targeted Area Set-Aside. As required by the 1986 Code, certain percentages of proceeds of Bonds may be required to be reserved to finance residences located in Targeted Areas throughout the State for a period of at least one year following the date of delivery of the related series of Bonds. A “Targeted Area,” as defined in Section 143(j) of the 1986 Code, is an area which is either (1) a census tract in which 70% or more of the families have income which is 80% or less of the statewide median family income, or (2) an area of chronic economic distress designated by the State as meeting State standards for such designation and the designation of which has been approved by the United States Secretary of the Treasury and the United States Secretary of Housing and Urban Development.

Soldiers’ and Sailors’ Civil Relief Act. It is possible that one or more of the Mortgage Loans could be affected by the Soldiers’ and Sailors’ Civil Relief Act of 1940, as amended, which applies to persons called to active duty in the armed forces. The act creates a rebuttable presumption that any persons called to active duty will experience a “material impairment of their ability to pay their debts”. As a result, the outstanding debts of a person called to active duty will be reduced to bear interest at an annual rate of 6% for the period of military service. The act also provides that foreclosure on such debt will not be permitted. A mortgagee, such as the Administration, may apply to any federal or State court to override the presumption and preclude its effects on a debt, such as a Mortgage Loan.

Remedies for Noncompliance. Mortgage Loans will provide that if the Administration discovers that any of the Borrower’s covenants in the deed of trust, including the Borrower’s and the seller’s certifications concerning eligibility for the loan, is untrue or incomplete, the Administration may require that the Mortgage Loan become immediately due and payable.

Mortgage Loans purchased from Mortgage Lenders are subject to repurchase by such Mortgage Lenders in the event of certain types of noncompliance. See “Mortgage Loans Purchased from Mortgage Lenders – Provisions for Repurchase of Mortgage Loans” below.

In an effort to assure continued compliance with Sections 103A and 143, the Administration includes due on sale clauses in the Deeds of Trust for Mortgage Loans, except to the extent FHA, VA, or USDA/RD do not permit such provisions. The Administration will require borrowers to seek the permission of the Administration and the mortgage insurer for any assumption of Mortgage Loans by Borrowers. Under the federal Depository Institutions Act of 1982, due-on-sale clauses, such as those to be contained in the Deeds of Trust with respect to the Mortgage Loans, are generally enforceable, with certain exceptions which may affect the ability of the Administration to enforce such clauses. Although there has been no reported Maryland court decision on the enforceability by the Program of due-on-sale clauses, an Assistant Attorney General of the State, in his capacity as counsel to the Department, rendered an opinion in 1981 that due-on-sale clauses in the context of the Program would be enforceable under Maryland law. However, any such enforcement by equitable remedies, such as foreclosure, would be subject to the exercise of discretion by the courts.

Mortgage Loans Purchased from Mortgage Lenders

The Administration purchases Mortgage Loans from qualified Mortgage Lenders. The Mortgage Lenders accept applications from potential Borrowers, screen them for eligibility, reserve funds with the

Administration, obtain the required mortgage insurance commitment, obtain pre-closing compliance approval from the Administration, settle the Mortgage Loans with the Borrowers, and submit the Mortgage Loans to the Administration for purchase.

The Division of Development Finance (the "Division") performs the initial screening of Mortgage Loans for eligibility under the criteria set forth above. See "Eligible Mortgage Loans" herein. After a Mortgage Lender obtains a reservation for a potential Borrower, the Mortgage Lender submits the potential Mortgage Loan to the Division. The Division reviews the potential Mortgage Loan for eligibility under the criteria set forth above.

After reservation and the initial eligibility screening of the Mortgage Loan, the Mortgage Lender has 90 days from reservation for an existing residence, or 150 days for new construction, to submit the Mortgage Loan to the Administration. Upon receipt of a post-closing compliance submission for a Mortgage Loan, the Administration conducts a review of the Mortgage Loan for eligibility under the criteria summarized above. If a Mortgage Loan is not eligible for reasons which, in the Administration's judgment, can be corrected, it is the practice of the Administration to afford the Mortgage Lender with an opportunity to cure the deficiency. The Administration will not purchase the Mortgage Loan, however, if the deficiency is not cured and the purchase file approved within 150 days of the reservation date for an existing home or 210 days if new construction.

The Administration purchases Mortgage Loans at a price equal to the outstanding principal balance thereof. Except as permitted otherwise by the Administration, the Mortgage Lender may collect origination fees ("points") in an amount not exceeding 2% of the original balance of the Mortgage Loan, including the fee paid to the Administration. Under the two-point program, the Mortgage Lenders pay the Administration a fee ranging between 1/4 of one percent and one percent, depending on when the purchase file is approved. The Mortgage Lender thus receives a one percent origination fee and may receive a service release fee ranging between 3/4 of one percent of the original loan balance and 0 percent, depending on when the purchase file is approved. Such fees paid to the Administration are not revenues under the Bond Resolution. Under the one-point program, the Mortgage Lender receives a one-point origination fee and the Administration pays the Mortgage Lender a fee of up to 3/4 of one percent, depending on when the purchase file is approved. Under the zero-point program, the Administration pays the Mortgage Lender a fee ranging between one percent and one and 3/4 of one percent, depending on when the purchase file is approved.

Eligibility of Mortgage Lenders. Each Mortgage Lender must be (1) a "mortgage lender" within the meaning of the Act, (2) unless otherwise provided by the Administration, an approved seller of mortgage loans to Freddie Mac or Fannie Mae, and (3) in compliance with all other applicable State and federal laws, rules and regulations governing the business of the Mortgage Lender and the making of loans for residential housing. Each Mortgage Lender must enter into a Purchase Agreement with the Administration. The Administration may permit, upon its written approval, assignment of a Purchase Agreement to another Mortgage Lender that meets the preceding criteria.

Representations of Mortgage Lenders. Each Purchase Agreement sets forth or will set forth certain representations and warranties by the Mortgage Lender to the Administration concerning the Mortgage Loans sold to the Administration, including, among others, that at the time of delivery of such Mortgage Loan to the Administration (1) there is no default or delinquency under the terms of the Mortgage Loan, and no payments are more than 20 days past due under the Mortgage Loan; (2) the Mortgage Loan has never been more than 45 days in arrears; (3) all documents required to be filed to perfect the lien on the mortgaged property against third parties have been filed; (4) the deed of trust for such mortgaged property is the subject of a title insurance policy by an insurer acceptable to the Administration in an amount at least equal to the original principal amount of the Mortgage Loan,

insuring that the deed of trust constitutes a first lien (except as otherwise permitted by the Administration for Mortgage Loans which may be financed under future bond series), subject only to permitted liens and encumbrances; (5) the term of the Mortgage Loan does not exceed any limits set forth in the Purchase Agreement; (6) the Mortgage Loan meets all applicable State and federal laws, codes and regulations; (7) if the Mortgage Loan was made to finance the purchase of a newly constructed residence, the builder has warranted all materials, workmanship and mechanicals under a homeowners warranty acceptable to the mortgage insurer or credit enhancer; (8) the improvements constituting part of the property are covered by hazard insurance as required by the Administration; and (9) each Mortgage Loan is subject to mortgage insurance from FHA, a mortgage guarantee from VA or USDA/RD, or private mortgage insurance acceptable to the Administration. In addition, under the Act, each Mortgage Lender must certify with respect to each Mortgage Loan that, in its opinion, the Borrower could not obtain a mortgage loan to purchase the property in the unassisted private lending market.

Special Mortgage Purchase Agreements. The Administration may enter into alternate mortgage purchase agreements with certain Mortgage Lenders that are not Fannie Mae or Freddie Mac approved sellers of mortgage loans and that serve areas where there is insufficient availability of such approved sellers of mortgage loans. Such alternate mortgage purchase agreements provided by the Administration currently include a requirement of loan eligibility review by the Administration prior to commitment by the Mortgage Lender.

Provisions for Repurchase of Mortgage Loans. Each Purchase Agreement further provides or will provide that the Mortgage Lender will repurchase any Mortgage Loan sold to the Administration, upon written notice by the Administration, if at any time (1) the Administration determines that any representation was untrue or incomplete when made or a misstatement of a material fact exists in any of the documents delivered in connection with such Mortgage Loan; (2) there is a failure to deliver required Mortgage Loan documents; (3) any mortgage insurance with respect to such Mortgage Loan lapses because of the negligence of the Mortgage Lender with respect to the servicing of such Mortgage Loan; (4) the Administration suffers or is threatened with a material loss by reason of the misfeasance, nonfeasance or malfeasance of the Mortgage Lender or its agent acting as servicer of such Mortgage Loan; (5) any payment of principal and interest is not made on the Mortgage Loan or the initial premium for any mortgage insurance is not paid and, on the basis of such non-payment, the issuer of mortgage insurance refuses to pay a claim on such Mortgage Loan; and (6) the Mortgage Lender, without prior written consent of the Administration, waives the enforcement of (or consents on behalf of the Administration to waive) the particular provisions of the Mortgage Loan requiring that (a) the Mortgage Loan is due on sale and may not be assumed except to the extent that the Mortgage Loan so provides; (b) at the time the Mortgage Loan is made, the Borrower shall not borrow additional amounts secured by the lien of the deed of trust without the consent of the Administration; and (c) an event of default permitting acceleration of the indebtedness shall occur if the Administration determines that any representation or statement of a material fact in any document executed in connection with the Borrower's application or the origination of such Mortgage Loan was or is untrue or incomplete.

If a Mortgage Lender refuses to repurchase a Mortgage Loan, then the Administration may seek enforcement through legal proceedings which are subject to bankruptcy, insolvency and other laws affecting creditors' rights generally and to the exercise of judicial discretion in accordance with general principles of equity. Such legal proceedings may result in a delay of the repurchase. The ability of a Mortgage Lender to repurchase a Mortgage Loan will depend upon the financial condition of the Mortgage Lender at the time of the required repurchase.

Homeownership Initiatives and Developer Reservations

Homeownership Initiatives. From time to time, the Administration may set aside a portion of proceeds of the Bonds for special initiatives that promote targeted homeownership objectives. For these special initiatives, the Administration may adjust interest rates, income limits and other eligibility criteria, within the requirements of the 1986 Code or the 1954 Code, as applicable, and the requirements of the credit enhancer.

Developer Reservations. The Administration may agree to provide financing for Mortgage Loans to eligible purchasers of Single Family Residences in certain “community development projects” (the “Single Family Projects”) pursuant to commitments to developers. The Administration requires the developer to submit an application acceptable to the Administration. Upon a determination by the Secretary of project eligibility under the Act, the Administration issues a commitment to a developer for a specified time period to finance Mortgage Loans to eligible purchasers with respect to the Single Family Project. A commitment reserves financing for prospective purchasers who qualify and are eligible under the Program and also sets forth maximum sales prices on units to be financed by the Administration and covenants and warranties to be made by the developer. The Administration may allow developers of Single Family Projects to make a deposit in an escrow account which will be applied to reduce the monthly payments due on Mortgage Loans made on residences in the Single Family Projects for up to four years after closing.

After a developer has sold a Single Family Residence and entered into a sales contract, the developer or a representative of the developer forwards the completed loan application to the Administration, if the Administration is expected to make the Mortgage Loan, or to a Mortgage Lender, if the Administration is expected to purchase the Mortgage Loan.

For developers who arrange for Mortgage Loan financing of individual Mortgage Loans through approved Mortgage Lenders, the Administration will purchase Mortgage Loans for Single Family Residences either in accordance with a Purchase Commitment or pursuant to a reservation initiated by the Mortgage Lender on behalf of the borrower.

Status of Funds Under the 1980 General Certificate

As of September 30, 2004, no funds were available for purchasing loans.

Loans under the 1980 General Certificate are pledged to the repayment of bonds issued under the 1980 General Certificate and do not secure payment of the Bonds.

Mortgage Loans Made by the Administration

The Administration is authorized to originate Mortgage Loans, but will not originate FHA, VA or USDA/RD loans unless it becomes an FHA, VA or USDA/RD lender or a lender with loans eligible for some other kind of mortgage insurance approved by the rating agencies. If the Administration becomes such a lender, the process would be as follows: The Administration would receive a completed application for a Mortgage Loan financing the acquisition of a Single Family Residence in certain Single Family Projects, and the staff of the Administration would review the information in the application, make a determination of creditworthiness of the prospective Borrower, and approve the Mortgage Loan for mortgage insurance or a guarantee. Among other things, the staff would determine that the Borrower complied with the Program eligibility requirements. The Administration would issue a commitment to make a Mortgage Loan to such Borrower and a settlement date would be scheduled. The Administration

may but generally has not charged loan origination fees in the past in connection with Mortgage Loans made directly by the Administration.

Mortgage Loans originated by the Administration that are found to be ineligible under Section 103A or Section 143 are not subject to repurchase by any Mortgage Lender. In order to preserve the exclusion from gross income for federal income tax purposes of the interest payable on the 2005 Series Bonds, the loans may be sold out of the Bond Resolution portfolio or the Administration may declare such Mortgage Loans in default and commence foreclosure proceedings or take other appropriate measures. Foreclosure is an equitable remedy subject to various defenses and judicial discretion.

Servicing of Mortgage Loans

Master Servicer Agreement. All Mortgage Loans reserved with the Administration on or after October 1, 2002, are serviced by the master servicer (the “Master Servicer”). The administration selected a new master servicer, Bogman, Inc., effective March 11, 2004.

Mortgage Loans reserved with the Administration before October 1, 2002, originally were serviced by the originating Mortgage Lender (the “Mortgage Agent”) or by the previous master servicer, at the option of the originating lender. The Administration notified the Mortgage Agents that all existing loans would be transferred to Bogman, Inc. and as of September 30, 2004, a substantial portion of the loans have been transferred.

As of September 30, 2004, all but three percent of the Mortgage Loans had been transferred, and as of December 1, 2004 all Mortgage Loans have been transferred to Bogman, Inc., the Master Servicer.

The agreement with the Master Servicer (the “Master Servicer Agreement”) requires the Master Servicer to perform all duties and acts incident to the servicing of Mortgage Loans covered thereby that a reasonable, prudent mortgagee would perform with respect to mortgage loans owned by it. The Master Servicer is responsible for the collection of all payments from Borrowers and must render an accounting monthly to the Administration of all sums collected and disbursed under the Master Servicer Agreement. The Master Servicer is required to remit to the Trustee all Mortgage Repayments, Prepayments and curtailments it receives with respect to Mortgage Loans serviced under the Master Servicer Agreement. In addition, the Master Servicer Agreement requires the Master Servicer to have in effect (and maintain during the term of the related Master Servicer Agreement), at no cost to the Administration, a fidelity bond and policies of insurance providing fire and extended coverage and errors and omissions coverage, all in amounts and with coverage satisfactory to the Administration, for mortgagee errors and omissions and insuring against loss arising from dishonest, criminal or fraudulent acts, and errors and omissions of the officers and employees of the Master Servicer.

If any default occurs on a Mortgage Loan covered by the Master Servicer Agreement, the Master Servicer must take all actions necessary and proper to enforce all applicable contractual provisions of the defaulted Mortgage Loan, including, at the direction of the Administration, the institution of foreclosure proceedings. The Administration will bear all foreclosure and related expenses, to the extent not reimbursable by the applicable mortgage insurance or collected from the Borrower. The failure of the Master Servicer to send notice properly and report to the Administration or the insurer of a Mortgage Loan as to the status of a delinquent Mortgage Loan may result in the Master Servicer being required to compensate the Administration.

The Master Servicer is required to comply with detailed requirements set forth in the Department’s servicing manual.

Asset Management. Asset management for Mortgage Loans is provided to the Administration by the Single Family Operations section of the Division of Credit Assurance (“Asset Management”).

With respect to the Mortgage Loans, Asset Management:

(1) monitors the servicing performance of the Master Servicer for compliance with the requirements of the Master Servicer Agreement and the Department’s servicing manual by requiring from each Mortgage Agent:

- (a) monthly Mortgage Loan delinquency reports;
- (b) annual audited financial statements; and
- (c) an annual certification that the Master Servicer is complying with the Master Servicer Agreement and the Department’s servicing manual;

(2) directs and reviews Master Servicer’s handling of Mortgage Loan delinquencies;

(3) directs and evaluates Master Servicer’s actions in connection with foreclosure proceedings; and

(4) analyzes delinquencies and foreclosures and creates and implements corrective action plans.

The Division of Credit Assurance has contracted with a private sector realty company which provides REO management and disposition services for properties in the REO portfolio. Asset Management staff monitors these services.

Estimated Revenues of Program

Under Section 143 of the Code, the yield of the Mortgage Loans or participations therein allocable to each Series of federally tax-exempt Bonds issued under the Bond Resolution (other than with any contributions by the Administration) may not exceed the yield of such Series of Bonds by more than 1-1/8 percentage points. All Revenues derived from such Mortgage Loans are available for payment of the Bonds. However, except as otherwise permitted under the 1986 Code, an amount equal to the portion of Revenues derived from investments in Investment Obligations made in connection with such Series of Bonds (other than with contributions by the Administration) that exceeds a yield equal to the yield of such Series of Bonds (calculated in accordance with Section 143 of the Code, whichever is applicable) or represents gains made on such investments must be paid to the United States. Such restrictions limit the amounts available to pay the principal of and interest on the Bonds. The Administration estimates that, in each year in which the 2005 Series Bonds are scheduled to be outstanding, there will be sufficient moneys available under the Bond Resolution to pay the principal of and interest on the Bonds, after payment of (1) fees and expenses of the fiduciaries and (2) the estimated costs of servicing the Mortgage Loans and other Program expenses.

Repurchase of Mortgage Loans

From January, 1998 through September 30, 2004, the Administration demanded repurchase of 165 Mortgage Loans with an outstanding principal balance of \$15,715,119. As of September 30, 2004, thirty-one loans have been repurchased by the Mortgage Lender or Mortgage Agent. One hundred thirty-four repurchase demands were resolved and did not require repurchase. There are no repurchase demands outstanding.

Certain Information Relating to Mortgage Loans

Certain information relating to the Mortgage Loans (including participations in Mortgage Loans) made or purchased with proceeds of prior Series of Bonds as of September 30, 2004, is set forth in Appendix J.

The following table sets forth as of September 30, 2004, the number, outstanding principal balance and percentage of the total outstanding balance of the Mortgage Loans (including participations in Mortgage Loans) which have been financed in each of the political subdivisions of the State:

<u>County</u>	<u>Current Number of Mortgage Loans</u>	<u>Current Outstanding Principal⁽¹⁾</u>	<u>Percent of Current Total Outstanding Principal⁽¹⁾</u>
Allegany County	114	\$ 6,450,941	0.99%
Anne Arundel County	370	36,374,198	5.56%
Baltimore City	2,250	164,374,558	25.11%
Baltimore County	2,090	183,670,847	28.06%
Calvert County	23	2,768,178	0.42%
Caroline County	60	5,751,626	0.88%
Carroll County	62	7,063,913	1.08%
Cecil County	123	13,461,134	2.06%
Charles County	67	6,927,937	1.06%
Dorchester County	37	3,353,169	0.51%
Frederick County	131	13,980,768	2.14%
Garrett County	0	0	0.00%
Harford County	520	51,523,642	7.87%
Howard County	116	11,407,791	1.74%
Kent County	13	1,015,912	0.16%
Montgomery County	164	18,059,301	2.76%
Prince George's County	509	61,294,493	9.36%
Queen Anne's County	11	1,059,292	0.16%
Saint Mary's County	28	3,075,640	0.47%
Somerset County	51	3,956,305	0.60%
Talbot County	24	2,170,249	0.33%
Washington County	388	32,039,271	4.90%
Wicomico County	240	21,011,266	3.21%
Worcester County	46	3,732,950	0.57%
	7,437	\$654,523,382	100.00%

(1) Individual amounts may not add up to the total amount because of rounding.

As of September 30, 2004, the Mortgage Loans (including participations in Mortgage Loans) made or purchased by the Administration with proceeds of prior Series of Bonds were originally covered by primary mortgage insurance or guarantees as of the date of the origination thereof as follows:

<u>Primary Mortgage Insurer or Guarantor</u>	<u>Current Number of Mortgage Loans</u>	<u>Current Principal Amount (1)</u>	<u>Percent of Current Principal Amount (1)</u>
FHA	7,052	\$612,435,050	93.57%
VA	173	19,861,049	3.03%
USDA/RD (RHS)	212	22,227,283	3.40%
	7,437	\$654,523,382	100.00%

(1) Individual amounts may not add up to the total amount because of rounding.

Based on reports to the Administration from Mortgage Agents and based on reports to the National Delinquency Survey prepared by the Economic and Research Department of the Mortgage Bankers Association of America, the following tables set forth information about delinquencies and foreclosures of mortgage loans, reported by certain mortgage servicers.

	<u>National Delinquency Survey</u>			<u>Residential Revenue Bond Program (1)(2)</u>
	<u>U.S.A. All Types 09/30/04</u>	<u>Maryland All Types 09/30/04</u>	<u>Maryland FHA (3) 09/30/04</u>	<u>09/30/04</u>
30 days delinquent.....	2.94%	2.67%	7.59%	6.32%
60 days delinquent.....	0.80%	0.74%	2.54%	1.95%
90 days+ delinquent.....	0.79%	0.83%	2.91%	3.54%
In foreclosure.....	1.14%	0.87%	2.91%	0.32%
Placed in foreclosure during last three months.....	0.40%	0.27%	0.79%	0.35%

<u>Mortgages Sixty Days or More Delinquent or in Foreclosure</u>				
<u>Quarter Ended</u>	<u>U.S.A. All Types</u>	<u>Maryland All Types</u>	<u>Maryland FHA (3)</u>	<u>Program (1)(2)</u>
09/30/00	2.07%	3.28%	6.51%	2.66%
09/30/01	3.03%	3.57%	7.58%	3.99%
09/30/02	3.29%	3.48%	8.15%	4.29%
09/30/03	2.91%	3.04%	8.64%	5.51%
09/30/04	2.73%	2.44%	8.36%	5.81%

(1) The delinquency statistics in the tables above include both whole loans financed entirely from the Bond Resolution and participation loans financed from both the Bond Resolution and the 1980 General Certificate. For information on outstanding loans, see the table entitled "Whole Loans and Participation Loans as of September 30, 2004" in "Existing Portfolio and Available Funds Under the Bond Resolution – Participations in Mortgage Loans".

(2) The Program purchased the first Mortgage Loan on October 29, 1997.

(3) Includes all types of FHA mortgage loans.

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APPENDIX C

DEFINITIONS

“Acquired Development” means a Development constructed, owned, operated or administered by reason of the Administration’s obtaining title, possession or effective control thereof when the Mortgage with respect thereto is in default under its terms.

“Acquired Development Expense Requirement” means such amount of money as may, from time to time, by resolution of the Administration, with the approval of the Secretary of Housing and Community Development, be determined to be necessary for the payment or as a reserve for the payment of any costs and expenses incurred in connection with the operation or ownership of an Acquired Development.

“Acquired Development Expenses” means any and all costs and expenses incurred in connection with the operation or ownership of an Acquired Development as the Administration determines from time to time to be necessary and appropriate in carrying out the rights and duties of the Administration under the Bond Resolution with respect to an Acquired Development.

“Act” means Sections 2-201 to 2-208, inclusive, of Article 83B of the Annotated Code of Maryland, as amended from time to time, including, without limitation, future amendments or successor laws thereto.

“Additional Bonds” means bonds issued under the Bond Resolution after the Bonds issued in connection with this Official Statement.

“Administration” means the Community Development Administration, an agency in the Division of Development Finance of the Department of Housing and Community Development, a principal department of the government of the State of Maryland, and any successor entity thereto.

“Administration Request” means a written request or direction of the Administration signed by an Authorized Officer.

“Amortized Value” means the purchase price of securities, excluding accrued interest, plus an amortization of any discount or less an amortization of any premium on the purchase price.

“Authorized Officer” means the Secretary of Housing and Community Development, the Deputy Secretary of Housing and Community Development, the Director of the Administration, a Deputy Director of the Administration, any Director of any program or division of the Administration or any other person duly authorized by the Secretary of Housing and Community Development to perform such act or discharge such duty.

“Bond” or “Bonds” means any Bond or Bonds issued pursuant to the Bond Resolution.

“Bond Resolution” means the Residential Revenue Bond Resolution, dated as of August 1, 1997, adopted by the Administration.

“Bond Year” means the year which begins on March 2 of any year during which Bonds are outstanding and ends on March 1 of the next succeeding year.

“Borrower” means the obligor under a Loan, which may include the Administration.

“Cash Equivalent” means a letter of credit, insurance policy, surety, guarantee or other security arrangement upon which the Administration or Trustee may make a draw to provide funds as needed for any other Fund or Account or to provide Credit Enhancement or for any other purpose.

“Cash Flow Certificate” means the certification made by or for the Administration pursuant to Section 608(d) of the Bond Resolution.

“Cash Flow Statement” means the calculation made by or for the Administration pursuant to Section 608(c) of the Bond Resolution.

“Certificate” means a signed document either attesting to or acknowledging the circumstances, representations or other matters stated in it or setting forth matters to be determined pursuant to the Bond Resolution or a Series Resolution.

“Code” or “1986 Code” means applicable provisions of the Internal Revenue Code of 1986, as amended, and the applicable regulations under it, or predecessor or successor provisions, as applicable.

“Collateral Reserve Fund” means the fund so designated which is established by Section 401 of the Bond Resolution.

“Costs of Issuance” means items of expense payable or reimbursable directly or indirectly by the Administration and related to the authorization, sale, issuance and remarketing of the Bonds.

“Credit Enhancement” means any credit enhancement, insurance, guaranty, Cash Equivalent, risk-sharing arrangement or any other form of credit support for one or more Program Assets (or any portion or portions thereof) as provided in any Series Resolution or Supplemental Resolution.

“Credit Enhancer” means the issuer or provider of any Credit Enhancement.

“Credit Facility” means any credit facility which secures all or a portion of one or more Series of Bonds including, but not limited to, a guaranty, standby loan or purchase commitment, insurance policy, surety bond or financial security bond or any combination thereof, which, in any case secures all or a portion of one or more Series of Bonds.

“Credit Facility Provider” means the issuer of or obligor under a Credit Facility.

“Development” means any project, facility, undertaking or purpose which the Administration is authorized to undertake, finance or provide financing for pursuant to the Act as now or hereafter in effect, including, without limitation, a Single Family Residence, multi-family housing, group housing, shared living facilities, home improvements, housing rehabilitation and any undertaking or project, or portion thereof, which is defined as a “community development project”, a “public purpose project”, an “energy conservation project”, a “home improvement project”, an “infrastructure project” or a “special housing facility” by the Act.

“Escrow Payment” means any payment made to obtain or maintain mortgage insurance and fire and other hazard insurance, including payments for any federal, state, local or private program intended to assist in providing Loans, and any payments required to be made with respect to Mortgages for taxes or other governmental charges or other similar charges to a Borrower customarily required to be escrowed, and payments or charges constituting construction or operating contingency, performance or completion or replacement reserves required pursuant to the applicable Loan.

“Expenses” means any money required by the Administration to pay the fees or expenses of the Trustee and any expenses which the Administration lawfully may pay relating to the Program including, without limitation, administrative and operating expenses of the Administration, servicing fees, Credit Enhancement, Credit Facilities, or the redemption of Bonds, or rebates of arbitrage as required by the Code, except as limited with respect to any Series of Bonds by the applicable Series Resolution.

“FHA” means the Federal Housing Administration of HUD.

“Fiscal Year” means the twelve calendar months commencing on July 1 in any calendar year and ending on June 30 in the following calendar year or such other period of twelve calendar months as determined by the Administration.

“Fund” or “Account” means a Fund or Account created by or pursuant to the Bond Resolution or a Series Resolution.

“Government Obligations” means direct general obligations of, or obligations the payment of the principal and interest of which are unconditionally guaranteed by, the United States of America, including obligations issued or held in book-entry form on the books of the Department of Treasury of the United States of America.

“HUD” means the United States Department of Housing and Urban Development.

“Insurance Proceeds” means payments received with respect to the Program Assets under any insurance policy, guarantee or fidelity bond, including amounts available under any Credit Enhancement, less any expenses incurred in realizing such payments and less any reimbursements of advances due the insurer or provider of such guarantee or bond.

“Investment Obligations” means any of the following investments which at the same time are legal investments for moneys of the Administration which are then proposed to be invested therein:

- (1) Government Obligations;
- (2) Bonds, debentures, notes or other evidences of indebtedness issued by any federal agency, instrumentality or public corporation the obligations of which represent or are guaranteed by the full faith and credit of the United States of America, including (without limitation): the Rural Housing Service, General Services Administration, U.S. Maritime Administration, Small Business Administration, Government National Mortgage Association, and U.S. Department of Housing and Urban Development;
- (3) Bonds, notes or other evidences of indebtedness having a rating at least comparable to a Rating Agency’s existing rating on the Bonds (other than Subordinate Bonds) or the comparable rating of any other nationally recognized rating agency issued by the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation or any similar entity;
- (4) U.S. dollar denominated deposit accounts, federal funds and banker’s acceptances with domestic commercial banks (or the domestic agency or branch of foreign commercial banks) which have a rating in a long-term rating category at least comparable to the long-term rating on the Bonds (other than Subordinated Bonds) or on their short term accounts or securities on the date of purchase not less than F-1/P1 or the comparable rating of a Rating Agency or of any other nationally recognized rating agency and maturing no more than 360 days after the date of purchase. (Ratings on holding companies are not considered as the rating of the bank);

(5) Interest bearing time or demand deposits, certificates of deposit or other similar banking arrangements with banks (which may include the Trustee) which are members of the Federal Deposit Insurance Corporation, provided that, to the extent such deposits exceed available federal deposit insurance, such deposits are fully collateralized and secured by obligations described in clauses (1) and (2) above which have a market value (exclusive of accrued interest) at least equal to such deposits so secured, including interest;

(6) Commercial paper which is rated at the time of purchase in a long-term rating category at least comparable to the long-term rating on the Bonds (other than Subordinate Bonds) and a rating on their short-term accounts or deposits not less than F-1/P1 or the comparable rating of a Rating Agency or of any other nationally recognized rating agency and which matures not more than 270 days after the date of purchase;

(7) Investments in a money market fund having a rating not less than F-1/P1 or the comparable rating of a Rating Agency or any other nationally recognized rating agency, which may be established by a Ratings Certificate;

(8) Pre-Refunded Municipal Obligations having a rating at least comparable to a Rating Agency's highest possible rating category or the comparable rating of any other nationally recognized rating agency;

(9) Investment agreements with any financial institution or other entity either (i) with debt rated at least comparable to a Rating Agency's existing rating on the Bonds (other than Subordinate Bonds) or the comparable rating of any other nationally recognized rating agency or (ii) if an investment agreement maintains only a short-term rating, a rating not less than F-1/P1 or the comparable rating of a Rating Agency or of any other nationally recognized rating agency, which may be established by a Ratings Certificate;

(10) Contracts for the purchase and sale of obligations described in clauses (1) through (8) of this definition, provided that: (i) if the parties with which such contracts are made are not members of the Federal Reserve System or if such parties (including members of the Federal Reserve System) are not required to set aside and otherwise identify obligations described in clauses (1) through (8) above to such contracts as security or reserve therefor, such obligations are to be delivered to and held by a fiduciary during the term of such contracts, (ii) such obligations are to be continuously maintained at a market value at least equal to 100% of the face value of each such contract, and (iii) the provider of such contract will not adversely affect the rating on the Bonds then in effect;

(11) Investments in any mutual fund the portfolio of which is limited to Investment Obligations, including any proprietary mutual fund of the Trustee for which the Trustee or an affiliate is investment advisor or provides other services to such mutual fund and receives reasonable compensation for such services (and if such mutual fund consists solely of Government Obligations, then such fund will constitute "Government Obligations" for the purposes of the Bond Resolution); and

(12) Any investments authorized in a Series Resolution authorizing the issuance of Bonds or a Supplemental Resolution.

For purposes of this definition, "institution" means an individual, partnership, corporation, trust or unincorporated organization, or a government or agency, instrumentality, program, account, fund, political subdivision or corporation of a government. Any reference in this definition to the highest rating of short-term obligations is without regard to any refinement or gradation such as "+" or "-".

The Trustee may purchase Investment Obligations that do not meet the requirements set forth in this definition, so long as the purchase of such Investment Obligations does not, as of the date of such investment, in and of itself, result in a reduction or withdrawal of the then existing rating assigned to the Bonds (other than Subordinate Bonds) by any Rating Agency. If the rating of any Investment Obligation purchased by the Trustee changes adversely subsequent to the date of purchase, the Trustee is not required to sell such Investment Obligation.

The definition of Investment Obligation may be amended and additional obligations or investments included pursuant to a Supplemental Resolution or a Series Resolution, provided such amendments will not in and of themselves cause a reduction in the rating of the Bonds as in effect immediately before such amendment which may be established by a Ratings Certificate.

“Liquidation Proceeds” means the net amounts (other than Insurance Proceeds) received in connection with the liquidation of a defaulted Program Asset, whether through foreclosure, trustee’s sale, repurchase by a mortgage lender, or otherwise, less any costs and expenses incurred in realizing those amounts.

“Loan” means: (1) a loan, made or purchased or otherwise financed by the Administration; (2) a portion of, or participation in, a loan made or purchased or otherwise financed by the Administration; or (3) a mortgage-backed security, security or certificate in connection with a loan exchanged for or otherwise evidencing ownership of an interest in a loan purchased or otherwise financed by the Administration, which may (but is not required to) be subject to Credit Enhancement. A Loan may or may not relate to a Single Family Residence and may or may not be secured by a Mortgage, to the extent permitted by the Act.

“Mortgage” means a mortgage, deed of trust or other instrument securing a Program Asset.

“Mortgage Lender” means a bank, trust company, savings institution, savings and loan association, national bank association, mortgage banker or other financial institution that is approved by the Administration as an originator and that maintains an office in the State and engages in making or originating “residential mortgage loans,” as defined in the Act; any insurance company that is authorized to transact business in the State; the Maryland Home Financing Program established pursuant to Sections 2-601 through 2-617 of Article 83B of the Annotated Code of Maryland, as amended and supplemented from time to time; and any other program, instrumentality, fund, account, corporation or agency of the State from which the Administration may be authorized under the Act to purchase “residential mortgage loans,” as defined in the Act.

“Mortgage Loan” means a Loan relating to a Single Family Residence secured by a Mortgage, including a portion of or a participation in such Loan.

“Non-Conforming Loan” means a Loan which does not comply with the mortgage eligibility requirements of the Code.

“Outstanding” means, with respect to any Bonds as of any date, all Bonds authenticated and delivered by the Trustee under the Bond Resolution to that date, except:

1. any Bond (or portion thereof) deemed to be paid in accordance with the Bond Resolution;
2. any Bond canceled by, or delivered for cancellation to, the Trustee because of payment at maturity or redemption or purchase prior to maturity; and

3. any Bond in lieu of or in substitution for which another Bond has been authenticated and delivered pursuant to the Bond Resolution, unless proof satisfactory to the Trustee is presented that any Bond for which such Bond has been authenticated and delivered is held by a bona fide purchaser, as that term is defined in Article Eight of the Uniform Commercial Code of the State, as amended, in which case both the Bond so substituted and replaced and the Bond or Bonds authenticated and delivered in lieu of, or in substitution for, it shall be deemed outstanding.

“Pledged Property” means Revenues and all other money and property pledged to the payment of the Bonds as set forth in the Bond Resolution.

“Prepayment” means any money received from a payment of principal on a Loan in excess of the scheduled payments of principal then due.

“Pre-Refunded Municipal Obligations” means any bonds or other obligations of any state of the United States of America or of any agency, instrumentality or local governmental unit of any such state which are not callable at the option of the obligor prior to maturity or as to which irrevocable instructions have been given by the obligor to call on the date specified in the notice; and (A) which are rated, based on the escrow, in the highest rating category of any nationally recognized rating agency; or (B) (i) which are fully secured as to principal and interest and redemption premium, if any, by a fund consisting only of cash or Government Obligations, which fund may be applied only to the payment of such principal of and interest and redemption premium, if any, on such bonds or other obligations on the maturity date or dates thereof or the specified redemption date or dates pursuant to such irrevocable instructions, as appropriate, and (ii) which fund is sufficient, as verified by a nationally recognized independent certified public accountant, to pay principal of and interest and redemption premium, if any, on the bonds or other obligations described in this paragraph on the maturity date or dates thereof or on the redemption date or dates specified in the irrevocable instructions referred to above, as appropriate.

“Program” means the Administration’s program of making or purchasing or otherwise financing Qualified Program Assets pursuant to the provisions of the Bond Resolution.

“Program Asset” means a Loan or a Development.

“Purchase Commitment” means a written commitment by the Administration, signed by an authorized Officer and accepted by the developer, as amended or supplemented from time to time, to purchase from a Mortgage Lender one or more Loans.

“Qualified Program Asset” means a Program Asset satisfying the conditions set forth in the Bond Resolution.

“Rating” means at any date the then existing rating of Bonds (other than Subordinate Bonds and other than any Series of Bonds which has a rating based on a Credit Facility) by a Rating Agency.

“Rating Agency” means any nationally recognized rating agency maintaining a rating of any Bonds (other than Subordinate Bonds), pursuant to a request for a rating by the Administration.

“Rating Certificate” means, in connection with certain actions to be taken by the Administration, a Certificate of an Authorized Officer filed with the Trustee that the Administration has been advised by each Rating Agency that the Rating of that Rating Agency will not be reduced as a result of the Administration taking that action. Published rating criteria by a Rating Agency shall also constitute advice of that Rating Agency.

“Recovery Payment” means any payment by a mortgagor or any other recovery of principal on a Loan not applied to scheduled installment of principal and interest on the Loan (including any deficiency in the payment of any scheduled installments of principal and interest then due and payable or interest paid in connection with a Prepayment of a Loan). A Recovery Payment includes, without limitation, (i) Prepayments, (ii) the portion of any Insurance Proceeds (to the extent not applied to the repair or restoration of any mortgaged premises), (iii) Liquidation Proceeds, and (iv) amounts from the sale, transfer or other disposition of a Program Asset, or net recovery from Credit Enhancement to the extent not included in Insurance Proceeds, in each case representing such principal amounts.

“Refunding Bonds” means any bonds issued by the Administration to refund one or more Series of Bonds or any portion thereof. Bonds issued for the purpose of refunding bonds, notes or other obligations, whether issued by the Administration or any other person, under any authorizing or issuing document, resolution, certificate or indenture other than the Bond Resolution are not Refunding Bonds under the Bond Resolution.

“Reserve Fund” means the Fund of that name established pursuant to Section 401 of the Bond Resolution.

“Reserve Requirement” means, as of any particular date of calculation, an amount equal to the sum of all amounts established as Series Reserve Requirements in the Series Resolutions for all Series of Bonds Outstanding authorizing the issuance of such Outstanding Bonds. The Trustee may rely upon a Certificate from an Authorized Officer of the Administration which states the Reserve Requirement as of the date of the Certificate.

“Revenue Fund” means the Fund of that name established pursuant to Section 401 of the Bond Resolution.

“Revenues” means all payments, proceeds, rents, charges and other cash income derived by or for the account of the Administration from or related to the Program, including, without limitation, the payments of principal of and interest on Loans (whether paid by or on behalf of the Borrower), including the payments of principal of and interest on Loans subject to Credit Enhancement, and investment income from all funds and accounts described in Section 401 of the Bond Resolution subject to the lien of the Bond Resolution, including Recovery Payments or Acquired Development Receipts, and not including any fees received by the Administration for its own account pursuant to annual contribution contracts between the Administration and HUD, if any, with respect to Project Assets financed by Loans, or financing, commitment or similar fees or charges of the Administration at or prior to the time of making, purchasing or otherwise financing a Program Asset. Any arbitrage rebate payable to the United States are not Revenues and are not subject to the lien of the Bond Resolution.

“Serial Bonds” means Bonds which are not Term Bonds.

“Series” means one of the Series of Bonds issued under the Bond Resolution pursuant to a Series Resolution.

“Series Program Determinations” means determinations by the Administration relating to Program Assets and certain other matters required to be set forth in connection with a Series of Bonds under the Program (or provision to be determined at certain specified times in the future), as provided in a Series Resolution. Series Program Determinations shall be consistent with the Bond Resolution. They may include, without limitation, (i) the security which may be provided for each Program Asset; (ii) the principal and interest payment provisions of Loans; (iii) the maximum term to maturity of Loans; (iv) the nature of the residences to which the Loans relate and limitations on who may be a mortgagor; (v)

required credit standards and other terms of primary mortgage insurance or other credit support, if any, and the levels of coverage and applicable loan to value ratios, if appropriate; (vi) Credit Enhancement, if any; (vii) the application of a Credit Facility, if any; (viii) the manner and extent of funding, and provisions designating the use of, the Collateral Reserve Fund, if any, or any modification of the Collateral Reserve Funds; (ix) provisions for limiting or restricting use of Recovery Payments; and (x) limitations on Expenses.

“Series Reserve Requirement” means an amount established by a Series Resolution as a component of the Reserve Requirement while Bonds of the Series are Outstanding.

“Series Resolution” means a resolution of the Administration authorizing the issuance of a Series of Bonds and includes any determination with regard to that Series made by an Authorized Officer pursuant to the authority delegated by the Series Resolution, and executed prior to issuance of those Bonds. Series Resolution includes any resolution of the Administration amending a Series Resolution as provided in the Bond Resolution or the related Series Resolution.

“Single Family Residence” means a residential dwelling of one or more units located within the State, occupied or to be occupied within a reasonable period of time as a principal residence of the Borrower, including, without limitation, manufactured housing or mobile homes permanently affixed to the property, condominiums, and cooperative housing to the extent permitted by the Act.

“Sinking Fund Requirement” means, as of any particular date of calculation, with respect to the Term Bonds of any Series and maturity, the amount of money required to be applied on any applicable date to the redemption prior to maturity or the purchase of those Bonds. Sinking Fund Requirements may be established as fixed dollar amounts or by formula.

“State” means the State of Maryland.

“Subordinate Bond Accounts” means the Accounts of that name in the Revenue Fund established pursuant to Section 401 of the Bond Resolution.

“Subordinate Bonds” means Bonds authorized under the Bond Resolution and issued pursuant to the Bond Resolution.

“Supplemental Resolution” means any resolution of the Administration supplementing or amending the Bond Resolution.

“Term Bonds” means the Bonds of a Series with respect to which Sinking Fund Requirements have been established.

“Trustee” means any institution named in the Series Resolution related to the initial Series of Bonds and designated to act as trustee with respect to the Bonds and its successors and any consolidation or merger to which it or its successors may be a party.

“USDA/RD” means the United States Department of Agriculture, Rural Development Guaranteed Rural Housing Program.

“VA” means the United States Department of Veterans Affairs.

APPENDIX D

SUMMARY OF CERTAIN PROVISIONS OF THE BOND RESOLUTION

The following is a brief summary of certain provisions of the Bond Resolution and such summary is qualified in its entirety by reference to the Bond Resolution.

Purposes for Which Bonds May be Issued

The Bond Resolution provides that Bonds may be issued to provide funds for one or more of the following purposes:

- (a) for the making, purchasing or otherwise financing Program Assets;
- (b) for the refinancing of Program Assets (including, without limitation, Program Assets in default);
- (c) for the refunding of any or all Outstanding Bonds or any other bonds, notes or other obligations, whether or not the Administration is the issuer thereof, including any or all interest and redemption premiums thereon;
- (d) for the funding of reserves;
- (e) for the funding of costs of issuance, redemption premiums relating to Bonds and Administration expenses; or
- (f) achieving any other of the Administration's purposes, as described in the Act, as now or hereafter in effect. [§101]

Contract with Trustee and Bondholders

As provided in the Act and as covenanted in the Bond Resolution, in consideration of the acceptance by the Trustee of the trusts created in the Bond Resolution and of the purchase and acceptance of Bonds of any Series issued thereunder by any who shall from time to time be holders thereof:

- (a) The provisions of the Bond Resolution and applicable Series Resolutions are contracts of the Administration with the Trustee and the holders of the Bonds.
- (b) The Administration covenants that it will cause to be paid to and deposited with the Trustee all proceeds of Bonds, all payments of Loans, and all income and receipts therefrom. [§103]

Issuance of the Bonds

Each Series of Bonds shall be authorized and issued under and secured by the Bond Resolution pursuant to the authorization contained in a Series Resolution. The Bonds of each Series shall be designated as provided by the Series Resolution. The Bonds shall be in such subseries (if any), shall be in such denominations, shall be dated, shall bear interest at a rate or rates not exceeding the maximum rate then permitted by law payable beginning on such date, shall be stated to mature on such dates, shall be made redeemable at such times and prices (subject to the provisions of the Bond Resolution), shall have such interest payment dates, shall be numbered and the Term Bonds of such Series shall have such Sinking Fund Requirements, all as may be provided by the Series Resolution for such Bonds. Except as

may otherwise be provided in the Series Resolution for Subordinate Bonds, and except as to any differences in the maturities or the interest payment dates or the rate or rates of interest or the provisions for redemption, such Bonds shall be on a parity with and shall be entitled to the same benefits and security under the Bond Resolution as all other Bonds issued under the Bond Resolution.

Each Series Resolution authorizing the issuance of a Series of Bonds shall include a determination by the Director of the Administration that the issuance of such Series of Bonds is necessary to achieve one or more purposes of the Administration, and may specify and determine such other details as may be required.

Before the Bonds of the Series shall be authenticated and delivered by the Trustee, there shall be on file with the Trustee the following: (i) a copy of the Bond Resolution and the Series Resolution duly certified by an Authorized Officer; (ii) a Bond Counsel's Opinion stating in the Opinion of such counsel that (A) the Bond Resolution and the applicable Series Resolution have been duly adopted and are valid and binding upon the Administration (subject to reasonable exceptions with respect to enforceability under bankruptcy laws, the police power of the State or other similar laws, and the availability of specific performance and other equitable remedies under State law) and (B) the Bonds being issued are valid and legally binding special limited obligations of the Administration secured in the manner and to the extent set forth in the Bond Resolution and the applicable Series Resolution and are entitled to the benefit, protection and security of the provisions, covenants and agreements contained in the Bond Resolution and the applicable Series Resolution; (iii) a Cash Flow Statement conforming to the requirements of the Bond Resolution, accompanied by a Rating Certificate with respect to Bonds other than Subordinate Bonds; and (iv) a request and authorization to the Trustee on behalf of the Administration, signed by an Authorized Officer, to authenticate and deliver the Bonds to the purchaser or purchasers identified in such request upon payment (or provision therefor) to the Trustee for the account of the Administration of the purchase price of the Bonds or, in the instance of Bonds purchased for delivery at a later date or dates, upon such later date(s) as specified in a Series Resolution. [§201]

Authorization of Subordinate Bonds; Conditions Precedent to Delivery

The Administration may issue from time to time Bonds to be secured by the Bond Resolution on a subordinated basis, subject to the conditions hereinafter provided.

Payment of the principal or redemption price of and interest on, and the purchase price of, each Series of Subordinate Bonds, may be secured by the pledge of funds and accounts under certain provisions of the Bond Resolution, including Subordinated Bond Accounts, to the extent specified in the Series Resolution, subordinate, however, to the pledge securing the Bonds which were not issued as Subordinate Bonds, and upon such terms and conditions set forth in the Series Resolution authorizing such Subordinate Bonds. A Series of Subordinate Bonds may be payable from Revenues derived under the Bond Resolution, but only after payment of all other amounts payable from Revenues with respect to the Bonds which are not Subordinate Bonds and with respect to any Subordinate Bonds having a higher priority to payment from such Revenues.

The Series Resolution authorizing a Series of Subordinate Bonds may provide that such Subordinate Bonds shall be secured solely by such proceeds or Revenues and not by any other moneys, funds or accounts held under the Bond Resolution, and that such proceeds or Revenues shall not constitute security for or a source of payment of any other Bonds outstanding or thereafter issued under the Bond Resolution. The Series Resolution authorizing a Series of Subordinate Bonds may establish different priorities of payment and security among different Series of Subordinate Bonds. [§202]

Purchase of Bonds

Amounts on deposit in the Revenue Fund may be applied as applicable to the purchase of Bonds of each Series then Outstanding, whether or not such Bonds or portions thereof shall then be subject to redemption. The Trustee, upon Administration Request accompanied by a Cash Flow Certificate if required by the Bond Resolution, is required to purchase from such amounts such Bonds, whether they be Serial Bonds or Term Bonds, as specified in such Administration Request. The Trustee is required to pay the interest accrued on such Bonds or portions of Bonds to the date of settlement for the Bonds from the Revenue Fund. The Bond Resolution provides that no purchase of a Bond is to be made by the Trustee after the giving of notice of redemption as to that Bond by the Trustee. Purchased Bonds are required to be delivered to the Trustee for cancellation. **[§405]**

Funds and Accounts Established by the Bond Resolution

The Bond Resolution establishes the following funds and accounts to be held by the Trustee in trust for application in accordance with the Bond Resolution;

- (i) Program Fund, which, for each Series of Bonds, will contain a Series Program Account;
- (ii) Revenue Fund, which will consist of:
 - (a) Debt Service Account,
 - (b) Recovery Payment Account,
 - (c) Redemption Account, and
 - (d) Subordinate Bond Accounts;
- (iii) Reserve Fund;
- (iv) Collateral Reserve Fund;
- (v) Acquired Development Fund; and
- (vi) Rebate Fund. **[§401]**

Additional Funds and Accounts (including for the purpose of depositing amounts required to be related to mortgagors or the United States) may be created and designated in Series Resolutions.

Program Fund

Except as may be provided by a Series Resolution for Subordinate Bonds, amounts received upon the sale of a Series of Bonds are to be deposited in the Program Fund and credited to the related Series Program Account in the amount, if any, provided in the applicable Series Resolution. In addition, amounts are to be deposited in the Program Fund from the Revenue Fund as provided in the Bond Resolution and from any other source and are to be credited to the Series Program Account as specified in the Administration Request directing the transfer.

Amounts in a Series Program Account may be used to pay Costs of Issuance of the related Series of Bonds, or to reimburse the Administration for Costs of Issuance, in either case in the amount specified in or pursuant to the Series Resolution, upon a requisition stating generally the nature and amount of

those Costs of Issuance signed by an Authorized Officer. Amounts in Series Program Accounts other than amounts used or to be used to pay Costs of Issuance are to be applied by the Trustee upon Administrative Request: (i) to finance the making or acquisition of Program Assets, (ii) to pay costs of Credit Enhancement with regard to Program Assets or any Credit Facility with regard to Bonds, (iii) to pay costs of completing an Acquired Development as set forth in the Bond Resolution, and (iv) as otherwise provided in the Series Resolution. [§402]

Revenue Fund

The Trustee is required to transfer to and deposit in the Revenue Fund all amounts transferred to it from the Program Fund as provided in the Bond Resolution or from the Reserve Fund as provided in the Bond Resolution and credit those amounts to the Accounts as specified in the Bond Resolution. Amounts received upon the sale of a Series of Bonds are to be deposited in the Revenue Fund in the amount, if any, provided in the applicable Series Resolution, for credit to the Debt Service Account to pay debt service as specified in the Series Resolution.

Recovery Payments are to be credited to the Recovery Payment Account. Except as may be limited by a Series Resolution, amounts in the Recovery Payment Account may be transferred at any time upon an Administration Request to the Redemption Account, the Debt Service Account or any Series Program Account.

At any time, upon Administration Request, the Trustee is required to apply amounts in the Revenue Fund not credited to any Account in the Fund to pay the accrued interest portion of the cost of acquiring any Loan consistent with the related Series Resolution.

Upon their receipt, the Administration is required to notify the Trustee as to any amounts which have been received for accrued interest with respect to Loans made or acquired from amounts which were expended from the Series Program Account (to the extent not so funded from a transfer from the Revenue Fund). The Trustee is required to transfer those amounts to the credit of the applicable Series Program Account.

On or prior to each debt service payment date for the Bonds the Trustee is required to transfer all amounts in the Revenue Fund not in any Account in the Revenue Fund to the credit of Funds and Accounts in the following priority:

(1) to the Debt Service Account, an amount sufficient, together with amounts on deposit in that Account, timely to pay interest and principal, at maturity or mandatory redemption, due on such debt service payment date on the Bonds, other than Subordinate Bonds, and to pay any fees in connection with any Credit Facility related to such Bonds, as set forth in the Series Resolution or a Supplemental Resolution;

(2) to the payment of Expenses specified in a Series Resolution, or such other Expenses provided in an Administration Request;

(3) to the Reserve Fund, an amount sufficient to cause the amount on deposit in that Fund, including Cash Equivalents permitted by a Series Resolution, to equal the Reserve Requirement;

(4) to the Redemption Account, an amount as specified in an Administration Request;

(5) to any Series Program Account in the Program Fund, an amount as specified in an Administration Request; or

(6) to any Subordinate Bond Accounts, an amount sufficient together with amounts on deposit in that Account, established by a Series Resolution for Subordinate Bonds, timely to pay interest and principal, at maturity or mandatory redemption, due on such succeeding debt service payment date on the Subordinate Bonds and to pay any fees in connection with any Credit Facility related to such Bonds, as set forth in the Series Resolution or a Supplemental Resolution or to provide any reserve with respect to Subordinate Bonds.

At any time the Trustee is required to, upon Administration Request, accompanied by a Cash Flow Certificate, release amounts on deposit in the Revenue Fund to the Administration for any lawful purpose free and clear of the pledge and lien of the Bond Resolution.

At any time the Trustee is required to, upon Administration Request, apply amounts in the Revenue Fund not credited to any Account in it or the Rebate Fund to make required rebates pursuant to the Code.

At any time the Trustee is required to apply, upon an Administration Request, amounts in the Revenue Fund and not credited to any Account in it to the purchase of Bonds at the times, in the manner and for the purposes set forth in the Bond Resolution.

At any time, upon Administration Request, amounts on deposit in the Revenue Fund may be applied to pay Expenses as specified in an Administration Request. **[§403]**

Reserve Fund

The Administration is required to deposit amounts in the Reserve Fund as provided in the Series Resolutions and as provided in the Bond Resolution. The Trustee is required to transfer money held in the Reserve Fund to the Debt Service Account, pursuant to the Bond Resolution. Amounts held in the Reserve Fund as of any date in excess of the Reserve Requirement, taking into account any Cash Equivalents in the Reserve Fund, are required to, upon an Administration Request, be transferred to the Revenue Fund. A Series Resolution may provide that the Reserve Requirement or any excess balances in the Reserve Fund with respect to the applicable Series of Bonds may be funded in whole or in part through Cash Equivalents or other Program Assets. **[§408]**

Collateral Reserve Fund

Moneys, Cash Equivalents, Program Assets, Non-Conforming Loans and other assets may be deposited into the Collateral Reserve Fund in accordance with the requirements of a Series Resolution or a Supplemental Resolution, which may establish terms, conditions and provisions relating to the funding of the Collateral Reserve Fund, the making or purchase of loans or other Assets approved by the Administration, disbursement of moneys or Cash Equivalents and the sale, disposition or release of Program Assets, Non-Conforming Loans from such fund, and maintenance of moneys, Cash Equivalents, Program Assets or Non-Conforming Loans, or assets required to be held in such fund with respect to either a Series of Bonds or generally. Any moneys, Cash Equivalents, Program Assets, Non-Conforming Loans or other assets on deposit in the Collateral Reserve Fund may be transferred to any other Fund or Account or withdrawn by the Administration upon receipt by the Trustee of an Administrative Request.

The Trustee is required to transfer amounts from the Collateral Reserve Fund to the credit of the Debt Service Account as provided in the Bond Resolution. **[§409]**

Acquired Development Fund

Acquired Development Receipts are required to be held by the Trustee in the Acquired Development Fund and are required to be used solely for the payment of Acquired Development Expenses; provided that any amount specified by an Authorized Officer as not being needed to maintain the Acquired Development Expense Requirement is required to be transferred to the Revenue Fund.

Payments from the Acquired Development Fund are required to be made upon the direction of an Authorized Officer. Upon receipt of each such direction of an Authorized Officer, the Trustee is required to pay the amount stated therein to the Administration by check or draft or is required to arrange for the transfer, deposit or payment of such amounts as directed by the Authorized Officer.

The Administration is required to maintain on its books of account a separate account within the Acquired Development Fund for each Acquired Development, showing all disbursements of money withdrawn for it from the Acquired Development Fund, and is required to provide to the Trustee, at least quarterly, a report showing in reasonable detail the expenditures for each Acquired Development.

The Trustee is required to transfer amounts from the Acquired Development Fund to the credit of the Debt Service Account as provided in the Bond Resolution. **[§410]**

Sale of Program Assets; Release of Lien of Resolution

The Administration is authorized to sell, assign or otherwise dispose of a Program Asset (and to release the same from the lien of the Bond Resolution), in addition to a sale, assignment or disposition pursuant to the Bond Resolution or any applicable Supplemental Resolution, provided that, with respect to any Program Asset not in default, the Administration files with the Trustee a Cash Flow Certificate taking into account such sale, assignment or disposition pursuant to the Bond Resolution.

The Administration is authorized to release a Program Asset secured by a Credit Facility or Credit Enhancement, reserves created or held with respect to such Program Asset or the Series of Bonds (or portion of such Series) issued to make, purchase or finance such Program Asset and any other moneys to be received with respect to such Program Asset from the lien of the Bond Resolution at the direction of the Credit Facility Provider or Credit Enhancer which issued or provided any Credit Facility securing the Series of Bonds which financed the Program Asset or the Credit Enhancement securing the Program Asset, provided such Credit Facility or Credit Enhancement continues in effect. Such release may occur only after payment is made under the terms of the Credit Facility or Credit Enhancement. **[§617]**

Cash Flow Statements and Certificates

See the discussion of Cash Flow Statements and Certificates under the heading “SECURITY FOR THE BONDS – Cash Flow Statements and Certificates”.

The Cash Flow Statement shall be based upon the Administration’s reasonable expectations, and shall be based upon assumptions consistent with those used in the most recent Cash Flow Statement or such other assumptions as shall not adversely affect any of the Rating Agency’s ratings on the Bonds. In calculating the amount of interest due on Bonds in the current and each succeeding Bond Year in which Bonds are scheduled to be Outstanding on Bonds bearing interest at a variable rate as defined in a Supplemental Resolution, the initial interest rate shall be used so long as doing so does not adversely affect any of the Rating Agency’s ratings on the Bonds. **[§608]**

Redemption of Bonds

The Bonds issued under the provisions of the Bond Resolution are subject to redemption, both in whole and in part and at such times and redemption prices, as may be provided in the applicable Series Resolution. Term Bonds may be made subject to sinking fund redemption pursuant to their Sinking Fund Requirements on the dates and during the period during which such Sinking Fund Requirements are in effect, as established in the applicable Series Resolution.

The Trustee, at the direction of the Administration, is required to select the Bonds or portions of Bonds to be redeemed or purchased in accordance with the Bond Resolution and the applicable Series Resolution. Except as otherwise stated in the related Series Resolution, money is required to, upon an Administration Request to the Trustee accompanied by a Cash Flow Certificate, as may be required by the Bond Resolution, be applied by the Trustee to the purchase or the redemption of Bonds selected from among the Series (and subseries, if applicable), maturities and interest rates on the basis specified by the Administration in that Administration Request. Except as otherwise provided in a Series Resolution, the Administration Request relating to each redemption of Bonds is required to be filed with the Trustee at least fifteen (15) days prior to the date upon which notice of redemption is caused to be delivered by the Trustee to all registered owners of Bonds to be redeemed, or such lesser number of days as are acceptable to the Trustee.

Except as otherwise provided in a Series Resolution, if less than all of the Bonds of one Series (and subseries, if applicable) and one maturity bearing the same interest rate (and otherwise of like tenor) are called for redemption, the particular Bonds of such Series (and subseries if applicable) and maturity bearing the same rate of interest (and otherwise of like tenor) to be redeemed are to be selected not later than fifteen (15) days prior to the date upon which notice of redemption is caused to be delivered by the Trustee to all registered owners of Bonds to be redeemed, or such lesser number of days as are acceptable to the Trustee in such manner as directed by the Administration. If no such direction is received by the Trustee, the Trustee is required to select the Bonds to be redeemed by lot or in such other manner as it in its discretion may determine. The portion of Bonds of any Series (and subseries, if applicable) to be redeemed is required to be in the minimum principal amount or some integral multiple of such minimum principal amount established for such Bonds in the applicable Series Resolution, and in selecting Bonds for redemption, the Trustee is required to treat each Bond as representing that number of Bonds which is obtained by dividing the principal amount of such Bond by such minimum principal amount.

If less than all of the Term Bonds Outstanding of any one maturity of a Series (or subseries, if applicable) are purchased for cancellation or called for redemption (other than in satisfaction of Sinking Fund Requirements), the principal amount of such Term Bonds that are so purchased or redeemed is to be credited, to the extent practicable, except as otherwise provided in an Administration Request, against all remaining Sinking Fund Requirements for the Term Bonds of such Series (and subseries, if applicable) and maturity in the proportion which the then remaining balance of each such Sinking Fund Requirement bears to the total of all Bonds of such Series (and subseries, if applicable) and maturity then Outstanding.

[§301]

Investment of Moneys Held by the Trustee

Any and all money held by the Trustee under the Bond Resolution, except as otherwise expressly provided in the Bond Resolution, is to be held in trust, is to be applied only in accordance with provisions of the Bond Resolution and are not to be subject to any lien, charge or attachment by any creditor of the Administration.

Money deposited under the Bond Resolution is to, as nearly as is practicable, be fully and continuously invested or reinvested by the Trustee upon the direction of an Authorized Officer (promptly confirmed by delivery of an Administration Request) in Investment Obligations which are to be in such amounts and bear interest at such rates that sufficient money will be available to pay the principal and interest when due on the Bonds and which mature, or which are subject to redemption by the holder at the option of the holder, such that sufficient money will be available for the purposes intended.

Any Investment Obligations so purchased in any Account or Fund are to be deemed at all times to be part of such Account or Fund. Unless the Administration otherwise directs, any interest paid on the investment in any Account or Fund (except the Rebate Fund) is to be credited to the Revenue Fund and is to be treated as Revenues. Any interest paid on the investment of the Rebate Fund is required to be credited to the Rebate Fund. Any profit or loss resulting from an investment is to be credited to or charged against the applicable Account or Fund of which it is an investment. The Trustee is required to sell or present for redemption any obligations so purchased whenever it is necessary to do so in order to provide money to meet any payment or transfer from any such Account or Fund. The Trustee, when authorized by an Authorized Officer, may trade with itself in the purchase and sale of securities for such investment. Neither the Trustee nor the Administration is liable or responsible for any loss resulting from any such investment. [§§501 and 502]

Program Covenants; Enforcement of Mortgage Loans

The Administration covenants in the Bond Resolution that:

(i) the Administration will use and apply the proceeds of the Bonds, to the extent not required by the Bond Resolution for other Program purposes, to make or purchase or otherwise finance Qualified Program Assets or otherwise apply such proceeds in accordance with the provisions and requirements of each applicable Series Resolution;

(ii) the Administration will do all such acts and things as are necessary to receive and collect Revenues and such payments for taxes, insurance and similar items as are normally escrowed by prudent mortgage servicing institutions in the State, consistent with sound practices and principles;

(iii) the Administration will diligently enforce and take all steps, actions and proceedings reasonably necessary, in the judgment of the Administration, for the enforcement of all terms, covenants and conditions of Mortgages and Loans;

(iv) the Administration will establish income and occupancy requirements to assure compliance with the Act for the Borrower for each Single Family Residence or Development financed with the proceeds of a Loan; and

(v) the Administration will take all reasonable steps, actions and proceedings it deems appropriate or necessary for the enforcement of all terms, covenants and conditions of Loans made, purchased or financed by the Administration, including the prompt collection of Loan repayments and fees and charges and other Revenues. [§615]

Tax Covenants

The Administration covenants in the Bond Resolution that it will comply with the applicable tax covenants contained in any applicable Series Resolution. [§609]

Events of Default

Each of the following constitutes an Event of Default under the Bond Resolution:

- (1) payment of interest on or the principal or redemption price of any of the Bonds is not made when due and payable; or
- (2) default in the due and punctual performance of any other covenants or agreements contained in the Bonds or in the Bond Resolution or any Series Resolution and such default continues for ninety (90) days after written notice requiring the default to be remedied, has been given to the Administration by the Trustee. The Trustee may give such notice in its discretion and shall give such notice at the written request of the owners of not less than twenty-five percent (25%) in aggregate principal amount of Bonds then Outstanding. However, if such default can be remedied, so long as following such notice the Administration is diligently taking actions to remedy such default, such default is not an Event of Default under the Bond Resolution.

An Event of Default with respect to Subordinate Bonds is not an Event of Default on Bonds which are not Subordinate Bonds. For purposes of determining the percentages of Owners of Bonds as provided in the Bond Resolution, only Bonds other than Subordinate Bonds are to be taken into account unless the Event of Default relates only to Subordinate Bonds in which case the percentage relates only to Subordinate Bonds. In the case of an Event of Default relating only to Subordinate Bonds any acceleration or other remedy will relate only to Subordinate Bonds. **[§701]**

Remedies; Rights of Bondholders

Upon the happening and continuance of any Event of Default, then and in every such case the Trustee may, and upon the written direction of the Owners of not less than twenty-five percent (25%) in aggregate principal amount of the Outstanding Bonds is required to proceed, subject to the provisions of the Bond Resolution, to protect and enforce its rights and the rights of the Bondowners under applicable laws or under the Bond Resolution by such suits, actions or special proceedings in equity or at law, or by proceedings in the office of any board or officer having jurisdiction, either for the specific performance of any covenant or agreement contained in the Bond Resolution or in aid or execution of any power granted in the Bond Resolution or for the enforcement of any proper legal or equitable remedy, as the Trustee, being advised by counsel, deems most effectual to protect and enforce such rights.

In the enforcement of any remedy under the Bond Resolution the Trustee is entitled (1) to sue for, enforce payment of and recover judgment for, in its own name as Trustee of an express trust, any and all amounts then or after any default becoming, and at any time remaining, due from the Administration for unpaid principal, premium, if any, interest or otherwise under any of the provisions of the Bond Resolution or the Bonds, with, to the extent permitted by the applicable law, interest on overdue payments of principal of and interest at the rate or rates of interest specified in the Bonds, together with any and all costs and expenses of collection and of all proceedings under the Bond Resolution and under the Bonds, without prejudice to any other right or remedy of the Trustee or of the Bondowners, and (2) to recover and enforce any judgment or decree against the Administration, but solely as provided in the Bond Resolution, the Series Resolution, and in the Bonds, for any portion of such amounts remaining unpaid and interest, costs and expenses as above provided and to collect, in any manner provided by law, the money adjudged or decreed to be payable.

Regardless of the happening of an Event of Default, the Trustee may, and, subject to the Bond Resolution, if requested in writing by the Owners of not less than twenty-five percent (25%) in aggregate principal amount of the Outstanding Bonds (other than Subordinate Bonds), is required to institute and

maintain such suits and proceedings as it may be advised are necessary or expedient (i) to prevent any impairment of the Pledged Property by any acts which may be unlawful or in violation of the Bond Resolution or of any Series Resolution or (ii) to preserve or protect the interest of the Bondowners, provided that such request is in accordance with law and the provisions of the Bond Resolution and, in the sole judgment of the Trustee, is not unduly prejudicial to the interests of the Owners of Bonds not making such request.

If a covenant is set forth in a Series Resolution, limitations on the remedies available upon an Event of Default related to such covenant may be set forth in such Series Resolution. **[\$703]**

Rights of Bondholders to Direct Proceedings

Notwithstanding anything in the Bond Resolution to the contrary, the Owners of a majority in principal amount of the Bonds then Outstanding (other than Subordinate Bonds) shall have the right, subject to the provisions of the Bond Resolution, by an instrument or concurrent instruments in writing executed and delivered to the Trustee, to direct the method and place of conducting all remedial proceedings to be taken by the Trustee or exercising any trust or power conferred upon the Trustee, provided that such direction shall not be otherwise than in accordance with law, the provisions of the Bond Resolution and the Act and, in the sole judgment of the Trustee, is not unduly prejudicial to the interests of Bondowners not joining in such direction. **[\$707]**

Waiver of Events of Default

The Trustee, upon written direction of the Owners of not less than a majority in aggregate principal amount of the Outstanding Bonds, is required to waive any Event of Default, which in the opinion of those Owners has been remedied before the entry of final judgment or decree in any suit, action or proceeding instituted by them under the provisions of the Bond Resolution or before the completion of the enforcement of any other remedy under the Bond Resolution, but no such waiver may extend to or affect any other existing or any subsequent Event or Events of Default or impair any rights or remedies consequent to it. **[\$713]**

Modification of Resolutions and Outstanding Bonds

The Bond Resolution provides procedures whereby the Administration may amend the Bond Resolution or a Series Resolution by adoption of a Supplemental Resolution. Amendments that may be made without the consent of Bondholders may be only for certain purposes and include curing any ambiguity, defect or omission in the Bond Resolution or conferring upon the Trustee additional rights, remedies, powers, authority or security that may be lawfully granted. **[\$1001]**

Amendments of certain of the respective rights and obligations of the Administration and the Bondholders may be made with the written consent of the holders of greater than fifty percent (50%) in aggregate principal amount of the Outstanding Bonds; however, without the consent of all adversely affected Bondowners, no Supplemental Resolution may (a) change the terms of redemption or of the maturity of the principal of or the interest on any Bond, or (b) reduce the principal amount of any Bond or the redemption premium or the rate of interest on it, or (c) create or grant a pledge, assignment, lien or security interest of the Pledged Property, or any part of it, other than as created or permitted by the Bond Resolution without the Supplemental Resolution, or (d) create a preference or priority of any Bond or Bonds over any other Bond or Bonds, except as may be permitted by the Bond Resolution or (e) reduce the aggregate principal amount or classes of the Bonds required for consent to such Supplemental Resolution. If any such modification, supplement or amendment will by its terms, not take effect so long as any Bonds of any specified Series and maturity remain Outstanding, the consent of the Owners of those

Bonds are not required and such Bonds will not be deemed to be Outstanding for the purpose of any calculation of Outstanding Bonds under the Bond Resolution. [§1002]

Defeasance

If the Administration shall pay or cause to be paid, or there shall otherwise be paid, to the Registered Owners of the Bonds then Outstanding, the principal, redemption premium, if any, and interest to become due thereon, at the times and in the manner stipulated in the Bond Resolution and in the Series Resolutions, then the covenants, agreements and other obligations of the Administration to the Registered Owners of the Bonds shall be discharged and satisfied. In such event, the Trustee shall pay over or deliver to the Administration all money or securities held by it pursuant to the Bond Resolution which are no longer required for the payment or redemption of Bonds not already then surrendered for such payment or redemption. [§1101(a)]

Pursuant to the Bond Resolution, all Bonds will, prior to their maturity or redemption date, be deemed to have been paid pursuant to the Bond Resolution if, among other things, there is deposited with the Trustee either money in an amount which is sufficient, or Government Obligations the principal of and interest on which when due will provide money which, without reinvestment, when added to the money, if any, deposited with such Trustee at the same time, is sufficient to pay the principal of those Bonds at maturity, or on sinking fund installment dates for Term Bonds, or the principal, redemption premium, if any, and interest due and to become due on those Bonds on and prior to the redemption date or maturity date (or sinking fund installment dates for Term Bonds) of the Bonds, as the case may be. [§1101(b)]

Trustee

The Trustee is required to undertake the duties and obligations imposed upon it under the Bond Resolution and each of the Series Resolutions. If an Event of Default has occurred and is continuing, the Trustee is required to exercise such of the rights and powers vested in it by the Bond Resolution, and is required to use the same degree of care that a prudent person would exercise in the circumstances in the conduct of such person's own affairs. However, the Trustee is under no obligation or duty to perform any act which would involve it in expense or liability, to institute or defend any action or suit in respect of the Bond Resolution or Bonds, or to advance any of its own moneys, unless properly indemnified in accordance with the Bond Resolution. The Bond Resolution provides that the Trustee will not be liable in connection with the performance of its duties under the Bond Resolution, except for its own negligence or default. [§§801-803]

The Trustee may resign and thereby become discharged from the trusts, by notice in writing to be given to the Administration and mailed, first class, postage prepaid, to all Registered Owners of Bonds at their addresses as they appear on the registration books kept by the Trustee, not less than sixty (60) days before such resignation is to take effect, but such resignation will take effect immediately upon the appointment of a new Trustee, if such new Trustee is appointed before the time limited by such notice and then accepts the trusts. The Bond Resolution provides that no resignation of the Trustee is effective if an Event of Default, or any event which upon the passage of time would be an Event of Default has occurred and is continuing except upon the consent of Owners of a majority in principal amount of the Outstanding Bonds. [§812]

Subject to the Bond Resolution, the Trustee may be removed at any time by an instrument or concurrent instruments in writing executed by the Owners of not less than a majority in principal amount of the Outstanding Bonds and filed with the Administration. A facsimile copy of each such instrument is required to be delivered promptly by the Administration to the Trustee. The Trustee may also be removed

at any time for reasonable cause by any court of competent jurisdiction upon the application of Owners of not less than ten percent (10%) in aggregate principal amount of the Outstanding Bonds. The Trustee may be removed at any time by the Administration (provided that the Administration is not in default under the Bond Resolution) in its sole discretion by written notice to the Trustee. **[§813]**

APPENDIX E

OUTSTANDING INDEBTEDNESS OF THE ADMINISTRATION

Outstanding Residential Revenue Bonds

The following table sets forth certain information relating to Bonds issued by the Administration under the Bond Resolution outstanding as of October 1, 2004.

	<u>Effective Bond Yield</u>	<u>Year of Issue</u>	<u>Final Maturity</u>	<u>Amount Issued</u>	<u>Amount Outstanding</u>	
Residential Revenue Bonds						
1997 Series A.....	5.750520%	1997	3/1/2017	\$ 17,325,000	\$ 16,295,000	(1)
1997 Series B.....	5.781810%	1997	9/1/2029	82,675,000	42,255,000	(1)
1998 Series A.....	5.302760%	1998	9/1/2017	4,640,000	4,640,000	(1)
1998 Series B.....	5.363320%	1998	9/1/2030	75,565,000	46,720,000	(1)
1998 Series D.....	5.080895%	1998	9/1/2029	62,810,000	42,275,000	(1)
1999 Series C.....	4.981370%	1999	9/1/2015	2,665,000	2,665,000	(1)
1999 Series D.....	5.258230%	1999	9/1/2031	57,335,000	40,930,000	(1)
1999 Series E.....	5.561570%	1999	9/1/2017	22,780,000	21,965,000	(1)
1999 Series F.....	5.883350%	1999	9/1/2031	57,220,000	24,005,000	(1)
1999 Series H.....	6.185333%	1999	3/1/2031	60,000,000	12,255,000	
2000 Series A.....	5.463189%	2000	9/1/2012	7,965,000	7,360,000	(1)
2000 Series F.....	4.996857%	2000	9/1/2014	15,190,000	14,425,000	
2000 Series G.....	5.991066%	2000	9/1/2032	64,810,000	45,965,000	
2000 Series H.....	5.775438%	2000	9/1/2032	60,000,000	43,670,000	
2001 Series A.....	4.689417%	2001	9/1/2017	18,885,000	14,325,000	(1)
2001 Series B.....	5.329877%	2001	9/1/2032	50,800,000	34,165,000	(1)
2001 Series E.....	4.428468%	2001	9/1/2012	13,775,000	12,065,000	
2001 Series F.....	5.623777%	2001	9/1/2032	66,225,000	61,250,000	
2001 Series G.....	4.000795%	2001	9/1/2011	10,100,000	7,530,000	(1)
2001 Series H.....	5.246263%	2001	9/1/2033	49,900,000	39,250,000	(1)
2002 Series A.....	5.508142%	2002	9/1/2033	8,005,000	7,855,000	
2003 Series A.....	3.642019%	2003	9/1/2015	9,550,000	9,550,000	(1)
2003 Series B.....	4.650537%	2003	9/1/2026	15,450,000	15,450,000	(1)
2003 Series C.....	3.846658%	2003	9/1/2035	20,000,000	20,000,000	(1)
2003 Series D.....	1.170000%	2003	12/21/2004	91,795,000	91,795,000	(2)
2003 Series E.....	1.250000%	2003	12/21/2004	128,515,000	112,435,000	(2)
2004 Series A.....	3.806300%	2004	9/1/2016	10,710,000	10,710,000	(1)
2004 Series B.....	4.799120%	2004	9/1/2028	19,290,000	19,290,000	(1)
2004 Series C.....	3.384080%	2004	9/1/2035	20,000,000	20,000,000	(1)
2004 Series D.....	4.029268%	2004	9/1/2016	12,960,000	12,960,000	(1)
2004 Series E.....	5.081152%	2004	3/1/2030	27,040,000	27,040,000	(1)
2004 Series F.....	3.181022%	2004	9/1/2035	<u>20,000,000</u>	<u>20,000,000</u>	(1)
Total Residential Revenue Bonds				<u>\$1,183,980,000</u>	<u>\$901,095,000</u>	

Other Outstanding Bonds of the Administration

The following table sets forth certain information relating to Bonds issued by the Administration under its other programs and outstanding as of October 1, 2004.

	<u>Effective Bond Yield</u>	<u>Year of Issue</u>	<u>Final Maturity</u>	<u>Amount Issued</u>	<u>Amount Outstanding</u>	
Single Family Program Bonds						
1993 Third Series	4.910970%	1993	4/1/2017	\$ 82,000,000	\$ 18,800,000	(1)
1994 First Series.....	5.655880%	1994	4/1/2017	100,000,000	13,965,000	(1)
1994 Ninth Series.....	5.944930%	1995	4/1/2019	23,010,000	9,625,000	
1995 First Series.....	6.145040%	1995	4/1/2017	39,585,000	28,950,000	
1995 Third Series.....	6.100200%	1995	4/1/2027	70,000,000	56,060,000	
1995 Fourth Series.....	6.147770%	1995	4/1/2017	5,790,000	5,790,000	
1995 Fifth Series.....	6.208630%	1995	4/1/2027	31,200,000	13,650,000	
1996 Third Series.....	6.052340%	1996	4/1/2017	13,455,000	8,005,000	
1996 Fifth Series.....	5.815140%	1996	4/1/2016	30,735,000	24,840,000	
1997 First Series.....	5.527870%	1997	4/1/2018	143,260,000	76,220,000	
1999 First Series.....	5.241844%	1999	4/1/2029	26,100,000	20,695,000	(1)
1999 Second Series.....	4.940188%	1999	4/1/2017	53,205,000	53,205,000	(1)
1999 Third Series.....	4.803280%	1999	4/1/2021	107,265,000	54,515,000	(1)
2000 First Series.....	5.623890%	2000	4/1/2017	32,600,000	20,530,000	
2001 First Series.....	4.747525%	2001	4/1/2017	66,495,000	49,310,000	(1)
2001 Second Series.....	4.475347%	2001	4/1/2023	21,260,000	8,355,000	(1)
2002 First Series.....	4.659224%	2002	4/1/2013	4,495,000	4,495,000	(1)
2002 Second Series.....	5.048609%	2002	4/1/2024	49,740,000	36,305,000	(1)
Total Single Family Program Bonds.....				<u>\$900,195,000</u>	<u>\$503,315,000</u>	

	<u>Year of Issue</u>	<u>Final Maturity</u>	<u>Amount Issued</u>	<u>Amount Outstanding</u>
Housing Revenue Bonds				
Series 1996 A.....	1996	7/1/2023	\$137,385,000	\$58,515,000
Series 1996 B.....	1996	7/1/2028	2,575,000	1,845,000
Series 1997 A.....	1997	7/1/2039	37,135,000	35,705,000
Series 1997 B.....	1997	7/1/2039	7,660,000	7,375,000
Series 1997 C.....	1997	7/1/2039	14,075,000	13,510,000
Series 1998 A.....	1998	1/1/2040	11,030,000	10,610,000
Series 1999 A.....	1999	7/1/2041	16,345,000	15,920,000
Series 1999 B.....	1999	7/1/2042	15,840,000	15,295,000
Series 1999 C.....	1999	7/1/2040	520,000	510,000
Series 1999 D.....	1999	7/1/2042	14,565,000	13,435,000
Series 2000 A.....	2000	7/1/2042	27,445,000	27,045,000
Series 2001 A.....	2001	7/1/2043	29,645,000	29,645,000
Series 2001 B.....	2001	7/1/2043	47,630,000	46,810,000
Series 2002 A.....	2002	7/1/2043	9,500,000	9,415,000
Series 2002 B.....	2002	7/1/2045	34,435,000	34,435,000
Series 2002 C.....	2002	7/1/2035	6,740,000	6,740,000
Series 2002 D.....	2002	7/1/2035	8,280,000	8,280,000
Series 2003 A.....	2003	7/1/2045	24,730,000	24,730,000
Series 2003 B.....	2003	7/1/2045	17,660,000	17,660,000
Series 2003 C.....	2003	7/1/2045	10,735,000	10,735,000
Series 2003 D.....	2003	7/1/2045	12,080,000	12,080,000
Series 2004 A.....	2004	7/1/2045	11,130,000	11,130,000
Series 2004 B.....	2004	7/1/2046	20,320,000	20,320,000
Series 2004 C.....	2004	1/1/2047	36,515,000	36,515,000
Total Housing Revenue Bonds			<u>\$553,975,000</u>	<u>\$468,260,000</u>

Other Outstanding Bonds of the Administration

	<u>Year of Issue</u>	<u>Final Maturity</u>	<u>Amount Issued</u>	<u>Amount Outstanding</u>
Multifamily Housing Revenue Bonds				
1995 Series A.....	1995	5/15/2036	\$ 16,345,000	\$ 15,415,000
1995 Series B.....	1995	5/15/2026	11,630,000	9,945,000
1995 Series C.....	1995	5/15/2026	1,855,000	1,615,000
1995 Series D.....	1995	5/15/2027	2,550,000	2,260,000
1998 Series A.....	1998	5/15/2029	13,260,000	7,195,000
2001 Series A.....	2001	5/15/2028	11,285,000	2,010,000
2001 Series B.....	2001	5/15/2032	32,905,000	15,665,000
2002 Series A.....	2002	5/15/2033	20,360,000	9,300,000
2002 Series B.....	2002	5/15/2033	12,945,000	12,375,000
2003 Series A.....	2003	5/15/2034	80,525,000	54,545,000
2003 Series B.....	2003	5/15/2023	2,005,000	1,930,000
2003 Series C.....	2003	5/15/2033	20,000,000	19,350,000
2004 Series A.....	2004	5/15/2036	<u>25,175,000</u>	<u>25,175,000</u>
Total Multi-Family Housing Revenue Bonds			<u>\$250,840,000</u>	<u>\$176,780,000</u>
Infrastructure Financing Bonds				
1994 Series A (AMBAC Insured).....	1994	6/1/2024	\$ 8,030,000	\$ 3,645,000
1995 Series A (AMBAC Insured).....	1995	6/1/2025	3,975,000	2,150,000
1996 Series A (MBIA Insured).....	1996	6/1/2026	8,405,000	6,285,000
1997 Series A (MBIA Insured).....	1997	6/1/2027	9,860,000	7,180,000
1998 Series A (MBIA Insured).....	1998	6/1/2018	6,320,000	4,115,000
1998 Series B (MBIA Insured).....	1998	6/1/2028	30,320,000	21,800,000
1998 Series C (MBIA Insured).....	1998	12/1/2020	2,845,000	1,430,000
1999 Series A (MBIA Insured).....	1999	6/1/2029	6,985,000	6,190,000
2000 Series A (MBIA Insured).....	2000	6/1/2030	8,065,000	6,980,000
2001 Series A (MBIA Insured).....	2001	6/1/2031	8,460,000	7,890,000
2001 Series B (MBIA Insured).....	2001	6/1/2021	<u>1,930,000</u>	<u>1,870,000</u>
Total Infrastructure Financing Bonds			<u>\$95,195,000</u>	<u>\$69,535,000</u>
Local Government Infrastructure Bonds				
2002 Series A (Ambac Insured).....	2002	6/1/2032	\$11,790,000	\$11,140,000
2002 Series B (Ambac Insured).....	2002	6/1/2022	3,555,000	3,345,000
2003 Series A (Ambac Insured).....	2003	6/1/2023	14,560,000	13,980,000
2004 Series A (Ambac Insured).....	2004	6/1/2034	<u>16,375,000</u>	<u>16,375,000</u>
Total Local Government Infrastructure Bonds			<u>\$46,280,000</u>	<u>\$44,840,000</u>

Other Outstanding Bonds of the Administration

	<u>Year of Issue</u>	<u>Final Maturity</u>	<u>Amount Issued</u>	<u>Amount Outstanding</u>
Multifamily Development Revenue Bonds				
1990 Issue B (Middle Branch Manor)	1990	6/1/2020	\$ 12,350,000	\$ 10,100,000
1990 Issue C (Harbor City Townhomes)	1990	6/1/2020	4,150,000	3,450,000
Series 1998 A (Auburn Manor Project)	1998	10/1/2028	11,000,000	10,010,000
Series 1999 A (GNMA-Selborne House Project)	1999	12/20/2040	2,150,000	2,105,000
Series 2000 A (Waters Landing II Apartments)	2000	8/1/2033	11,000,000	10,845,000
Series 2000 B-1 (Edgewater Village Apartments)	2000	2/1/2033	7,640,000	7,230,000
Series 2000 B-2 (Edgewater Village Apartments)	2000	2/1/2033	3,125,000	3,125,000
Series 2000 C (Park Montgomery Apartments)	2000	2/1/2031	6,170,000	5,655,000
Series 2001 C (Parklane Apartments Project)	2001	2/15/2034	9,800,000	9,800,000
Series 2001 D (Princess Anne Townhouses)	2001	12/15/2033	4,350,000	4,245,000
Series 2001 E (Princess Anne Townhouses)	2001	12/15/2033	2,875,000	2,860,000
Series 2001 F (Waters Tower Senior Apts.)	2001	12/15/2033	7,570,000	7,335,000
Series 2001 G (Waters Tower Senior Apts.)	2001	12/15/2033	4,045,000	4,025,000
Series 2002 A (Broadway Homes Project)	2002	5/1/2005	8,100,000	8,100,000
Series 2002 B (Broadway Homes Project)	2002	5/1/2020	5,045,000	5,045,000
Series 2002 C (Orchard Mews Apartment Project)	2002	5/1/2035	5,845,000	5,845,000
Series 2003 A (Barrington Apartments Project)	2003	6/15/2037	<u>40,000,000</u>	<u>40,000,000</u>
Total Multi-Family Development Revenue Bonds			<u>\$145,215,000</u>	<u>\$139,775,000</u>
Multifamily Development Revenue Refunding Bonds				
Series 1997 (Avalon Lea Apartments Project)	1997	6/15/2026	\$16,835,000	\$16,835,000
Series 1997 (Avalon Ridge Apartments Project)	1997	6/15/2026	26,815,000	26,815,000
Series 1999 C (Westfield/Greens Projects)	1999	12/1/2029	<u>9,200,000</u>	<u>8,690,000</u>
Total Multifamily Development Revenue Refunding Bonds			<u>\$52,850,000</u>	<u>\$52,340,000</u>
Draw Down Mortgage Revenue Bonds				
Series 2002-1 (AMT)	2002	(3)	\$ 41,140,000	\$ 50,000
Series 2002-2 (Non-AMT)	2002	(3)	<u>94,845,000</u>	<u>25,200,000</u>
Total Draw Down Mortgage Revenue Bonds			<u>\$135,985,000</u>	<u>\$25,250,000</u>
Capital Fund Securitization Revenue Bonds				
Series 2003	2003	7/1/2021	<u>\$94,295,000</u>	<u>\$94,065,000</u>
Total Capital Fund Securitization Revenue Bonds			<u>\$94,295,000</u>	<u>\$94,065,000</u>
Total Amount of Other Bonds Outstanding			<u>\$2,274,830,000</u>	<u>\$1,574,160,000</u>
Total Amount of Residential Revenue Bonds Outstanding (4)			<u>\$1,183,980,000</u>	<u>\$901,095,000</u>
Total Amount of All Bonds Outstanding			<u>\$3,458,810,000</u>	<u>\$2,475,255,000</u>

- (1) Certain prepayments of mortgage loans financed with the proceeds of such series of bonds are to be applied first to the redemption of certain bonds within such series.
- (2) Residential Revenue Bonds 2003 Series D and Series E are short-term notes which may be redeemed prior to their date of maturity at the option of the Administration.
- (3) Draw Down Mortgage Revenue Bonds Series 2002-1 and Series 2002-2 have a maturity date of October 1, 2036 with a mandatory tender date of September 2, 2005.
- (4) See information under caption "Outstanding Residential Revenue Bonds" above.

For updated information on issuances and/or redemptions after October 1, 2004, please refer to the website www.dhcd.state.md.us, CDA Bonds - Investor Information.

APPENDIX F

COMMUNITY DEVELOPMENT ADMINISTRATION RESIDENTIAL REVENUE BONDS TEN YEAR RULE PERCENTAGES

Bond Series	12/31/2005	12/31/2006	12/31/2007	12/31/2008	12/31/2009	12/31/2010	12/31/2011	12/31/2012	12/31/2013	12/31/2014	12/31/2015
1997 Series A/B	71.10%	71.10%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
1998 Series A/B	63.40%	63.55%	64.53%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
1998 Series D	77.73%	77.73%	77.73%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
1999 Series C/D	43.86%	43.86%	43.86%	44.33%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
1999 Series E/F	75.27%	75.49%	75.60%	76.09%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
1999 Series H	19.24%	19.24%	19.51%	19.98%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
2000 Series A/B	63.93%	64.01%	65.08%	65.08%	65.08%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
2000 Series C/D	57.82%	57.94%	58.55%	59.35%	72.60%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
2000 Series F/G	35.24%	35.24%	35.36%	35.89%	65.89%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
2000 Series H	3.49%	3.49%	3.71%	4.01%	4.01%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
2001 Series A/B	73.38%	73.51%	74.18%	74.60%	78.17%	85.69%	100.00%	100.00%	100.00%	100.00%	100.00%
2001 Series E/F	20.62%	20.62%	21.05%	21.97%	22.30%	22.31%	100.00%	100.00%	100.00%	100.00%	100.00%
2001 Series G/H	36.97%	37.03%	37.40%	37.64%	39.37%	42.89%	100.00%	100.00%	100.00%	100.00%	100.00%
2002 Series A	94.53%	94.53%	94.56%	94.60%	97.50%	98.42%	98.57%	100.00%	100.00%	100.00%	100.00%
2002 Series B/C	84.54%	85.23%	87.49%	88.87%	90.57%	94.92%	100.00%	100.00%	100.00%	100.00%	100.00%
2002 Series D/E	82.67%	83.29%	85.45%	86.78%	90.08%	95.42%	100.00%	100.00%	100.00%	100.00%	100.00%
2003 Series A/B/C	44.03%	44.16%	45.11%	46.17%	49.34%	53.70%	54.68%	54.69%	100.00%	100.00%	100.00%
2003 Series D/E	78.53%	78.98%	80.93%	81.97%	90.53%	95.10%	99.99%	100.00%	100.00%	100.00%	100.00%
2004 Series A/B/C	42.69%	43.18%	45.42%	45.77%	48.61%	50.82%	52.87%	52.87%	52.87%	100.00%	100.00%
2004 Series D/E/F	40.33%	40.46%	41.06%	41.39%	44.09%	45.77%	49.75%	49.76%	49.76%	100.00%	100.00%
2004 Series G/H/I	41.24%	41.63%	43.46%	43.76%	46.23%	48.10%	49.85%	49.85%	49.85%	100.00%	100.00%
2004 Series J/K	78.53%	78.98%	80.93%	81.97%	90.53%	95.10%	99.99%	100.00%	100.00%	100.00%	100.00%

Percentage represents the amount of each repayment of principal and prepayment received in each series which must be used to pay the principal portion of debt service or redeem bonds of that series. Percentages are requirements as of December 31 of each year.

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APPENDIX G

FHA MORTGAGE INSURANCE PROGRAM, VA HOME LOAN GUARANTY PROGRAM, USDA/RD MORTGAGE GUARANTEE PROGRAM AND PRIVATE MORTGAGE INSURANCE

Introduction

The Administration has prepared the following description of the FHA mortgage insurance program, the VA Home Loan Guaranty Program, the USDA/RD Mortgage Guaranty Program, and private mortgage insurance. This description is only a brief outline and does not purport to summarize or describe all of the provisions of these programs, and the Administration does not warrant or represent the accuracy or completeness of such description. For a more complete description of the terms of this program, reference is made to the provisions of the insurance and guaranty contracts embodied in the regulations of FHA, VA and USDA/RD, respectively, and of the regulations, master insurance contracts and other such applicable information for those programs and for applicable private mortgage insurance. Credit Enhancement for Mortgage Loans made or purchased by the Administration with the proceeds of the 2005 Series Bonds is limited by the Bond Resolutions to insurance under the FHA insurance program, the VA Home Loan Guaranty Program, the USDA/RD Guarantee Program, and private mortgage insurance (described below). However, the Bond Resolution does *not* require that a Loan financed in the future be secured by Credit Enhancement. Credit Enhancement of all or a portion of a Loan, if any, will be provided in accordance with the provisions therefor set forth in the Series Resolution authorizing a particular Series of Bonds. Credit Enhancement of Loans includes (but is not limited to) any credit enhancement, insurance, guaranty, risk-sharing arrangement or any other form of credit support for a Loan (or any portion thereof) as provided in any Series Resolution or Supplemental Resolution and it is possible that insurance benefits under other federal, State or private programs in which the Administration may participate could have different terms.

FHA Mortgage Insurance Program

Section 221 and Section 203 of the National Housing Act, as amended (the "Housing Act"), authorize the FHA to insure mortgage loans of up to 40 years for the purchase of one to four family dwelling units, or 30 years if the mortgage is not approved for insurance prior to construction. Section 234 of the Housing Act authorizes the FHA to insure mortgage loans of up to 35 years for the purchase of one-family dwelling units in multi-family condominium projects. The regulations promulgated to implement the Housing Act provide for insurance of mortgage loans for up to 30 years.

Mortgage Loans shall bear interest at a rate agreed upon by the mortgagee and Borrower. Mortgage Loans under any of the foregoing programs must be in conformity with the maximum mortgage loan amount limitations and minimum downpayment requirements specified in the Housing Act and the regulations promulgated thereunder. In addition, the Borrower must establish to the satisfaction of FHA that his or her income is adequate to meet the periodic payments required on the mortgage loan.

FHA permits the fully insured Mortgage Loan amount to include not only the up-front mortgage insurance premium, but, under certain circumstances, certain closing costs and other costs as well. Furthermore, through the FHA Section 203(k) Program, FHA will insure certain loans for up to 110 percent of the expected after-rehabilitation value of the property, plus permitted closing costs.

On October 27, 2000, HUD announced that mortgages insured under Section 203(b), will be eligible for a reduction in up-front mortgage insurance premiums to 1.50% of the insured mortgage

amount, effective for all loans closed on or after January 1, 2001. HUD also announced that annual mortgage insurance premiums for all loans closed on or after such date will be automatically canceled when the loan-to-value ratio reaches 78%, provided that the mortgagor has paid the annual mortgage insurance premiums for at least five years. (Different rules apply for loans with terms of 15 years or less.) Although the annual mortgage insurance premiums will be canceled as described, the contract of insurance will remain in force for the loan's full term. On January 6, 2005, HUD announced the elimination of refunds of upfront mortgage insurance premiums (except for a mortgage refinanced with another FHA mortgage) for mortgages endorsed for insurance on or after December 8, 2004.

Under the terms of the foregoing program, the mortgagee, upon a default by the Borrower, is required to take certain actions, and is subject to certain limitations, before the mortgagee is entitled to initiate foreclosure proceedings or to claim insurance benefits. The mortgagee is subject to certain requirements and limitations, including the following: (1) the mortgagee must give notice of default to the Borrower and make reasonable efforts to conduct a face-to-face interview with the Borrower; (2) the mortgagee is required to undertake a pre-foreclosure review to ensure compliance with applicable requirements; and (3) the mortgagee may not commence foreclosure until at least three full monthly installments are in default. In addition, various types of forbearance may be required, including a reduction in mortgage payments, recasting the mortgage to reduce payments, temporary mortgage assistance payments, or pre-foreclosure sale. The mortgage also is subject to reinstatement until completion of foreclosure proceedings. The Housing Act gives discretionary authority to the Secretary of the United States Department of Housing and Urban Development ("HUD") to settle claims for insurance benefits for insured mortgages either in cash or debentures; claim payments currently are being made in cash. HUD debentures bear interest at the rate in effect as of the time of origination of the mortgage loan or when the mortgage loan is endorsed, whichever rate is higher.

Insurance benefits are paid on foreclosure and conveyance of title. The amount of benefits paid by FHA on conveyed properties, except in certain circumstances as described below, is equal to the unpaid principal amount of the mortgage loan plus certain tax, insurance and other payments made by the mortgagee, a percentage of any foreclosure expenses incurred by the mortgagee, which percentage shall be determined in accordance with such terms as HUD shall prescribe, and reasonable expenses incurred by the mortgagee for the preservation, protection and operation of the properties prior to conveyance, as well as interest from date of default at a rate equivalent to the debenture interest rate (which may be less than the interest rate of the insured mortgage loan), less certain amounts received or retained by the mortgagee in respect of the mortgaged property.

When any property to be conveyed to the FHA has been damaged by fire, earthquake, flood or tornado, it is generally required, as a condition to payment of an insurance claim, that such property be repaired by the mortgagee prior to such conveyance.

VA Home Loan Guaranty Program

The Servicemen's Readjustment Act of 1944, as amended, permits a veteran (or in certain instances, the veteran's spouse) to obtain a loan guarantee by the VA covering mortgage financing of the purchase of a one-to-four family dwelling unit at interest rates permitted by the VA. The program has no mortgage loan limits, requires no down payment from the purchaser and permits the guarantee of mortgage loans with terms of up to 30 years and 32 days. The maximum guarantee that may be issued by the VA under this program is based on the size of the mortgage loan which is, at present, as follows: (1) 50% of the original principal amount of the mortgage loan for a mortgage loan of not more than \$45,000; (2) \$22,500 for a mortgage loan greater than \$45,000 but not more than \$56,250; (3) the lesser of \$36,000 or 40% of the original principal amount of the mortgage loan for a mortgage loan greater than \$56,250 but not more than \$144,000; and (4) the lesser of \$50,750 or 25% of the original principal amount of the

mortgage loan for a mortgage loan in excess of \$144,000. The liability on the guarantee is reduced or increased pro rata with any reduction or increase in the amount of the indebtedness, but in no event will the amount payable on the guarantee exceed the amount of the original guarantee. Notwithstanding the dollar and percentage limitations of the guarantee, a mortgage lender will ordinarily suffer a monetary loss only where the difference between the unsatisfied indebtedness and the proceeds of a foreclosure sale of a mortgaged premises is greater than the original guarantee, as adjusted. The VA may, at its option and without regard to the guarantee, make full payment to a mortgage lender of unsatisfied indebtedness on a mortgage upon its assignment to the VA.

USDA/RD Mortgage Guarantee Program

The Cranston-Gonzalez National Affordable Housing Act of 1990 authorized the establishment of the USDA/RD Guaranteed Rural Housing Loan Program. Households with annual incomes at or below one hundred fifteen percent (115%) of median area income are eligible for these loans, subject to the geographic restrictions described below. Households with annual incomes at or below eighty percent (80%) of the area median income may be eligible for interest assistance, in addition to the loan guarantee. The interest assistance paid monthly by USDA/RD to the loan servicer reduces the borrower's effective interest rate. The amount of interest rate reduction is dependant upon the households' annual income, which is re-certified by the loan servicer annually. No funds currently are available for interest assistance.

The USDA/RD Guaranteed Rural Housing Loan Program is limited to only certain rural areas of the State. Any city, place, town or village classified as rural prior to October 1, 1990 with a population exceeding 10,000 but not in excess of 25,000, which is rural in character, will be considered rural until the receipt of data from the year 2010 census. Any city, place, town or village with a population in excess of 10,000 and determined to be urban prior to August 2, 1991 will not be considered an eligible rural area.

The USDA/RD guarantee covers the lesser of (a) any loss equal to ninety percent (90%) of the original principal amount of the loan or (b) any loss in full up to thirty-five percent (35%) of the original principal amount of the loan plus any additional loss on the remaining sixty-five (65%) to be shared approximately eighty-five percent (85%) by USDA/RD and approximately fifteen percent (15%) by the mortgagee.

USDA/RD does not accept conveyance of the property, but rather pays the lender's claim upon foreclosure. The claim payment includes certain actual costs incurred by the lender prior to foreclosure, including interest expense, and an allowance for the costs associated with liquidating the property. The claim payment amount is based on the net sales proceeds if the property is sold within six (6) months, or if no sale occurs within six (6) months, the claim payment amount is determined according to a formula based upon an appraisal of the property performed by USDA/RD. The lender's actual disposition costs may be higher than the USDA/RD claim payment.

Private Mortgage Insurance

Each private mortgage insurance policy with respect to a Mortgage Loan must contain provisions substantially as follows: (a) the mortgage insurer must pay a claim, including unpaid principal, accrued interest, the amounts equal to deferred interest in connection with Mortgage Loans with graduated payments schedules, if any, and expenses, within sixty days of presentation of the claim by the Administration; (b) when a claim for the outstanding principal amount, accrued interest and expenses is presented, the mortgage insurer must either (i) pay such claim in full and take title to the mortgaged property and arrange for its sale or (ii) pay the insured percentage of such claim and allow the Administration to retain title to the mortgaged property or (iii) settle a claim for actual losses where such

losses are less than the insured percentage of the claim. (See the “Homeowners Protection Act” below for a discussion of federal legislation that affects private mortgage insurance.)

Homeowners Protection Act

The Homeowners Protection Act of 1998 permits a borrower to cancel private mortgage insurance (for which the borrower pays the premium) on the date on which the principal balance of the mortgage loan is scheduled to reach 80% of the original value of the residence or on the date on which the principal balance actually reaches 80% of the original value of the residence. The original value is the lesser of the sales price or the appraised value at the time the mortgage loan transaction was consummated. In order to effect such cancellation, the borrower must request in writing that the cancellation be initiated, must have a good payment history with respect to the mortgage loan (i.e., no mortgage payment was, during the year beginning two years prior to cancellation, 60 or more days delinquent, and no mortgage payment was, during the year beginning one year prior to cancellation, 30 or more days delinquent), and must satisfy any requirements of the lender for evidence that the value of the residence has not declined below its original value and for certification that the borrower’s equity in the residence is not encumbered by a subordinate loan. This Act further provides for automatic termination of mortgage insurance on the date on which the principal balance of the mortgage loan is scheduled to reach 78% of the original value of the residence, or if the borrower is not then current on his mortgage loan payments, on the date on which the borrower subsequently becomes current on such payments. These termination and cancellation provisions do not apply to mortgage loans characterized as high risk loans. Even if the private mortgage insurance is not canceled or terminated as described above, private mortgage insurance must be terminated on the first day of the month immediately following the date that is the midpoint of the amortization period of the mortgage loan if the mortgagor is then current on his mortgage loan payments. This act also requires that borrowers be provided with certain disclosures and notices regarding termination and cancellation of private mortgage insurance. This act applies to mortgage loans closed on or after July 29, 1999.

APPENDIX H

FINANCIAL STATEMENTS

**COMMUNITY DEVELOPMENT ADMINISTRATION
RESIDENTIAL REVENUE BONDS**

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FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT

**COMMUNITY DEVELOPMENT ADMINISTRATION
RESIDENTIAL REVENUE BONDS**

JUNE 30, 2004 AND 2003

Community Development Administration
Residential Revenue Bonds

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INDEPENDENT AUDITORS' REPORT

Office of the Secretary
Department of Housing and Community Development

We have audited the accompanying financial statements of the Community Development Administration Residential Revenue Bonds (the Fund) of the Department of Housing and Community Development of the State of Maryland as of and for the years ended June 30, 2004 and 2003, as listed in the table of contents. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note A, the financial statements present only the Community Development Administration Residential Revenue Bonds and do not purport to, and do not, present fairly the financial position of the Department of Housing and Community Development of the State of Maryland as of June 30, 2004 and 2003, and the changes in its net assets and cash flows, where applicable, thereof for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the financial position of the Community Development Administration Residential Revenue Bonds of the Department of Housing and Community Development of the State of Maryland as of June 30, 2004 and 2003, and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplemental Disclosure of Change in Fair Value of Investments is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has not been subjected to the auditing procedures applied in our audits of the basic financial statements and, accordingly, we express no opinion on it.

Reynick Fedder & Silverman

Baltimore, Maryland
September 28, 2004

Community Development Administration
Residential Revenue Bonds

STATEMENTS OF NET ASSETS
(in thousands)

June 30, 2004 and 2003

	<u>2004</u>	<u>2003</u>
RESTRICTED ASSETS		
Restricted current assets		
Cash and cash equivalents on deposit with trustee	\$ 104,153	\$ 116,471
Investments	209,317	148,380
Single family mortgage loans	10,655	10,819
Accrued interest and other receivables	<u>12,785</u>	<u>13,774</u>
Total restricted current assets	<u>336,910</u>	<u>289,444</u>
Restricted long-term assets		
Investments, net of current portion	28,613	40,083
Single family mortgage loans, net of current portion	625,105	657,383
Deferred bond issuance costs	<u>5,875</u>	<u>7,325</u>
Total restricted long-term assets	<u>659,593</u>	<u>704,791</u>
Total restricted assets	<u><u>\$ 996,503</u></u>	<u><u>\$ 994,235</u></u>
LIABILITIES AND NET ASSETS		
Current liabilities		
Bonds payable and short-term debt	\$ 246,280	\$ 170,725
Accrued interest payable	11,916	15,780
Rebate liability	251	118
Accounts payable	632	-
Due to other Funds	<u>937</u>	<u>146</u>
Total current liabilities	<u>260,016</u>	<u>186,769</u>
Long-term liabilities		
Bonds payable, net of current portion	653,925	769,624
Rebate liability, net of current portion	<u>1,683</u>	<u>2,200</u>
Total long-term liabilities	<u>655,608</u>	<u>771,824</u>
Total liabilities	915,624	958,593
COMMITMENTS AND CONTINGENCIES	-	-
NET ASSETS		
Restricted	<u>80,879</u>	<u>35,642</u>
Total liabilities and net assets	<u><u>\$ 996,503</u></u>	<u><u>\$ 994,235</u></u>

See notes to financial statements

Community Development Administration
Residential Revenue Bonds

STATEMENTS OF REVENUE, EXPENSES AND
CHANGES IN NET ASSETS
(in thousands)

Years ended June 30, 2004 and 2003

	<u>2004</u>	<u>2003</u>
Operating revenue		
Interest on mortgage loans	\$ 37,749	\$ 44,819
Interest income on investments, net of rebate	5,188	7,972
Decrease in fair value of investments, net of rebate	(116)	(161)
Fee income	1,329	1,117
Gain on foreclosure claims	195	-
Other operating revenue	<u>-</u>	<u>25</u>
	<u>44,345</u>	<u>53,772</u>
Operating expenses		
Interest expense on bonds and short-term debt	40,429	49,185
Amortization of bond issuance costs	534	494
Trustee, legal and mortgage servicing costs	1,924	2,372
Loss on early retirement of debt	2,092	642
Origination expenses	35	-
Other operating expenses	<u>55</u>	<u>16</u>
	<u>45,069</u>	<u>52,709</u>
Operating (loss) income	(724)	1,063
Transfers of funds, net, as permitted by the various bond indentures	<u>45,961</u>	<u>(534)</u>
CHANGES IN NET ASSETS	45,237	529
Net assets at beginning of year	<u>35,642</u>	<u>35,113</u>
Net assets at end of year	<u><u>\$ 80,879</u></u>	<u><u>\$ 35,642</u></u>

See notes to financial statements

Community Development Administration
Residential Revenue Bonds

STATEMENTS OF CASH FLOWS
(in thousands)

Years ended June 30, 2004 and 2003

	<u>2004</u>	<u>2003</u>
Cash flows from operating activities		
Principal and interest received on mortgage loans	\$ 204,219	\$ 176,365
Mortgage insurance claims received	7,730	4,266
Foreclosure expenses paid	(641)	(347)
Other operating revenue received	-	25
Loan fees received	125	605
Loan fees disbursed	(1,766)	-
Purchase of mortgage loans	(136,584)	(92,803)
Trustee, legal and mortgage servicing costs	(1,892)	(2,372)
Other operating expenses paid	(55)	(16)
Other reimbursements	600	-
	<u>71,736</u>	<u>85,723</u>
Net cash provided by operating activities		
Cash flows from investing activities		
Proceeds from maturities or sales of investments	258,524	209,439
Purchases of investments	(308,681)	(142,919)
Arbitrage rebates paid	(204)	(455)
Interest received on investments	5,958	8,554
	<u>(44,403)</u>	<u>74,619</u>
Net cash (used in) provided by investing activities		
Cash flows from noncapital financing activities		
Proceeds from sale of bonds	316,698	109,945
Payments on bond principal	(356,855)	(178,525)
Bond issuance costs	(1,143)	(189)
Interest on bonds and short-term debt	(44,312)	(50,565)
Transfers among Funds	45,961	(534)
	<u>(39,651)</u>	<u>(119,868)</u>
Net cash used in noncapital financing activities		
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS ON DEPOSIT WITH TRUSTEE	(12,318)	40,474
Cash and cash equivalents on deposit with trustee at beginning of year	<u>116,471</u>	<u>75,997</u>
Cash and cash equivalents on deposit with trustee at end of year	<u>\$ 104,153</u>	<u>\$ 116,471</u>

(continued)

Community Development Administration
Residential Revenue Bonds

STATEMENTS OF CASH FLOWS - CONTINUED
(in thousands)

Years ended June 30, 2004 and 2003

	<u>2004</u>	<u>2003</u>
Reconciliation of operating (loss) income to net cash from operating activities		
Operating (loss) income	\$ (724)	\$ 1,063
Adjustments to reconcile operating (loss) income to net cash provided by operating activities		
Decrease (increase) in assets		
Mortgage loans	35,377	48,339
Accrued interest and other receivables	989	(3,795)
Due from other Funds	-	(306)
Increase (decrease) in liabilities		
Accounts payable	632	-
Rebate liability	(384)	46
Accrued interest payable	(3,864)	(1,372)
Due to other Funds	791	148
Amortizations		
Deferred income and expense on loans	(1,305)	(1,117)
Investment discounts and premiums	16	(938)
Bond original issue discounts and premiums	(20)	(8)
Deferred bond issuance costs	534	494
Decrease (increase) in fair value of investments	674	(544)
Loan fees and expenses deferred	(1,630)	605
Arbitrage rebates paid	204	455
Loss on early retirement of debt	2,092	642
Interest received on investments	(5,958)	(8,554)
Interest on bonds and short-term debt	44,312	50,565
	<u>44,312</u>	<u>50,565</u>
Net cash provided by operating activities	<u>\$ 71,736</u>	<u>\$ 85,723</u>

See notes to financial statements

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS
(in thousands)

June 30, 2004 and 2003

NOTE A - AUTHORIZING LEGISLATION AND PROGRAM DESCRIPTION

The Community Development Administration (CDA) was created in 1970 by Sections 266 DD-1 to 266 DD-8 of Article 41 (now in Article 83B, Sections 2-201 through 2-208) of the Annotated Code of Maryland to meet the shortage of adequate, safe and sanitary housing in the State of Maryland, particularly for persons or families of limited income. CDA is in the Division of Development Finance in the Department of Housing and Community Development (DHCD) of the State of Maryland.

The accompanying financial statements only include CDA's Residential Revenue Bonds (the Fund). CDA's other Funds are not included. The Fund was established to issue bonds primarily to originate or purchase single family mortgage loans.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Fund is set up in accordance with CDA's enabling legislation and the Residential Revenue Bond Resolution (Resolution). The Fund is an enterprise fund of the State of Maryland and uses the accrual basis of accounting.

Generally Accepted Accounting Principles

CDA reports its financial activities by applying Standards of Governmental Accounting and Financial Reporting as promulgated by the Governmental Accounting Standards Board (GASB). CDA has adopted GASB Statement No. 20 *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities that Use Proprietary Fund Accounting*. Consequently, CDA applies all applicable GASB pronouncements as well as Financial Accounting Standards Board (FASB) Statements and Interpretations, APB Opinions, and ARBS of the Committee on Accounting Procedure issued on or prior to November 30, 1989, unless those pronouncements conflict with or contradict GASB pronouncements.

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

CDA has adopted GASB Statement No. 34 *Basic Financial Statements and Management's Discussion and Analysis*. Under GASB Statement No. 34, net assets should be reported as restricted when constraints placed on net asset use are either: externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments; or are imposed by law through constitutional provisions or enabling legislation. Accordingly, all net assets of the Fund are restricted as to their use as all net assets are pledged to bondholders.

The Annual Financial Report may include a Management's Discussion and Analysis. Since CDA is an enterprise fund included in the State of Maryland's Comprehensive Annual Financial Report, a separate Management's Discussion and Analysis is not required in these financial statements. CDA prepares a Management's Discussion and Analysis for the General Accounting Division of the State of Maryland that is not part of these financial statements.

Cash and Cash Equivalents on Deposit with Trustee

Cash equivalents may include money market funds, repurchase agreements, investment agreements and any other investments, primarily U.S. Treasury and agencies, which have maturities of 90 or less days at the time of purchase. As of June 30, 2004 and 2003, all of CDA's cash equivalents are invested in a money market mutual fund which is more fully described in Note C.

Investments

Investments are principally governmental debt securities or contracts collateralized by governmental debt securities. Debt securities are stated at fair value, based on quoted market prices. Investments are classified as current or long-term based on the maturity date or call date, if exercise of the call within the next fiscal year is probable. Investments are more fully described in Note C.

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Mortgage Loans

Mortgage loans are carried at their unpaid principal balances, net of unamortized loan fees and expenses. Loan fees and expenses are deferred over the life of the related loans and amortized using the effective interest method. Any mortgage loan in foreclosure with a pending insurance claim is recorded as other receivables. See Notes D and M for additional information on mortgage loans and mortgage insurance, respectively.

Allowance for Loan Losses

All the mortgage loans of the Fund are insured or guaranteed by agencies of the U.S. Government. As such, no allowance for loan losses was necessary as of June 30, 2004 and 2003.

Accrued Interest and Other Receivables

Accrued interest and other receivables include outstanding claims on insured mortgage loans and interest on investments. On insured single family loans, interest ceases to accrue after foreclosure. See Note E for additional information.

Deferred Bond Issuance Costs

Costs incurred in issuing bonds are capitalized and amortized using the effective interest method for each respective bond issue. When bonds are redeemed early with mortgage prepayments, a proportionate share of the remaining unamortized costs is recognized as a loss on the Statements of Revenue, Expenses and Changes in Net Assets.

Due From (To) Other Funds

Due from (to) other Funds records the pending transfers of cash between Funds which is primarily a result of receipts due to one Fund, but received by another, as more fully described in Note L.

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Bonds Payable

Bonds payable are carried at their unpaid principal balances, net of original issue discounts or premiums. See Notes F, G, H and I for more information.

Rebate Liability on Investments

Regulations governing the issuance of tax-exempt debt place limitations on permitted investment yield on borrowed funds. Based on these regulations, CDA is required to periodically rebate excess earnings from investments to the United States Treasury. In addition, the liability also includes an estimate of the rebate obligation related to unrealized gains as a result of recording investments at fair value. Rebate liability is more fully described in Note J.

Mortgage Yield Limitations

All mortgage loans are subject to yield limitations under the Internal Revenue Service Code (the Code) in order for the associated bonds to maintain their tax-exempt status. At the time of bond issuance, CDA determines the permitted mortgage yield on the loans. In certain bond refunding transactions, CDA transfers loans from prior series of bonds to the refunding series. CDA monitors the yield on these transferred loans to ensure that the composite yield over the term of the bonds is within the yield limitations of the Code. If at any time the composite yields on the transferred loans are out of compliance with the Code, CDA has certain remedies available to bring the yield into compliance. As of June 30, 2004 and 2003, all mortgage loan yield calculations are in compliance with the Code.

Interest on Mortgage Loans

Interest on mortgage loans is calculated using the effective interest method.

Fee Income

CDA earns single family commitment fees at loan origination. These fees are deferred and amortized over the life of the loan.

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Origination Expenses

CDA pays originators of its single family loans an origination fee and a servicer release fee. These CDA expenses are deferred and amortized over the life of the loan.

Administrative Support

In addition to expenses incurred directly by the Fund, CDA receives certain support services from other divisions of DHCD. Support services and the operating expenses of CDA have been allocated to CDA's General Bond Reserve Fund and reported in the financial statements of CDA's Revenue Obligation Funds. The General Bond Reserve Fund records these expenses as invoiced by DHCD for the fiscal year.

The employees of CDA are covered by the Maryland State Retirement and Pension System (the System) and the costs of employees' retirement benefits are included in the salaries and related costs charged to CDA's General Bond Reserve Fund. See Note N for additional information.

Revenue and Expenses

CDA distinguishes operating revenue and expenses from nonoperating items in conformity with GASB Statement No. 34. Operating revenue and expenses are identified as those activities that are directly related to financing affordable housing in the State of Maryland. All of CDA's activities are considered to be operating.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue, expenses, gains and losses during the reporting period. Actual results could differ from these estimates.

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Reclassifications

Certain 2003 amounts have been reclassified to conform to 2004 financial statement presentation.

NOTE C - CASH, CASH EQUIVALENTS AND INVESTMENTS

Proceeds from bonds are invested in authorized investments as defined in the Resolution until required for purchasing or originating mortgage loans, funding reserves, redeeming outstanding bonds and notes, and funding program expenses. Authorized investments include obligations of the U.S. Treasury, U.S. Government agencies, political subdivisions in the United States, bankers' acceptances, repurchase agreements, corporate debt securities and certificates of deposit with foreign or domestic banks. All CDA accounts held in trust by the trustee are kept separate from the assets of the bank and from other trust accounts.

Cash and Cash Equivalents

As of June 30, 2004 and 2003, the Fund had \$104,153 and \$116,471, respectively, invested in money market mutual funds (Federated Treasury Obligations Fund and ARK U.S. Government Cash Management Corporate II Class Fund, respectively) which are classified as cash and cash equivalents. The Federated Treasury Obligations Fund invests exclusively in U.S. Treasuries and in repurchase agreements collateralized by Treasury securities and is rated AAAM by Standard & Poor's and Aaa by Moody's Investor Services. As of June 30, 2003, the ARK U.S. Government Cash Management Corporate II Class Fund invested exclusively in obligations of the U.S. Government and its agencies and instrumentalities and in repurchase agreements. It was rated AAA by Standard & Poor's and Aaa by Moody's Investors Services as of June 30, 2003.

As of June 30, 2004 and 2003, the cost of these money market mutual funds approximates fair value.

The money market mutual funds are not categorized by credit risk because they are not evidenced by securities that exist in physical or book entry form.

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE C - CASH, CASH EQUIVALENTS AND INVESTMENTS (Continued)

Investments

Obligations of U.S. Government agencies are held in CDA's account by the trustee.

For repurchase agreements and guaranteed investment contracts, collateral is held by the trustee of the Fund or its agent. The agreements and contracts are at fixed interest rates, with maturities ranging from less than 1 year up to 29 years.

As of June 30, 2004, the amortized cost and fair value of the Fund's investments, by type of investment, were as follows:

	Fair Value	Amortized Cost
Obligations of the U.S. Government agencies	\$ 209,442	\$ 209,151
Repurchase agreements and guaranteed investment contracts	28,488	28,488
	<u>\$ 237,930</u>	<u>\$ 237,639</u>

As of June 30, 2003, the amortized cost and fair value of the Fund's investments, by type of investment, were as follows:

	Fair Value	Amortized Cost
Obligations of the U.S. Government agencies	\$ 117,543	\$ 116,578
Repurchase agreements and guaranteed investment contracts	70,920	70,920
	<u>\$ 188,463</u>	<u>\$ 187,498</u>

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE C - CASH, CASH EQUIVALENTS AND INVESTMENTS (Continued)

Category of Risk

Investments are classified as to credit risk by the three categories described below:

- Category 1 - Insured or registered, with securities held by CDA or its agent in CDA's name.
- Category 2 - Uninsured and unregistered, with securities held by the counterparty's trust department in CDA's name.
- Category 3 - Uninsured and unregistered, with securities held by the counterparty, or by its trust department or agent, but not in CDA's name.

All investments of the Fund are classified as Category 1.

NOTE D - MORTGAGE LOANS

All mortgage loans are secured by first liens on the related property and are credit enhanced through the FHA mortgage insurance programs, the Veterans Administration or USDA/RD guarantee programs. Interest rates on such loans ranged from 4.0% to 7.5%. As of June 30, 2004 and 2003, remaining loan terms ranged from 20 to 30 years, and 22 to 30 years, for the years ended June 30, 2004 and June 30, 2003, respectively.

NOTE E - ACCRUED INTEREST AND OTHER RECEIVABLES

Accrued interest and other receivables as of June 30, 2004 and 2003 were as follows:

	2004	2003
Accrued mortgage loan interest	\$ 5,914	\$ 7,591
Accrued investment interest	958	1,334
Claims due from mortgage insurers	5,913	4,849
	<u>\$ 12,785</u>	<u>\$ 13,774</u>

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE F - SHORT-TERM DEBT

CDA issues short-term debt to preserve volume cap when prepayments and payments from mortgages exceed the demand for new mortgages. Proceeds of the short-term debt are used to refund and to pay at maturity prior series of bonds. At the time of the refunding, prepayments and repayments of mortgage loans financed by these prior bonds are transferred to accounts in the short-term series. CDA expects to make these funds available to purchase mortgage loans upon the maturity or earlier redemption of the short-term bonds with proceeds of additional long-term bonds. By issuing the short-term debt, CDA more closely matches the rates on the short-term debt with the rates on short-term investments. When there is sufficient mortgage demand, CDA issues long-term refunding bonds to redeem the short-term debt and the prepayments and repayments are used to fund new mortgages.

Short-term debt activity for the year ended June 30, 2004 was as follows:

	Balance at June 30, 2003	Bond Activity		Balance at June 30, 2004
		Issued	Matured/ redeemed	
Residential Revenue Bonds				
2002 Series D	\$ 41,980	\$ -	\$ 41,980	\$ -
2002 Series E	67,965	-	67,965	-
2003 Series D	-	91,795	-	91,795
2003 Series E	-	128,515	-	128,515
Total	<u>\$ 109,945</u>	<u>\$ 220,310</u>	<u>\$ 109,945</u>	<u>\$ 220,310</u>

The outstanding short-term debt of \$220,310 plus the principal payments due within one year of \$25,970 equal the current portion of bonds payable and short-term debt of \$246,280 on the Statements of Net Assets.

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE F - SHORT-TERM DEBT (Continued)

Short-term debt activity for the year ended June 30, 2003 was as follows:

	Balance at June 30, 2002	Bond Activity		Balance at June 30, 2003
		Issued	Matured/ redeemed	
Residential Revenue Bonds				
2002 Series B	\$ 36,745	\$ -	\$ 36,745	\$ -
2002 Series C	60,530	-	60,530	-
2002 Series D	-	41,980	-	41,980
2002 Series E	-	67,965	-	67,965
Total	<u>\$ 97,275</u>	<u>\$ 109,945</u>	<u>\$ 97,275</u>	<u>\$ 109,945</u>

The outstanding short-term debt of \$109,945 plus the principal payments due within one year of \$60,780 equal the current portion of bonds payable and short-term debt of \$170,725 on the Statements of Net Assets.

NOTE G - BONDS PAYABLE

The bonds and notes issued by CDA are special obligations of CDA and are payable from the revenue and special funds of the applicable indenture. These bonds and notes do not constitute debt and are not guaranteed by the State of Maryland or any other program of the State of Maryland or any political subdivision.

The provisions of the Resolution require or allow for the special redemption of bonds through the use of unexpended bond proceeds and excess funds accumulated primarily through prepayment of mortgage loans. All outstanding bonds are subject to optional redemption, in whole or in part at any time, after certain dates, as specified in the respective series resolutions. The prescribed optional redemption prices range from 100% to 101.5% of the principal amount. The following lists those bonds which are at variable rates and the terms by which the variable rate changes. All other bonds have fixed interest rates.

2003 Series C and 2004 Series C

The rate is set weekly by the remarketing agent so that the market value of the bonds is as close as possible to 100% of the principal amount of the bonds. In no event will the 2004 Series C bonds bear interest at a rate in excess of 12%.

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE G - BONDS PAYABLE (Continued)

The following is a summary of the bond activity for the year ended June 30, 2004, and the debt outstanding and bonds payable as of June 30, 2004:

	Issue dated	Range of interest rates	Range of maturities	Debt Outstanding at June 30, 2003	Bond Activity			Debt Outstanding at June 30, 2004	Discounts/ premiums and other deferred costs	Bonds payable at June 30, 2004
					New bonds issued	Scheduled maturity payments	Bonds redeemed			
Residential Revenue Bonds										
1997 Series A	8/1/1997	5.60%	2017	\$ 16,355	\$ -	\$ -	\$ (60)	\$ 16,295	\$ -	\$ 16,295
1997 Series B	8/1/1997	4.80% - 5.875%	2003 - 2029	58,705	-	(1,780)	(12,770)	44,155	-	44,155
1998 Series A	1/1/1998	4.70% - 5.05%	2010 - 2017	4,640	-	-	-	4,640	-	4,640
1998 Series B	1/1/1998	4.25% - 5.35%	2003 - 2030	59,380	-	(1,280)	(9,825)	48,275	40	48,315
1998 Series D	12/1/1998	4.05% - 5.25%	2003 - 2029	54,525	-	(1,170)	(9,520)	43,835	-	43,835
1999 Series C	5/1/1999	4.70% - 4.95%	2011 - 2015	2,665	-	-	-	2,665	-	2,665
1999 Series D	5/1/1999	3.95% - 5.40%	2003 - 2031	51,610	-	(875)	(8,890)	41,845	(19)	41,826
1999 Series E	8/1/1999	4.60% - 5.70%	2005 - 2017	21,965	-	-	-	21,965	-	21,965
1999 Series F	8/1/1999	4.60% - 5.95%	2003 - 2029	42,245	-	(1,220)	(15,740)	25,285	-	25,285
1999 Series H	12/1/1999	4.70% - 6.25%	2003 - 2031	46,065	-	(870)	(32,480)	12,715	-	12,715
2000 Series A	3/1/2000	5.15% - 5.50%	2007 - 2012	7,750	-	-	(390)	7,360	-	7,360
2000 Series B	3/1/2000	5.00% - 6.15%	2003 - 2032	59,935	-	(1,050)	(36,400)	22,485	-	22,485
2000 Series C	6/1/2000	5.45% - 5.70%	2010 - 2013	5,535	-	-	(4,865)	670	-	670
2000 Series D	6/1/2000	5.20% - 6.25%	2003 - 2032	59,640	-	(1,040)	(58,600)	-	-	-
2000 Series F	8/1/2000	4.35% - 5.20%	2004 - 2014	14,960	-	-	(135)	14,825	-	14,825
2000 Series G	8/1/2000	4.55% - 5.95%	2003 - 2032	56,135	-	(1,065)	(6,065)	49,005	-	49,005
2000 Series H	12/1/2000	4.60% - 5.80%	2003 - 2032	51,495	-	(845)	(6,195)	44,455	-	44,455
2001 Series A	3/1/2001	3.65% - 5.00%	2003 - 2017	18,885	-	(1,075)	(2,700)	15,110	-	15,110
2001 Series B	3/1/2001	4.65% - 5.45%	2011 - 2032	50,435	-	-	(15,360)	35,075	-	35,075
2001 Series E	6/1/2001	3.30% - 4.65%	2003 - 2012	13,775	-	(460)	-	13,315	-	13,315
2001 Series F	6/1/2001	3.50% - 5.60%	2003 - 2032	65,720	-	(745)	(2,320)	62,655	-	62,655
2001 Series G	8/15/2001	3.05% - 4.20%	2004 - 2011	10,100	-	-	(1,715)	8,385	-	8,385
2001 Series H	8/15/2001	4.40% - 5.35%	2011 - 2033	49,885	-	-	(9,380)	40,505	-	40,505
2002 Series A	2/1/2002	2.80% - 5.45%	2004 - 2033	8,005	-	-	(25)	7,980	-	7,980
2002 Series D	2/28/2002	1.20%	12/18/03	41,980	-	(41,980)	-	-	-	-
2002 Series E	2/28/2002	1.25%	12/18/03	67,965	-	(67,965)	-	-	-	-
2003 Series A	11/1/2003	1.35% - 4.05%	2005 - 2015	-	9,550	-	-	9,550	-	9,550
2003 Series B	11/1/2003	1.65% - 5.00%	2005 - 2026	-	15,450	-	-	15,450	703	16,153
2003 Series C	12/9/2003	Variable rate	2035	-	20,000	-	-	20,000	-	20,000
2003 Series D	12/9/2003	1.17%	12/21/04	-	91,795	-	-	91,795	-	91,795
2003 Series E	12/9/2003	1.25%	12/21/04	-	128,515	-	-	128,515	-	128,515
2004 Series A	5/13/2004	1.80% - 4.20%	2006 - 2016	-	10,710	-	-	10,710	-	10,710
2004 Series B	5/13/2004	2.20% - 5.00%	2006 - 2028	-	19,290	-	-	19,290	671	19,961
2004 Series C	5/13/2004	Variable rate	2035	-	20,000	-	-	20,000	-	20,000
Total				\$ 940,355	\$ 315,310	\$ (123,420)	\$ (233,435)	\$ 898,810	\$ 1,395	\$ 900,205

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE G - BONDS PAYABLE (Continued)

The following is a summary of the bond activity and short-term debt for the year ended June 30, 2003, and the debt outstanding and bonds payable as of June 30, 2003:

	Issue dated	Range of interest rates	Range of maturities	Debt	Bond Activity			Debt	Discounts/	Bonds
				Outstanding at June 30, 2002	New bonds issued	Scheduled maturity payments	Bonds redeemed	Outstanding at June 30, 2003	premiums and other deferred costs	payable at June 30, 2003
Residential										
Revenue Bonds										
1997 Series A	8/1/1997	5.60%	2017	\$ 16,940	\$ -	\$ -	\$ (585)	\$ 16,355	\$ -	\$ 16,355
1997 Series B	8/1/1997	4.70%-5.875%	2003-2029	66,900	-	(1,695)	(6,500)	58,705	-	58,705
1998 Series A	1/1/1998	4.70%-5.05%	2010-2017	4,640	-	-	-	4,640	-	4,640
1998 Series B	1/1/1998	4.15%-5.35%	2003-2030	66,615	-	(1,225)	(6,010)	59,380	47	59,427
1998 Series D	12/1/1998	3.95%-5.25%	2003-2029	58,130	-	(1,125)	(2,480)	54,525	-	54,525
1999 Series C	5/1/1999	4.70%-4.95%	2011-2015	2,665	-	-	-	2,665	-	2,665
1999 Series D	5/1/1999	3.85%-5.40%	2003-2031	55,265	-	(840)	(2,815)	51,610	(35)	51,575
1999 Series E	8/1/1999	4.60%-5.70%	2005-2017	22,605	-	-	(640)	21,965	-	21,965
1999 Series F	8/1/1999	4.50%-5.95%	2003-2031	52,210	-	(1,160)	(8,805)	42,245	-	42,245
1999 Series H	12/1/1999	4.60%-6.25%	2003-2031	56,770	-	(830)	(9,875)	46,065	(18)	46,047
2000 Series A	3/1/2000	5.15%-5.50%	2007-2012	7,965	-	-	(215)	7,750	-	7,750
2000 Series B	3/1/2000	4.80%-6.15%	2003-2032	69,400	-	(1,000)	(8,465)	59,935	-	59,935
2000 Series C	6/1/2000	5.45%-5.70%	2010-2013	5,870	-	-	(335)	5,535	-	5,535
2000 Series D	6/1/2000	5.10%-6.25%	2003-2032	70,665	-	(990)	(10,035)	59,640	-	59,640
2000 Series F	8/1/2000	4.35%-5.20%	2004-2014	15,190	-	-	(230)	14,960	-	14,960
2000 Series G	8/1/2000	4.50%-5.95%	2003-2032	63,870	-	(1,010)	(6,725)	56,135	-	56,135
2000 Series H	12/1/2000	4.60%-5.80%	2003-2032	58,375	-	-	(6,880)	51,495	-	51,495
2001 Series A	3/1/2001	3.65%-5.00%	2003-2017	18,885	-	-	-	18,885	-	18,885
2001 Series B	3/1/2001	4.65%-5.45%	2011-2032	50,725	-	-	(290)	50,435	-	50,435
2001 Series E	6/1/2001	3.30%-4.65%	2003-2012	13,775	-	-	-	13,775	-	13,775
2001 Series F	6/1/2001	3.50%-5.60%	2003-2032	66,195	-	-	(475)	65,720	-	65,720
2001 Series G	8/15/2001	3.05%-4.20%	2004-2011	10,100	-	-	-	10,100	-	10,100
2001 Series H	8/15/2001	4.40%-5.35%	2011-2033	49,900	-	-	(15)	49,885	-	49,885
2002 Series A	2/1/2002	2.80%-5.45%	2004-2033	8,005	-	-	-	8,005	-	8,005
2002 Series B	2/28/2002	1.60%	12/19/2002	36,745	-	(36,745)	-	-	-	-
2002 Series C	2/28/2002	1.65%	12/19/2002	60,530	-	(60,530)	-	-	-	-
2002 Series D	12/18/2002	1.20%	12/18/2003	-	41,980	-	-	41,980	-	41,980
2002 Series E	12/18/2002	1.25%	12/18/2003	-	67,965	-	-	67,965	-	67,965
Total				\$ 1,008,935	\$ 109,945	\$ (107,150)	\$ (71,375)	\$ 940,355	\$ (6)	\$ 940,349

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE H - DEBT SERVICE REQUIREMENTS

As of June 30, 2004, the required principal payments for short-term debt and bonds (including mandatory sinking fund payments and special and optional redemptions that occurred subsequent to year end and excluding the effect of unamortized discounts/premiums and other deferred costs as shown in Note G) and interest payments for each of the next five years and in 5-year increments thereafter, are as follows:

<u>Years Ended June 30,</u>	<u>Interest</u>	<u>Principal</u>
2005	\$ 35,206	\$ 246,280
2006	32,493	13,945
2007	31,903	14,385
2008	31,281	15,265
2009	30,579	16,765
2010-2014	140,160	95,185
2015-2019	115,195	104,930
2020-2024	83,020	147,910
2025-2029	40,506	141,010
2030-2034	9,423	63,135
2035-2039	785	40,000
	<u> </u>	<u> </u>
Totals	<u>\$ 550,551</u>	<u>\$ 898,810</u>

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE H - DEBT SERVICE REQUIREMENTS (Continued)

As of June 30, 2003, the required principal payments for short-term debt and bonds (including mandatory sinking fund payments and special and option redemptions that occurred subsequent to year end and excluding the effect of unamortized discounts/premiums and other deferred costs as shown in Note G) and interest payments for each of the next five years and in five-year increments thereafter, are as follows:

Years ended June 30,	Interest	Principal
2004	\$ 44,846	\$ 170,725
2005	41,439	15,315
2006	40,747	16,005
2007	40,008	16,735
2008	39,218	17,520
2009-2013	182,411	100,705
2014-2018	153,726	122,540
2019-2023	116,100	152,925
2024-2028	69,331	184,450
2029-2033	18,772	141,265
2034-2038	58	2,170
	<u>58</u>	<u>2,170</u>
Total	<u>\$ 746,656</u>	<u>\$ 940,355</u>

NOTE I - BOND REFUNDINGS

Certain refundings of debt are due to the prepayments of single family mortgage loans. In these cases, CDA transfers the proceeds of the refunding bonds to a redemption account to redeem previously issued bonds and, simultaneously, transfers the prepayments of single family mortgage loans financed by these prior bonds to the refunding bonds' accounts for the purpose of originating new loans. This recycling of prepayments enables CDA to originate new loans that are not subject to the limitations of the IRS volume cap. CDA does not pay call premiums on these special redemptions, and the refundings are not undertaken to reduce interest rates, revise payment schedules or modify restrictions. CDA writes off any unamortized deferred issuance costs or original issue discounts, net of unamortized original issue premiums, as a loss in the accompanying Statements of Revenue, Expenses and Changes in Net Assets.

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE J - REBATE LIABILITY

In accordance with the Code, the Fund has recorded a rebate liability for excess investment earnings in tax-exempt bond and note issues. The excess investment earnings arise due to actual investment yields earned by the Fund being greater than yields permitted to be retained by the Fund under the Code. The Code requires 90% of such excess investment earnings to be remitted to the United States Treasury every five years and in full at the final redemption of the bonds. Interest income on the Statements of Revenue, Expenses and Changes in Net Assets is reduced by the rebate liability due to excess investment earnings. The increase/decrease in fair value of investments on the Statements of Revenue, Expenses and Changes in Net Assets is adjusted by the change in the estimated rebate liability due to change in fair value of investments.

Rebate liability activity for the year ended June 30, 2004 was as follows:

Rebate liability as of June 30, 2003	\$ 2,318
Change in estimated liability due to excess investment earnings	321
Change in estimated liability due to change in fair value of investments	(501)
Less - payments made	<u>(204)</u>
Rebate liability as of June 30, 2004	<u><u>\$ 1,934</u></u>

Total rebate liability is allocated as follows:

Estimated liability due to excess investment earnings	\$ 1,582
Estimated liability due to change in fair value of investments	<u>352</u>
Rebate liability as of June 30, 2004	<u><u>\$ 1,934</u></u>

Rebate liability activity for the year ended June 30, 2003 was as follows:

Rebate liability as of June 30, 2002	\$ 2,272
Change in estimated liability due to excess investment earnings	(43)
Change in estimated liability due to change in fair value of investments	544
Less - payments made	<u>(455)</u>
Rebate liability as of June 30, 2003	<u><u>\$ 2,318</u></u>

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE J - REBATE LIABILITY (Continued)

Total rebate liability is allocated as follows:

Estimated liability due to excess investment earnings	\$ 1,465
Estimated liability due to change in fair value of investments	<u>853</u>
Rebate liability as of June 30, 2003	<u><u>\$ 2,318</u></u>

NOTE K - LONG-TERM OBLIGATIONS

Changes in long-term obligations for the year ended June 30, 2004 were as follows:

	Beginning balance	Additions	Reductions	Change in deferred amounts for issuance discounts/premiums	Due within one year	Ending balance
Long-term bonds payable	\$ 769,624	\$ 315,310	\$ (186,130)	\$ 1,401	\$ (246,280)	\$ 653,925
Rebate liability	<u>2,200</u>	<u>321</u>	<u>(587)</u>	<u>-</u>	<u>(251)</u>	<u>1,683</u>
Total long-term liabilities	<u><u>\$ 771,824</u></u>	<u><u>\$ 315,631</u></u>	<u><u>\$ (186,717)</u></u>	<u><u>\$ 1,401</u></u>	<u><u>\$ (246,531)</u></u>	<u><u>\$ 655,608</u></u>

Changes in long-term obligations for the year ended June 30, 2003 were as follows:

	Beginning balance	Additions	Reductions	Change in deferred amounts for issuance discounts/premiums	Due within one year	Ending balance
Long-term bonds payable	\$ 901,783	\$ 109,945	\$ (71,373)	\$ (6)	\$ (170,725)	\$ 769,624
Rebate liability	<u>2,272</u>	<u>501</u>	<u>(455)</u>	<u>-</u>	<u>(118)</u>	<u>2,200</u>
Total long-term liabilities	<u><u>\$ 904,055</u></u>	<u><u>\$ 110,446</u></u>	<u><u>\$ (71,828)</u></u>	<u><u>\$ (6)</u></u>	<u><u>\$ (170,843)</u></u>	<u><u>\$ 771,824</u></u>

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE L - INTERFUND ACTIVITY

In accordance with the Resolution, net assets in Residential Revenue Bonds are restricted and pledged to bondholders. However, restricted assets may be transferred to other funds, subject to the provisions of the Resolution. Generally, an officer of CDA must authorize such withdrawals and a cash flow analysis must demonstrate that sufficient monies remain in the Resolution to meet the obligations of the Fund in current and future years.

During the years ended June 30, 2004 and 2003, the Fund transferred the following amounts, as permitted among Funds:

	<u>2004</u>	<u>2003</u>
Single family commitment fees transferred to the General Bond Reserve Fund	\$ (140)	\$ (723)
Cost of issuance on bonds transferred from Single Family Program Bonds	1,101	189
Transfer surplus funds for loan originations from Single Family Program Bonds	<u>45,000</u>	<u>-</u>
	<u>\$ 45,961</u>	<u>\$ (534)</u>

As of June 30, 2004 and 2003, due to other Funds consisted of the following:

	<u>2004</u>	<u>2003</u>
Servicer receipts for participation loans due to Single Family Program Bonds	<u>\$ 937</u>	<u>\$ 146</u>

NOTE M - MORTGAGE INSURANCE

All mortgage loans in the Fund have mortgage insurance as described in Note D.

FHA insured loans in Residential Revenue Bonds are insured in an amount equal to the unpaid principal amount of the loan. All other loans are insured by the VA or USDA/RD at various coverages. These coverage levels are sufficient so that no pool insurance or reserves are required. Premiums are paid by single family mortgagors.

Community Development Administration
Residential Revenue Bonds

NOTES TO FINANCIAL STATEMENTS - CONTINUED
(in thousands)

June 30, 2004 and 2003

NOTE N - PENSION AND OTHER POST-RETIREMENT BENEFITS

Eligible employees of CDA and employees of the State of Maryland are covered under the retirement plans of the State Retirement and Pension System of Maryland (System) and are also entitled to certain healthcare benefits upon retirement. CDA's only obligation for retirement and post-employment benefits is its required annual contribution, which was paid in full by CDA to the State of Maryland prior to year end. The System prepares a separate audited Comprehensive Annual Financial Report which can be obtained from the State Retirement and Pension System of Maryland, 120 East Baltimore Street, Baltimore, Maryland 21202 or by visiting the website at www.sra.state.md.us.

NOTE O - SUBSEQUENT EVENTS

Subsequent to the year ended June 30, 2004, the following bond activity took place:

On August 2, 2004, CDA redeemed the following bonds:

2003 Series E	\$ 16,080
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On August 12, 2004, CDA issued the following bonds:

2004 Series D	\$12,960
2004 Series E	\$27,040
2004 Series F	\$20,000

On September 13, 2004, CDA redeemed the following bonds:

2000 Series B	\$13,035
2001 Series H	\$ 350

NOTE P - COMMITMENTS

As of June 30, 2004, CDA had approximately \$65,000 in reservations for single family mortgages at interest rates ranging from 4.75% to 5.5%. CDA plans to purchase these loans with proceeds from the Fund.

Community Development Administration
Residential Revenue Bonds

SUPPLEMENTAL DISCLOSURES OF CHANGE
IN FAIR VALUE OF INVESTMENTS
(in thousands)
(unaudited)

June 30, 2004 and 2003

During fiscal year 1997, CDA adopted the provisions of Governmental Accounting Standards Board (GASB) Statement No. 31. This statement requires the financial statements of CDA to reflect investments at fair value and the increase or decrease in fair value is included on the Statements of Revenue, Expenses and Changes in Net Assets.

For investments held by CDA as of June 30, 2004, the following schedule summarizes the increase/decrease in fair value for each of these years and the cumulative difference between fair value and amortized cost:

FY 2000	\$	(227)
FY 2001		551
FY 2002		97
FY 2003		544
FY 2004		<u>(674)</u>
Cumulative total	\$	<u><u>291</u></u>

Reconciliation to Statements of Revenue, Expenses and Changes in Net Assets:

Decrease in fair value of investments held at June 30, 2004	\$	(674)
Increase in fair value of matured investments		57
Adjustment due to rebate liability (See Note J)		<u>501</u>
Decrease in fair value of investments, net of rebate, as reported on the Statements of Revenue, Expenses and Changes in Net Assets for the year ended June 30, 2004	\$	<u><u>(116)</u></u>

Community Development Administration
Residential Revenue Bonds

SUPPLEMENTAL DISCLOSURES OF CHANGE
IN FAIR VALUE OF INVESTMENTS - CONTINUED
(in thousands)
(unaudited)

June 30, 2004 and 2003

For investments held by CDA as of June 30, 2003, the following schedule summarizes the increase/decrease in fair value for each of these years and the cumulative difference between fair value and amortized cost:

FY 2000	\$ (227)
FY 2001	551
FY 2002	97
FY 2003	<u>544</u>
Cumulative total	<u><u>\$ 965</u></u>

Reconciliation to Statements of Revenue, Expenses and Changes in Net Assets:

Increase in fair value of investments held at June 30, 2003	\$ 544
Decrease in fair value of matured investments	(161)
Adjustment due to rebate liability (See Note J)	<u>(544)</u>
Decrease in fair value of investments, net of rebate, as reported on the Statements of Revenue, Expenses and Changes in Net Assets for the year ended June 30, 2003	<u><u>\$ (161)</u></u>

**COMMUNITY DEVELOPMENT ADMINISTRATION
RESIDENTIAL REVENUE BONDS**

**Unaudited Interim Financial Statements
For the three month period ended
September 30, 2004**

Community Development Administration
Residential Revenue Bonds

Balance Sheets
(in thousands)

As of September 30, 2004 and June 30, 2004

	9/30/2004 (Unaudited)	6/30/2004 (Audited)
Restricted assets		
Restricted current assets:		
Cash on deposit with trustee	\$ 93,437	\$ 104,153
Investments	218,692	209,317
Single family mortgage loans	11,264	10,655
Accrued interest and other receivables	11,354	12,785
Total restricted current assets	<u>334,747</u>	<u>336,910</u>
Restricted long-term assets:		
Investments, net of current portion	26,547	28,613
Single family mortgage loans, net of current portion	642,311	625,105
Deferred bond issuance costs	6,192	5,875
Total restricted long-term assets	<u>675,050</u>	<u>659,593</u>
Total restricted assets	<u>\$ 1,009,797</u>	<u>\$ 996,503</u>
Liabilities and net assets		
Current liabilities:		
Accrued interest payable	\$ 3,237	\$ 11,916
Accounts payable	49	632
Rebate liability	464	251
Bonds payable and short-term debt	251,380	246,280
Due to other funds	1,282	937
Total current liabilities	<u>256,412</u>	<u>260,016</u>
Long-term liabilities:		
Rebate liability, net of current portion	1,093	1,683
Bonds payable, net of current portion	669,025	653,925
Total long-term liabilities	<u>670,118</u>	<u>655,608</u>
Total liabilities	<u>926,530</u>	<u>915,624</u>
Net assets:		
Restricted	<u>83,267</u>	<u>80,879</u>
Total net assets	<u>83,267</u>	<u>80,879</u>
Total liabilities and net assets	<u>\$ 1,009,797</u>	<u>\$ 996,503</u>

See accompanying notes.

Community Development Administration
Residential Revenue Bonds

Statements of Revenue, Expenses and Changes in Net Assets
(in thousands)

For the three months ended September 30, 2004 and September 30, 2003

	9/30/2004 (Unaudited)	9/30/2003 (Unaudited)
Operating revenue		
Interest on mortgage loans	\$ 9,288	\$ 9,854
Interest income on investments, net of rebate	2,088	1,521
Increase (decrease) in fair value of investments, net of rebate	87	(5)
Fee income	264	457
Gain on foreclosure claims	36	-
	<u>11,763</u>	<u>11,827</u>
Operating expenses		
Interest expense on bonds and short-term debt	9,363	11,356
Trustee, legal and mortgage servicing costs	237	558
Amortization of bond issuance costs	141	118
Loss on early retirement of debt	136	423
Origination expenses	31	-
Other operating expenses	54	1
	<u>9,962</u>	<u>12,456</u>
Operating income	<u>1,801</u>	<u>(629)</u>
Transfers of funds, net, as permitted by the various bond indentures	587	(53)
Changes in net assets	<u>\$ 2,388</u>	<u>\$ (682)</u>
Changes in net assets		
Net assets at beginning of period	\$ 80,879	\$ 35,642
Changes in net assets	2,388	(682)
Net assets at end of period	<u>\$ 83,267</u>	<u>\$ 34,960</u>

See accompanying notes.

Community Development Administration
Residential Revenue Bonds

Statements of Cash Flows
(in thousands)

For the three months ended September 30, 2004 and September 30, 2003

	9/30/2004 (Unaudited)	9/30/2003 (Unaudited)
Cash flows from operating activities		
Principal and interest received on mortgage loans	\$ 44,548	\$ 70,045
Mortgage insurance claims received	2,280	1,540
Foreclosure expenses paid	(140)	(33)
Loan fees received	12	14
Origination fees disbursed	(747)	-
Purchase of mortgage loans	(52,147)	(10,876)
Trustee, legal and mortgage servicing costs	(220)	(558)
Other expenses paid	(54)	(1)
Other reimbursements	(600)	-
Net cash from operating activities	<u>(7,068)</u>	<u>60,131</u>
Cash flows from investing activities		
Proceeds from maturities or sales of investments	51,815	22,084
Purchases of investments	(58,774)	(15,388)
Arbitrage rebates paid	(19)	-
Interest received on investments	1,179	2,035
Net cash from investing activities	<u>(5,799)</u>	<u>8,731</u>
Cash flows from noncapital financing activities		
Proceeds from sale of bonds	60,697	-
Payments on bond principal	(40,485)	(59,285)
Bond issuance costs	(594)	-
Interest on bonds and short-term debt	(18,054)	(23,315)
Transfers among Funds	587	(53)
Net cash from noncapital financing activities	<u>2,151</u>	<u>(82,653)</u>
Net decrease in cash on deposit with trustee	(10,716)	(13,791)
Cash on deposit with trustee at beginning of period	<u>104,153</u>	<u>116,471</u>
Cash on deposit with trustee at end of period	<u>\$ 93,437</u>	<u>\$ 102,680</u>

Community Development Administration
Residential Revenue Bonds

Statements of Cash Flows
(in thousands)

For the three months ended September 30, 2004 and September 30, 2003

	9/30/2004 (Unaudited)	9/30/2003 (Unaudited)
Reconciliation of operating income to net cash from operating activities		
Operating income (loss)	\$ 1,801	\$ (629)
Adjustments to reconcile operating income to net cash from operating activities --		
Decrease (increase) in assets		
Mortgage loans	(16,847)	48,777
Accrued interest and other receivables	1,431	1,267
Due from other Funds	(9)	(445)
Increase (decrease) in liabilities		
Accounts payable	(583)	-
Rebate liability	(377)	(302)
Accrued interest payable	(8,679)	(11,958)
Due to other Funds	354	1,728
Amortizations		
Deferred income and expense on loans	(233)	(457)
Investment discounts and premiums	(61)	10
Bond original issue discounts and premiums	(12)	(2)
Deferred bond issuance costs	141	118
(Increase) decrease in fair value of investments	(289)	307
Loan fees and expenses deferred	(735)	14
Arbitrage rebates paid	19	-
Loss on early retirement of debt	136	423
Interest received on investments	(1,179)	(2,035)
Interest on bonds and short-term debt	18,054	23,315
Net cash from operating activities	<u>\$ (7,068)</u>	<u>\$ 60,131</u>

See accompanying notes.

Community Development Administration
Residential Revenue Bonds

Notes to Unaudited Interim Financial Statements
(in thousands)

September 30, 2004

1. Basis of presentation:

In the opinion of management, the accompanying interim financial statements of the Community Development Administration (CDA) Residential Revenue Bonds present fairly the financial position at September 30, 2004 and the results of its operations for the three months ended September 30, 2004 and September 30, 2003. These interim financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the financial position and results of operations. The September 30, 2004 financial statements are unaudited, and certain information and footnote disclosures normally included in the annual financial statements have been omitted. Readers of these statements should refer to the financial statements and notes thereto as of June 30, 2004 and for the year then ended, which have been included elsewhere in this disclosure. The results of operations presented in the accompanying financial statements are not necessarily representative of operations for the entire year.

2. Investments:

In accordance with GASB 31, CDA reflects investments at fair value. As of September 30, 2004, the fair value of the investments was \$245,239 of which \$244,659 was the cost of these investments and \$580 was the cumulative increase in fair value. The increase in fair value of investments for the period ended September 30, 2004 was \$289. The increase was offset by \$202 of increased estimated rebate liability for the period ended September 30, 2004.

3. Mortgage loans:

During the three months ended September 30, 2004, CDA purchased single family loans in the amount of \$52,147.

4. Bonds Payable:

On August 2, 2004 and September 13, 2004, CDA redeemed, prior to maturity, \$16,080 and \$13,385, respectively, of Residential Revenue Bonds and incurred a loss of \$10 and \$126, respectively.

On August 12, 2004, CDA issued \$60,000 of Residential Revenue Bonds 2004 Series D, E and F. Series D and E bonds have interest rates of 2.20% to 5.25% with maturities ranging from September 1, 2006 to March 1, 2030. Series F bonds are variable rate bonds with a maturity of September 1, 2035.

5. Subsequent events:

On October 1, 2004 and November 10, 2004, CDA redeemed, prior to maturity, \$17,230 and \$17,240, respectively, of Residential Revenue Bonds.

On December 17, 2004 and December 20, 2004, CDA redeemed, prior to maturity, \$16,930 and \$225, respectively, of Residential Revenue Bonds.

On November 10, 2004, CDA issued \$60,000 of Residential Revenue Bonds 2004 Series G, H and I. Also, on November 10, 2004, CDA issued short-term debt of \$170,055 of Residential Revenue Bonds 2004 Series J and K.

6. Reclassification:

Certain 2003 amounts have been reclassified to conform to 2004 financial statement presentation.

APPENDIX I

INVESTMENTS HELD IN THE RESIDENTIAL REVENUE BOND FUNDS As of September 30, 2004

<u>Account</u>	<u>Principal Balance</u>		<u>Guaranteed Investment Contract Provider and Other Investments</u>	<u>Rate of Earnings</u>	<u>Maturity</u>
<u>Program Fund</u>					
1998 Residential Revenue Bonds, Series A and B	\$566,000		Money Market Funds	Varies	On demand
1999 Residential Revenue Bonds, Series C and D	\$700,000		Money Market Funds	Varies	On demand
2000 Residential Revenue Bonds, Series H	\$1,175,000		Money Market Funds	Varies	On demand
2001 Residential Revenue Bonds, Series E and F	\$80,794		Money Market Funds	Varies	On demand
2001 Residential Revenue Bonds, Series E and F	\$339,796	(1)	FNMA Discount Notes	1.56%	10/13/2004
2001 Residential Revenue Bonds, Series G and H	\$162,605		Money Market Funds	Varies	On demand
2001 Residential Revenue Bonds, Series G and H	\$285,400		Trinity Plus Funding Company, LLC	3.457%	6/1/2005
2001 Residential Revenue Bonds, Series H	\$1,304,217	(1)	FNMA Discount Notes	1.56%	10/13/2004
2002 Residential Revenue Bonds, Series A	\$3,652,807	(1)	FNMA Discount Notes	1.56%	10/13/2004
2003 Residential Revenue Bonds, Series D and E	\$115,881,070	(1)	Federal Home Loan Bank	1.515%	12/21/2004
2003 Residential Revenue Bonds, Series E	\$83,893,985	(1)	Federal Home Loan Bank	1.41%	10/28/2004
2004 Residential Revenue Bonds, Series D, E and F	\$2,916,821		Money Market Funds	Varies	On demand
<u>Revenue (Float) Fund</u>					
1997 Residential Revenue Bonds, Series A and B	\$1,770,729		Westdeutsche Landesbank Gironzentrale, New York Branch	5.96%	9/1/2029
1998 Residential Revenue Bonds, Series A and B	\$5,105,835		AIG Matched Funding Corp.	5.30%	9/1/2030
<u>Reserve Fund</u>					
1997 Residential Revenue Bonds, Series A and B	\$1,174,139		AIG Matched Funding Corp.	6.24%	9/1/2029
1998 Residential Revenue Bonds, Series A and B	\$1,038,696		AIG Matched Funding Corp.	5.68%	9/1/2030
1998 Residential Revenue Bonds, Series D	\$1,231,569		Westdeutsche Landesbank Gironzentrale, New York Branch	5.22%	9/1/2029
1999 Residential Revenue Bonds, Series C and D	\$1,176,471		Westdeutsche Landesbank Gironzentrale, New York Branch	5.82%	9/1/2031
1999 Residential Revenue Bonds, Series E and F	\$1,912,828	(1)	Federal Home Loan Mortgage Corp.	6.75%	9/15/2029
1999 Residential Revenue Bonds, Series H	\$1,434,174	(1)	Federal Home Loan Mortgage Corp.	6.75%	9/15/2029
2000 Residential Revenue Bonds, Series A and B	\$909,649		AIG-MF L.L.C.	6.29%	9/1/2032
2000 Residential Revenue Bonds, Series C and D	\$834,975		AIG-MF L.L.C.	6.29%	9/1/2032
2000 Residential Revenue Bonds, Series F and G	\$1,023,450		AIG-MF L.L.C.	6.29%	9/1/2032

<u>Account</u>	<u>Principal Balance</u>		<u>Guaranteed Investment Contract Provider and Other Investments</u>	<u>Rate of Earnings</u>	<u>Maturity</u>
2000 Residential Revenue Bonds, Series H	\$576,386		AIG Matched Funding Corp.	5.94%	9/1/2032
2001 Residential Revenue Bonds, Series A and B	\$990,620		AIG Matched Funding Corp.	5.94%	9/1/2032
2001 Residential Revenue Bonds, Series E and F	\$1,374,199		AIG Matched Funding Corp.	5.94%	9/1/2032
2001 Residential Revenue Bonds, Series G and H	\$1,210,321	(1)	Federal Home Loan Mortgage Corp.	6.25%	7/15/2032
2002 Residential Revenue Bonds, Series A	\$161,500	(1)	Federal Home Loan Mortgage Corp.	6.25%	7/15/2032
2003 Residential Revenue Bonds, Series A, B and C	\$78,899		Money Market Funds	Varies	On demand
2003 Residential Revenue Bonds, Series A, B and C	\$922,143	(1)	Federal Home Loan Mortgage Corp.	6.25%	7/15/2032
2003 Residential Revenue Bonds, Series D and E	\$4,315,839	(1)	Federal Home Loan Bank discount	1.515%	12/21/2004
2004 Residential Revenue Bonds, Series A, B and C	\$993,700		Money Market Funds	Varies	On demand
2004 Residential Revenue Bonds, Series D, E and F	\$1,190,400		Money Market Funds	Varies	On demand
<u>Collateral Reserve Fund (2)</u>					
1997 Residential Revenue Bonds	\$3,699,037		Westdeutsche Landesbank Gironzentrale, New York Branch	5.96%	9/1/2029
<u>Warehouse Loan Fund (3)</u>					
Residential Revenue Bonds	\$22,523,175		Money Market Funds	Varies	On demand
Residential Revenue Bonds	\$6,010,798	(1)	FNMA Discount Notes	1.548%	10/6/2004
Residential Revenue Bonds	\$3,008,194	(1)	FNMA Discount Notes	1.56%	10/13/2004

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- (1) In keeping with the provisions of GASB 31, these investments are reported at fair value. The total book value at September 30, 2004 for the investments referenced was \$223,467,617, and the increase in fair value of these investments was \$580,055.
- (2) The Collateral Reserve Fund was established under the Bond Resolution at the time the 1997 Residential Revenue Bonds Series A and Series B were issued. These investments do not include the investments for the Warehouse Loan Fund, an account under the Collateral Reserve Fund, which is described below.
- (3) The Warehouse Loan Fund was established by transferring \$45,000,000 in excess revenues from the 1980 General Certificate (Single Family Program Bonds). It provides an interim funding source for loans purchased between issuances of Residential Revenue Bonds.

APPENDIX J

RESIDENTIAL REVENUE BOND PROGRAM LOAN PORTFOLIO BY BOND SERIES AND INTEREST RATE AS OF SEPTEMBER 30, 2004

Sources of Funds	Mortgage Loan Interest Rate		Original Number of Loans	Original Principal Amount (2) - \$	Number of Outstanding Loans	Outstanding Principal Balance (2) - \$
Collateral Reserve Fund			106	8,764,712	89	6,632,549
	4.000%	(3)	106	8,764,712	89	6,632,549
1997 Series A			198	16,992,005	110	7,968,780
	4.000%		41	3,633,437	33	2,559,828
	6.000%		1	81,100	0	0
	6.400%		155	13,233,055	76	5,366,512
	7.500%		1	44,413	1	42,440
1997 Series B			999	81,171,892	575	40,249,547
	4.000%		210	17,674,896	170	12,668,178
	5.500%	(4), (4.1)	48	3,436,397	32	2,008,718
	6.400%		732	59,127,375	369	25,223,106
	6.900%		9	933,224	4	349,545
1998 Series A			61	4,552,300	51	3,479,165
	5.000%		49	3,602,864	42	2,836,430
	6.100%		12	949,436	9	642,735
1998 Series B			898	74,306,563	532	38,242,707
	5.500%	(4), (4.2)	201	16,692,492	130	9,425,400
	6.100%		664	54,369,384	386	27,489,796
	6.250%		9	1,033,541	5	496,549
	6.500%		3	297,847	1	75,019
	6.750%		21	1,913,299	10	755,942
1998 Series D			708	61,727,224	477	37,659,648
	4.000%	(4), (4.3)	33	1,909,980	29	1,516,142
	5.500%	(4), (4.4)	647	56,978,406	428	34,245,496
	5.500%		11	982,596	10	924,450
	6.375%		17	1,856,242	10	973,560
1999 Series C			25	2,584,548	20	1,944,582
	5.000%		20	1,982,759	17	1,628,947
	6.000%		0	0	0	0
	6.125%		1	124,287	0	0
	6.900%		4	477,502	3	315,635
1999 Series D			592	56,333,589	335	28,089,816
	6.000%		151	14,090,538	87	7,196,030

Sources of Funds	Mortgage Loan Interest Rate	Original Number of Loans	Original Principal Amount (2) - \$	Number of Outstanding Loans	Outstanding Principal Balance (2) - \$
	6.125%	352	33,808,916	201	16,875,450
	6.500%	89	8,434,135	47	4,018,336
1999 Series E		597	22,351,652	425	9,732,413
	4.750% (5), (5.8)	85	394,307	84	384,932
	4.950% (5), (5.7)	37	989,443	36	950,369
	5.750% (5), (5.1)	287	3,771,241	232	2,886,310
	4.950%	3	290,716	3	287,544
	6.000%	1	161,100	0	0
	6.125%	5	565,650	2	188,789
	6.750%	73	6,559,151	34	2,607,123
	7.000%	106	9,620,044	34	2,427,346
1999 Series F		596	56,193,694	258	20,708,710
	6.000%	0	0	0	0
	6.125%	1	80,600	1	75,010
	6.500%	265	24,041,780	133	10,670,346
	6.750%	69	6,780,630	33	2,719,288
	6.900%	2	234,547	0	0
	7.000%	214	20,439,573	82	6,715,717
	7.250%	9	924,241	3	192,279
	7.500%	36	3,692,323	6	336,070
1999 Series H		614	58,868,174	257	21,499,530
	6.000%	158	16,020,135	102	9,476,748
	6.250%	1	64,450	1	61,962
	7.000%	254	23,728,090	97	7,581,344
	7.250%	142	13,335,578	45	3,469,436
	7.500%	59	5,719,921	12	910,040
2000 Series A		83	7,818,452	39	3,189,656
	6.900%	75	7,002,330	37	3,044,556
	7.000%	1	64,648	1	61,044
	7.500%	7	751,474	1	84,056
2000 Series B		744	68,248,330	435	32,805,098
	5.000% (5), (5.3)	71	1,265,057	71	1,232,309
	5.000%	25	2,528,717	18	1,713,161
	5.050% (5), (5.6)	17	375,455	17	369,198
	5.750%	98	11,039,408	77	7,982,685
	5.875%	123	11,767,170	106	9,578,477
	6.900%	157	15,753,125	69	5,658,464
	7.250%	253	25,519,399	77	6,270,804
2000 Series C		63	5,975,178	19	1,394,446
	7.125%	1	39,979	1	37,057

Sources of Funds	Mortgage Loan Interest Rate	Original Number of Loans	Original Principal Amount (2) - \$	Number of Outstanding Loans	Outstanding Principal Balance (2) - \$
	7.250%	62	5,935,199	18	1,357,389
2000 Series D		729	72,613,685	355	30,868,971
	4.750%	3	291,990	3	286,397
	5.000% (5), (5.3)	71	5,750,253	71	5,601,398
	5.750%	26	2,821,884	24	2,520,461
	5.875%	36	3,765,184	28	2,820,489
	6.000%	13	1,460,445	8	776,888
	6.250%	14	1,479,231	10	992,191
	6.900%	9	968,942	4	362,555
	7.000%	7	643,123	2	118,209
	7.125%	335	34,038,611	120	10,351,914
	7.250%	199	19,866,106	78	6,508,714
	7.500%	16	1,527,916	7	529,755
2000 Series F		162	14,922,531	71	5,722,878
	6.000%	0	0	0	0
	6.750%	144	13,222,053	67	5,437,452
	7.000%	12	1,167,793	1	33,643
	7.125%	6	532,685	3	251,783
2000 Series G		880	63,725,157	608	35,991,152
	5.000% (4), (4.5)	347	27,059,330	253	18,368,492
	5.000% (5), (5.4)	189	3,755,747	179	3,439,851
	5.500%	2	129,312	2	126,436
	5.875%	88	8,037,054	77	6,766,967
	6.750%	1	87,500	1	83,173
	6.900%	23	2,681,774	9	811,890
	7.000%	96	9,293,184	37	2,874,829
	7.125%	45	4,333,000	19	1,293,821
	7.250%	42	3,960,526	19	1,374,555
	7.500%	47	4,387,730	12	851,139
2000 Series H		618	53,429,090	319	21,646,175
	4.750% (5), (5.8)	85	1,636,729	84	1,597,817
	5.500%	28	2,353,445	25	2,048,584
	5.875%	29	3,461,107	23	2,597,691
	6.000%	26	2,446,210	18	1,486,599
	6.125%	1	148,100	1	123,316
	6.250%	17	1,979,952	8	981,992
	6.375%	95	9,077,429	59	4,814,603
	6.500%	2	181,700	1	83,879
	6.600%	3	273,077	0	0
	6.750%	21	2,103,350	13	1,200,029
	7.000%	82	7,663,564	36	2,916,747
	7.125%	2	182,379	1	46,399
	7.250%	49	5,175,460	13	973,105

Sources of Funds	Mortgage Loan Interest Rate		Original Number of Loans	Original Principal Amount (2) - \$	Number of Outstanding Loans	Outstanding Principal Balance (2) - \$
	7.500%		178	16,746,588	37	2,775,414
2001 Series A			443	15,488,359	412	13,653,579
	4.000%	(5), (5.2)	392	14,406,838	362	12,609,565
	4.750%	(5), (5.5)	51	1,081,521	50	1,044,013
2001 Series B			464	38,677,739	401	31,048,974
	4.750%	(5), (5.8)	85	5,491,320	84	5,360,768
	5.875%	(4), (4.6)	117	10,873,159	86	7,128,021
	5.000%	(5), (5.4)	189	15,022,989	179	13,759,404
	5.875%		14	1,448,897	9	838,983
	6.125%		59	5,841,374	43	3,961,798
2001 Series E			141	13,490,845	119	10,608,915
	5.500%		18	1,544,567	16	1,277,206
	5.750%		44	4,470,263	33	3,096,941
	5.875%		79	7,476,015	70	6,234,768
2001 Series F			751	64,962,862	584	46,700,859
	4.000%	(4), (4.8)	104	5,671,011	96	4,938,131
	4.950%	(5), (5.7)	37	3,049,101	36	2,928,688
	5.050%	(5), (5.6)	17	1,256,956	17	1,236,010
	5.750%	(5), (5.1)	287	24,782,543	232	18,967,259
	5.250%		2	201,888	2	196,718
	5.750%		2	185,850	1	108,624
	5.875%		39	4,184,509	36	3,708,805
	6.000%	(4), (4.7)	58	5,690,025	35	3,365,031
	6.000%		2	201,633	0	0
	6.125%		136	13,362,933	100	8,886,223
	6.250%		42	3,830,881	20	1,585,824
	6.375%		2	197,476	1	69,093
	6.500%		1	94,242	1	89,165
	6.750%		4	409,076	2	228,359
	6.900%		2	180,206	0	0
	7.000%		4	351,960	1	59,068
	7.125%		8	917,816	1	48,585
	7.250%		4	394,755	3	285,277
2001 Series G			101	9,909,563	87	8,158,646
	5.000%		13	1,430,799	12	1,273,323
	5.750%		17	1,795,404	13	1,252,346
	5.875%		71	6,683,360	62	5,632,976
2001 Series H			579	37,198,847	529	32,130,855
	4.000%	(5), (5.2)	392	20,955,436	362	18,341,216

Sources of Funds	Mortgage Loan Interest Rate		Original Number of Loans	Original Principal Amount (2) - \$	Number of Outstanding Loans	Outstanding Principal Balance (2) - \$
	4.750%	(5), (5.5)	51	3,424,816	50	3,306,043
	5.000%		27	2,782,283	26	2,605,972
	5.250%		6	683,303	4	380,559
	5.500%		56	4,330,052	52	3,995,184
	5.750%		41	4,426,872	30	3,046,941
	5.875%		6	596,085	5	454,941
2002 Series A			40	4,107,148	39	3,962,089
	4.950%		23	2,443,293	23	2,404,563
	5.000%		4	398,607	4	390,310
	5.050%		7	739,784	7	728,373
	5.500%		4	315,855	4	310,664
	5.750%		2	209,609	1	128,178
2003 Series A			79	9,224,370	79	9,118,056
	4.000%		3	173,550	3	170,989
	4.950%		74	8,751,820	74	8,652,499
	5.050%		1	170,600	1	167,678
	5.750%		1	128,400	1	126,890
2003 Series B			142	15,582,439	142	15,368,358
	4.000%		14	767,050	14	755,308
	4.950%		122	14,177,671	122	13,985,920
	5.000%		2	156,400	2	153,169
	5.050%		3	409,918	3	403,847
	5.500%		1	71,400	1	70,115
2003 Series C			167	19,315,068	164	18,578,251
	4.000%		2	109,600	2	107,833
	4.950%		161	18,775,840	158	18,049,433
	5.050%		3	284,628	3	277,855
	5.250%		1	145,000	1	143,130
2004 Series A			90	10,360,109	89	10,076,882
	4.000%		1	54,800	1	54,080
	4.950%		89	10,305,309	88	10,022,803
2004 Series B			183	19,346,007	183	19,154,670
	4.000%		13	748,950	13	738,273
	4.750%		29	2,279,721	29	2,256,157
	4.950%		140	16,177,065	140	16,022,021
	5.050%		1	140,271	1	138,220
2004 Series C			172	19,335,622	172	19,156,364
	4.950%		172	19,335,622	172	19,156,364
2004 Series D			83	9,977,645	83	9,929,438

Sources of Funds	Mortgage Loan Interest Rate	Original Number of Loans	Original Principal Amount (2) - \$	Number of Outstanding Loans	Outstanding Principal Balance (2) - \$
	4.950%	83	9,977,645	83	9,929,438
2004 Series E		232	26,717,599	232	26,594,390
	4.750%	20	1,582,179	20	1,572,687
	4.875%	20	1,922,743	20	1,918,862
	4.950%	156	18,716,672	156	18,621,144
	5.250%	35	4,391,866	35	4,377,672
	5.500%	1	104,139	1	104,025
2004 Series F		157	19,145,704	157	19,096,572
	4.875%	12	1,215,300	12	1,215,300
	4.950%	59	6,876,147	59	6,851,099
	5.125%	18	2,448,119	18	2,444,916
	5.250%	19	2,666,673	19	2,660,544
	5.500%	49	5,939,465	49	5,924,713
2004 Series H		27	3,475,850	27	3,466,365
	4.950%	25	3,178,866	25	3,169,936
	5.250%	2	296,984	2	296,430
2004 Series I		78	9,897,709	78	9,894,295
	5.500%	<u>78</u>	<u>9,897,709</u>	<u>78</u>	<u>9,894,295</u>
Total All Series (5)		<u>11,388</u>	<u>1,076,792,261</u>	<u>7,437</u>	<u>654,523,382</u>

Notes:

(1) For information on the status of remaining funds from prior Series of Bonds, see “Existing Portfolio and Available Funds Under the Bond Resolution - Status of Available Funds” above.

(2) Individual amounts may not add up to the total amount because of rounding.

(3) The Collateral Reserve Fund is a fund established under the Bond Resolution at the time the 1997 Series A Bonds and the 1997 Series B Bonds were issued.

(4) The mortgage rate paid by the borrower is derived from a blend of proceeds from a series of Residential Revenue Bonds and proceeds from the 1999 First Series Bonds issued under the General Certificate and loaned at 0.00%. (See the below table for detail)

Footnote No.	Indenture	Blended Series	Interest Rate by Series	Interest Rate to Borrower	No. of All Loans	Original Principal Amount	Number of Loans Outstanding	Outstanding Principal Amount
(4.1)	Residential Revenue Bond	1997 Series B	6.40%	5.50%	48	\$3,436,397	32	\$2,008,718
	1980 General Certificate	1999 First Series	0.00%			562,319		328,699
(4.2)	Residential Revenue Bond	1998 Series B	6.10%	5.50%	201	16,692,492	130	9,425,400
	1980 General Certificate	1999 First Series	0.00%			1,821,006		1,028,229
(4.3)	Residential Revenue Bond	1998 Series D	5.96%	4.00%	33	1,909,980	29	1,516,142
	1980 General Certificate	1999 First Series	0.00%			935,890		742,909
(4.4)	Residential Revenue Bond	1998 Series D	5.96%	5.50%	647	56,978,406	428	34,245,496
	1980 General Certificate	1999 First Series	0.00%			4,765,453		2,864,160
(4.5)	Residential Revenue Bond	2000 Series G	6.75%, 7.5%	5.00%	347	27,059,330	253	18,368,492
	1980 General Certificate	1999 First Series	0.00%			11,858,237		7,939,851
(4.6)	Residential Revenue Bond	2001 Series B	6.625%	5.875%	117	10,873,159	86	7,128,021
	1980 General Certificate	1999 First Series	0.00%			1,388,069		909,964
(4.7)	Residential Revenue Bond	2001 Series F	6.625%	6.00%	58	5,690,025	35	3,365,031
	1980 General Certificate	1999 First Series	0.00%			592,714		350,526
(4.8)	Residential Revenue Bond	2001 Series F	6.625%	4.00%	104	5,671,011	96	4,938,131
	1980 General Certificate	1999 First Series	0.00%			3,721,595		3,240,643

(5) The mortgage rate paid by the borrower is derived from a blend of proceeds from different series of Residential Revenue Bonds. (See the table below for detail). The total number of loans is adjusted to avoid a double count of the number of loans financed with proceeds of different series issued under the Bond Resolution.

Footnote No.	Indenture	Blended Series	Interest Rate by Series	Interest Rate to Borrower	No. of All Loans	Original Principal Amount	Number of Loans Outstanding	Outstanding Principal Amount
(5.1)	Residential Revenue Bond	2001 Series F	6.625%	5.75%	287	\$24,782,543	232	\$18,967,259
	Residential Revenue Bond	1999 Series E	0.00%			3,771,241		2,886,310
(5.2)	Residential Revenue Bond	2001 Series H	6.750%	4.00%	392	20,955,436	362	18,341,216
	Residential Revenue Bond	2001 Series A	0.00%			14,406,838		12,609,565
(5.3)	Residential Revenue Bond	2000 Series D	6.100%	5.00%	71	5,750,253	71	5,601,398
	Residential Revenue Bond	2000 Series B	0.00%			1,265,057		1,232,309
(5.4)	Residential Revenue Bond	2001 Series B	6.250%	5.00%	189	15,022,989	179	13,759,404
	Residential Revenue Bond	2000 Series G	0.00%			3,755,747		3,439,851
(5.5)	Residential Revenue Bond	2001 Series H	6.250%	4.75%	51	3,424,816	50	3,306,043
	Residential Revenue Bond	2001 Series A	0.00%			1,081,521		1,044,013
(5.6)	Residential Revenue Bond	2001 Series F	6.560%	5.05%	17	1,256,956	17	1,236,010
	Residential Revenue Bond	2000 Series B	0.00%			375,455		369,198
(5.7)	Residential Revenue Bond	2001 Series F	6.560%	4.95%	37	3,049,101	36	2,928,688
	Residential Revenue Bond	1999 Series E	0.00%			989,443		950,369
(5.8)	Residential Revenue Bond	2001 Series B	6.500%	4.75%	85	5,491,320	84	5,360,768
	Residential Revenue Bond	2000 Series H	0.00%			1,636,729		1,597,817
	Residential Revenue Bond	1999 Series E	0.00%			394,307		384,932

APPENDIX K

PROPOSED FORMS OF OPINIONS OF BOND COUNSEL FOR 2005 SERIES A BONDS, 2005 SERIES B BONDS AND 2005 SERIES C BONDS

[Letterhead of Ballard Spahr Andrews & Ingersoll, LLP, Washington, D.C.]

March ___, 2005

Community Development Administration
Department of Housing and Community Development
State of Maryland
100 Community Place
Crownsville, Maryland 21032

\$12,640,000
Community Development Administration
Maryland Department of Housing and Community Development
Residential Revenue Bonds
2005 Series A (Non-AMT)

Ladies and Gentlemen:

We have acted as Bond Counsel to the Community Development Administration (the "Administration"), an agency in the Division of Development Finance of the Department of Housing and Community Development (the "Department"), a principal department of the government of the State of Maryland (the "State"), in connection with its issuance and sale of \$12,640,000 aggregate principal amount of its Residential Revenue Bonds 2005 Series A (Non-AMT) (the "2005 Series A Bonds"). With the proceeds of the 2005 Series A Bonds, the Administration will currently refund a portion of the Administration's Draw Down Mortgage Revenue Bonds (the "Draw Down Bonds") previously issued under an Indenture of Trust dated as of September 1, 2002, between the Administration and Manufacturers and Traders Trust Company (successor by merger to Allfirst Bank) (the "Draw Down Indenture"), as a result of which certain amounts on deposit in the escrow fund established under the Draw Down Indenture will be transferred to the 2005 Series A Program Account of the Program Fund under the Bond Resolution (as defined herein) and certain amounts will be transferred to the Reserve Fund. Funds in the Program Fund will be made available to make or purchase mortgage loans (the "Mortgage Loans") to finance the acquisition of single-family residences located in the State.

The 2005 Series A Bonds are being issued under and pursuant to (1) Sections 2-201 through 2-208 of Article 83B of the Annotated Code of Maryland, as amended (the "Act"), (2) the Bond Resolution (the "Bond Resolution"), adopted by the Administration as of August 1, 1997 and accepted by Manufacturers and Traders Trust Company, Baltimore, Maryland, as trustee (the "Trustee"), and (3) the Series Resolution Providing for the Issuance and Sale of \$12,640,000 Principal Amount of Residential Revenue Bonds 2005 Series A (Non-AMT), adopted as of February 1, 2005 (the "Series Resolution"), pursuant to which the 2005 Series A Bonds are authorized to be issued. The Bond Resolution and the Series Resolution are referred to collectively as the Resolutions.

The 2005 Series A Bonds mature, bear interest and are subject to redemption as provided therein and in the Resolutions. The 2005 Series A Bonds are issuable as fully registered bonds without

coupons in the denominations of \$5,000 each or any integral multiple thereof. Principal of, premium, if any, and interest on the 2005 Series A Bonds will be paid as provided in the Resolutions by the Trustee to the persons in whose names the 2005 Series A Bonds are registered on the registration books of the Administration maintained by the Trustee.

The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain requirements which must be met on a continuing basis subsequent to the delivery of the 2005 Series A Bonds for interest on the 2005 Series A Bonds to be excluded from gross income for federal income tax purposes. Failure to comply with certain of such requirements could cause the interest on the 2005 Series A Bonds to be subject to inclusion in gross income retroactively to the date of issuance of the 2005 Series A Bonds. We have examined the Resolutions and other relevant single-family housing program documents of the Administration which, in our opinion, establish procedures under which, if followed, such requirements would be met. The Administration has covenanted in the Resolutions to comply with all of the applicable requirements of the Code.

In connection with the issuance of the 2005 Series A Bonds, we have examined and considered the Act, the Resolutions, the Code, a specimen of the 2005 Series A Bonds and such other opinions, documents, certificates, letters and matters of law as we have deemed necessary to render the opinions set forth below.

Based upon the foregoing we are of the opinion that:

1. The Administration was duly created and validly exists under the provisions of the Act as an agency in the Division of Development Finance of the Department with full power to issue the 2005 Series A Bonds for the purpose of refunding the Draw Down Bonds and as a result of which certain amounts will be made available to finance the Mortgage Loans.

2. The Resolutions have been duly adopted and executed by the Administration, are valid and binding upon the Administration, are in full force and effect and are enforceable in accordance with their terms. The 2005 Series A Bonds are entitled to the benefit and security of the Resolutions for the payment thereof in accordance with the terms of the Resolutions.

3. The 2005 Series A Bonds have been duly authorized, executed and issued in accordance with the Constitution and the laws of the State, including the Act, now in force and represent valid and binding special obligations of the Administration, enforceable in accordance with their terms and the terms of the Resolutions, subject to any applicable bankruptcy, insolvency, reorganization or similar laws affecting the enforcement of creditors' rights and the reasonable exercise in the future by the State and its governmental bodies of the police power inherent in the sovereignty of the State, the application of equitable principles where equitable remedies are sought and limitation on enforcement of judgments against public bodies. The 2005 Series A Bonds are payable from the revenues and assets of the Administration pledged therefor pursuant to the Resolutions.

4. The form of the specimen 2005 Series A Bonds is regular and proper.

5. The 2005 Series A Bonds, their transfer, the interest payable thereon and any income derived therefrom, including any profit realized in their sale or exchange, are exempt from taxation of every kind and nature whatsoever by the State or by its political subdivisions, municipal corporations or public units of any kind under existing law, except that no opinion is expressed as to such exemption from Maryland franchise taxes or estate or inheritance taxes.

6. Assuming continuing compliance by the Administration with its covenants in the Resolutions to comply with the Code, interest on the 2005 Series A Bonds is excludable from the gross income of the holders thereof for federal income tax purposes. We are further of the opinion that interest on the 2005 Series A Bonds is not an item of preference for purposes of calculating the federal individual or corporate alternative minimum taxes, but interest on 2005 Series A Bonds held by a corporation (other than an S corporation, regulated investment company, real estate investment trust or real estate mortgage investment conduit) may be indirectly subject to federal alternative minimum tax because of its inclusion in the adjusted current earnings of a corporate holder. Under certain circumstances interest on a 2005 Series A Bond held by a foreign corporation may be subject to the branch profits tax.

Ownership of tax-exempt obligations, including the 2005 Series A Bonds, may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, individual recipients of social security or railroad retirement benefits, certain S corporations and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry such obligations. We offer no opinion as to such collateral tax consequences. Prospective purchasers of the 2005 Series A Bonds should consult their own tax advisor as to such consequences.

In rendering the foregoing opinions, we have assumed the accuracy and truthfulness of all public records and of all certifications, documents and other proceedings examined by us that have been executed or certified by public officials acting within the scope of their official capacities and have not verified the accuracy or truthfulness thereof. We have also assumed the genuineness of the signatures appearing upon such public records, certifications, documents and proceedings.

We call to your attention that the 2005 Series A Bonds are special obligations of the Administration and will be payable solely from the revenues and assets of the Administration pledged for the payment thereof under the Resolutions, including the Mortgage Loans pledged thereunder, and the rights thereunder to any income, revenues, issues, profits and insurance proceeds and other sums of money payable thereunder. The Administration has no taxing power. The 2005 Series A Bonds do not constitute a debt of the State, any political subdivision thereof, the Administration or the Department, or a pledge of the faith, credit or taxing power of the State, any such political subdivision, the Administration or the Department.

We express no opinion herein with respect to the accuracy or completeness of the Official Statement prepared in respect of the 2005 Series A Bonds or as to any other matter not set forth herein.

Very truly yours,

March ____, 2005

Community Development Administration
Department of Housing and Community Development
State of Maryland
100 Community Place
Crownsville, Maryland 21032

\$27,360,000
Community Development Administration
Maryland Department of Housing and Community Development
Residential Revenue Bonds
2005 Series B (AMT)

Ladies and Gentlemen:

We have acted as Bond Counsel to the Community Development Administration (the “Administration”), an agency in the Division of Development Finance of the Department of Housing and Community Development (the “Department”), a principal department of the government of the State of Maryland (the “State”), in connection with its issuance and sale of \$27,360,000 aggregate principal amount of its Residential Revenue Bonds 2005 Series B (AMT) (the “2005 Series B Bonds”). With the proceeds of the 2005 Series B Bonds, the Administration will make a deposit into the 2005 Series B Program Account of the Program Fund under the Bond Resolution (as defined herein) and a deposit into the Reserve Fund. Funds in the Program Fund will be made available to make or purchase mortgage loans (the “Mortgage Loans”) to finance the acquisition of single-family residences located in the State.

The 2005 Series B Bonds are being issued under and pursuant to (1) Sections 2-201 through 2-208 of Article 83B of the Annotated Code of Maryland, as amended (the “Act”), (2) the Bond Resolution (the “Bond Resolution”), adopted by the Administration as of August 1, 1997 and accepted by Manufacturers and Traders Trust Company, Baltimore, Maryland, as trustee (the “Trustee”), and (3) the Series Resolution Providing for the Issuance and Sale of \$27,360,000 Principal Amount of Residential Revenue Bonds 2005 Series B (AMT), adopted as of February 1, 2005 (the “Series Resolution”), pursuant to which the 2005 Series B Bonds are authorized to be issued. The Resolution and the Series Resolution are referred to collectively as the Resolutions.

The 2005 Series B Bonds mature, bear interest and are subject to redemption as provided therein and in the Resolutions. The 2005 Series B Bonds are issuable as fully registered bonds without coupons in the denominations of \$5,000 each or any integral multiple thereof. Principal of, premium, if any, and interest on the 2005 Series B Bonds will be paid as provided in the Resolutions by the Trustee to the persons in whose names the 2005 Series B Bonds are registered on the registration books of the Administration maintained by the Trustee.

The Internal Revenue Code of 1986, as amended (the “Code”), establishes certain requirements which must be met on a continuing basis subsequent to the delivery of the 2005 Series B Bonds for interest on the 2005 Series B Bonds to be excluded from gross income for federal income tax purposes. Failure to comply with certain of such requirements could cause the interest on the 2005 Series B Bonds to be subject to inclusion in gross income retroactively to the date of issuance of the 2005 Series B Bonds. We have examined the Resolutions and other relevant single-family housing program documents of the Administration which, in our opinion, establish procedures under which, if followed,

such requirements would be met. The Administration has covenanted in the Bond Resolutions to comply with all of the applicable requirements of the Code.

In connection with the issuance of the 2005 Series B Bonds, we have examined and considered the Act, the Resolutions, the Code, a specimen of the 2005 Series B Bonds and such other opinions, documents, certificates, letters and matters of law as we have deemed necessary to render the opinions set forth below.

Based upon the foregoing we are of the opinion that:

1. The Administration was duly created and validly exists under the provisions of the Act as an agency in the Division of Development Finance of the Department with full power to issue the 2005 Series B Bonds for the purpose of financing the Mortgage Loans.

2. The Resolutions have been duly adopted and executed by the Administration, are valid and binding upon the Administration, are in full force and effect and are enforceable in accordance with their terms. The 2005 Series B Bonds are entitled to the benefit and security of the Resolutions for the payment thereof in accordance with the terms of the Resolutions.

3. The 2005 Series B Bonds have been duly authorized, executed and issued in accordance with the Constitution and the laws of the State, including the Act, now in force and represent valid and binding special obligations of the Administration, enforceable in accordance with their terms and the terms of the Resolutions subject to any applicable bankruptcy, insolvency, reorganization or similar laws affecting the enforcement of creditors' rights and the reasonable exercise in the future by the State and its governmental bodies of the police power inherent in the sovereignty of the State, the application of equitable principles where equitable remedies are sought and limitations on enforcement of judgments against public bodies. The 2005 Series B Bonds are payable from the revenues and assets of the Administration pledged therefor pursuant to the Resolutions.

4. The form of the specimen 2005 Series B Bonds is regular and proper.

5. The 2005 Series B Bonds, their transfer, the interest payable thereon and any income derived therefrom, including any profit realized in their sale or exchange, are exempt from taxation of every kind and nature whatsoever by the State or by its political subdivisions, municipal corporations or public units of any kind under existing law, except that no opinion is expressed as to such exemption from Maryland franchise taxes or estate or inheritance taxes.

6. Assuming continuing compliance by the Administration with its covenants in the Resolutions to comply with the Code, interest on the 2005 Series B Bonds is excludable from the gross income of the holders thereof for federal income tax purposes. We are further of the opinion that interest on the 2005 Series B Bonds is an item of preference for purposes of calculating the federal individual or corporate alternative minimum taxes. Under certain circumstances interest on a 2005 Series B Bond held by a foreign corporation may be subject to the branch profits tax.

Ownership of tax-exempt obligations, including the 2005 Series B Bonds, may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, individual recipients of social security or railroad retirement benefits, certain S corporations and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry such obligations. We offer no opinion as to such collateral tax consequences. Prospective purchasers of the 2005 Series B Bonds should consult their own tax advisor as to such consequences.

In rendering the foregoing opinions, we have assumed the accuracy and truthfulness of all public records and of all certifications, documents and other proceedings examined by us that have been executed or certified by public officials acting within the scope of their official capacities and have not verified the accuracy or truthfulness thereof. We have also assumed the genuineness of the signatures appearing upon such public records, certifications, documents and proceedings.

We call to your attention that the 2005 Series B Bonds are special obligations of the Administration and will be payable solely from the revenues and assets of the Administration pledged for the payment thereof under the Resolutions, including the Mortgage Loans pledged thereunder, and the rights thereunder to any income, revenues, issues, profits and insurance proceeds and other sums of money payable thereunder. The Administration has no taxing power. The 2005 Series B Bonds do not constitute a debt of the State, any political subdivision thereof, the Administration or the Department, or a pledge of the faith, credit or taxing power of the State, any such political subdivision, the Administration or the Department.

We express no opinion herein with respect to the accuracy or completeness of the Official Statement prepared in respect of the 2005 Series B Bonds or as to any other matter not set forth herein.

Very truly yours,

March ___, 2005

Community Development Administration
Department of Housing and Community Development
State of Maryland
100 Community Place
Crownsville, Maryland 21032

\$20,000,000
Community Development Administration
Maryland Department of Housing and Community Development
Residential Revenue Bonds
2005 Series C (AMT)

Ladies and Gentlemen:

We have acted as Bond Counsel to the Community Development Administration (the "Administration"), an agency in the Division of Development Finance of the Department of Housing and Community Development (the "Department"), a principal department of the government of the State of Maryland (the "State"), in connection with its issuance and sale of \$20,000,000 aggregate principal amount of its Residential Revenue Bonds, 2005 Series C (AMT) (the "2005 Series C Bonds"). With the proceeds of the 2005 Series C Bonds, the Administration will make a deposit of certain amounts into the 2005 Series C Program Account of the Program Fund under the Bond Resolution (as defined herein) and a deposit of certain amounts into the Reserve Fund. Funds in the Program Fund will be made available to make or purchase mortgage loans (the "Mortgage Loans") to finance the acquisition of single family residences located in the State.

The 2005 Series C Bonds are being issued under and pursuant to (1) Sections 2-201 through 2-208 of Article 83B of the Annotated Code of Maryland, as amended (the "Act"), (2) the Bond Resolution (the "Bond Resolution"), adopted by the Administration as of August 1, 1997 and accepted by Manufacturers and Traders Trust Company, Baltimore, Maryland, as trustee (the "Trustee"), and (3) the Series Resolution Providing for the Issuance and Sale of \$20,000,000 Principal Amount of Residential Revenue Bonds 2005 Series C, adopted as of February 1, 2005 (the "Series Resolution"), pursuant to which the 2005 Series C Bonds are authorized to be issued. The Bond Resolution and the Series Resolution are referred to collectively as the Resolutions.

The 2005 Series C Bonds mature, bear interest and are subject to redemption and to tender as provided therein and in the Resolutions. The 2005 Series C Bonds are issuable initially as fully registered bonds without coupons in the denominations of \$100,000 or any integral multiple of \$5,000 in excess thereof. Principal of, premium, if any, and interest on the 2005 Series C Bonds will be paid as provided in the Resolutions by the Trustee to the persons in whose names the 2005 Series C Bonds are registered on the registration books of the Administration maintained by the Trustee.

The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain requirements which must be met on a continuing basis subsequent to the delivery of the 2005 Series C Bonds for interest on the 2005 Series C Bonds to be excluded from gross income for federal income tax purposes. Failure to comply with certain of such requirements could cause the interest on the 2005 Series C Bonds to be subject to inclusion in gross income retroactively to the date of issuance of the 2005 Series C Bonds. We have examined the Resolutions and other relevant single family housing program documents of the Administration which, in our opinion, establish procedures under which, if followed,

such requirements would be met. The Administration has covenanted in the Resolutions to comply with all of the applicable requirements of the Code.

In connection with the issuance of the 2005 Series C Bonds, we have examined and considered the Act, the Resolutions, the Code, a specimen of the 2005 Series C Bonds and such other opinions, documents, certificates, letters and matters of law as we have deemed necessary to render the opinions set forth below.

Based upon the foregoing we are of the opinion that:

1. The Administration was duly created and validly exists under the provisions of the Act as an agency in the Division of Development Finance of the Department with full power to issue the 2005 Series C Bonds for the purpose of financing the Mortgage Loans.

2. The Resolutions have been duly adopted and executed by the Administration, are valid and binding upon the Administration, are in full force and effect and are enforceable in accordance with their terms. The 2005 Series C Bonds are entitled to the benefit and security of the Resolutions for the payment thereof in accordance with the terms of the Resolutions.

3. The 2005 Series C Bonds have been duly authorized, executed and issued in accordance with the Constitution and the laws of the State, including the Act, now in force and represent valid and binding special obligations of the Administration, enforceable in accordance with their terms and the terms of the Resolutions, subject to any applicable bankruptcy, insolvency, reorganization or similar laws affecting the enforcement of creditors' rights and the reasonable exercise in the future by the State and its governmental bodies of the police power inherent in the sovereignty of the State, the application of equitable principals where equitable remedies are sought and limitation on enforcement of judgments against public bodies. The 2005 Series C Bonds are payable from the revenues and assets of the Administration pledged therefor pursuant to the Resolutions.

4. The form of the specimen 2005 Series C Bonds is regular and proper.

5. The 2005 Series C Bonds, their transfer, the interest payable thereon and any income derived therefrom, including any profit realized in their sale or exchange, are exempt from taxation of every kind and nature whatsoever by the State or by its political subdivisions, municipal corporations or public units of any kind under existing law, except that no opinion is expressed as to such exemption from Maryland franchise taxes or estate or inheritance taxes.

6. Assuming continuing compliance by the Administration with its covenants in the Resolutions to comply with the Code, interest on the 2005 Series C Bonds is excludable from the gross income of the holders thereof for federal income tax purposes. We are further of the opinion that interest on the 2005 Series C Bonds is an item of preference for purposes of calculating the federal individual or corporate alternative minimum taxes. Under certain circumstances interest on a 2005 Series C Bond held by a foreign corporation may be subject to the branch profits tax.

Ownership of tax-exempt obligations, including the 2005 Series C Bonds, may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, individual recipients of social security or railroad retirement benefits, certain S corporations and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry such obligations. We offer no opinion as to such collateral tax consequences. Prospective purchasers of the 2005 Series C Bonds should consult their own tax advisor as to such consequences.

In rendering the foregoing opinions, we have assumed the accuracy and truthfulness of all public records and of all certifications, documents and other proceedings examined by us that have been executed or certified by public officials acting within the scope of their official capacities and have not verified the accuracy or truthfulness thereof. We have also assumed the genuineness of the signatures appearing upon such public records, certifications, documents and proceedings.

We call to your attention that the 2005 Series C Bonds are special obligations of the Administration and will be payable solely from the revenues and assets of the Administration pledged for the payment thereof under the Resolutions, including the Mortgage Loans pledged thereunder, and the rights thereunder to any income, revenues, issues, profits and insurance proceeds and other sums of money payable thereunder. The Administration has no taxing power. The 2005 Series C Bonds do not constitute a debt of the State, any political subdivision thereof, the Administration or the Department, or a pledge of the faith, credit or taxing power of the State, any such political subdivision, the Administration or the Department.

We express no opinion herein with respect to the accuracy or completeness of the Official Statement prepared in respect of the 2005 Series C Bonds or as to any other matter not set forth herein.

Very truly yours,

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