

FINAL
PRIVATE PLACEMENT MEMORANDUM

CLINTON INDUSTRIAL AUTHORITY
State of Oklahoma

\$4,000,000 REVENUE NOTE
(Clinton Fire Department Construction and Police Department Rehabilitation)

REGARDING USE OF THE PRIVATE PLACEMENT MEMORANDUM

This Private Placement Memorandum is for the purpose of describing the Series 2012 Revenue Note solely for consideration of those directly concerned with the decision to purchase such securities and for filing notice with the appropriate offices of the State of Oklahoma, as required by Title 60, Oklahoma Statutes 2001, Section 178.2, and may not be used or reproduced for any other purpose. Upon issuance, the Series 2012 Revenue Note shall not be registered under the United States Securities Act of 1933, as amended, pursuant to an exemption under Section 3 (a) of that Act, and the Authority does not intend to list the Series 2012 Revenue Note on any stock or other securities exchange.

The information contained herein has been obtained from the City of Clinton, Oklahoma, the Clinton Industrial Authority and from other sources which are believed to be reliable. No representation or warranty is made as to the accuracy or completeness of such information.

Brief descriptions of the Authority, the Project Plan and the Series 2012 Revenue Note are included hereafter in this Private Placement Memorandum. All references herein to the Series 2012 Revenue Note, and Financing Statements, along with certain other documents, are qualified in their entirety by reference. All references to the Series 2012 Revenue Note are qualified in their entirety by the definitive form thereof and the information with respect thereto included in the Series 2012 Revenue Note, and Financing Statements, along with certain other documents.

The information contained herein is subject to change and/or correction without notice and neither the delivery of the Private Placement Memorandum nor any sale made hereunder shall create any implication that the information contained herein is complete or accurate in its entirety. The delivery of this Private Placement Memorandum does not imply that such information is correct as of any time subsequent to the date indicated hereto.

TABLE OF CONTENTS

Introductory Statement 4

Authority for the Series 2012 Revenue Note 5

Purpose of the Issue 5

Plan of Financing 5

The Series 2012 Revenue Note 5

Description of the Series 2012 Revenue Note 5

Statement Regarding Interest 5

Redemption Provisions 6

Security for the Series 2012 Revenue Note 7

THE DATE OF THIS FINAL PRIVATE PLACEMENT MEMORANDUM IS APRIL 3, 2012.

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New Issue

FINAL PRIVATE PLACEMENT MEMORANDUM

CLINTON INDUSTRIAL AUTHORITY
(State of Oklahoma)

\$4,000,000 REVENUE NOTE
(Clinton Fire Department Construction and Police Department Rehabilitation)

Price: 100%

Dated: April 3, 2012

Finally Due: March 20, 2020

INTRODUCTORY STATEMENT

This Private Placement Memorandum, including the cover page, is furnished with respect to the private offering of \$4,000,000 principal amount Series 2012 Revenue Note, which is being issued by the Clinton Industrial Authority (the "Authority"). The proceeds of the Series 2012 Revenue Note will be delivered to the Authority, a public trust. The Authority will use the proceeds of the Series 2012 Revenue Note to finance (i) site preparation, planning and construction of a new Fire Department and rehabilitation of the existing Police Department as voted on by the citizens of Clinton and authorized by Ordinance 934; and (ii) paying a portion of the costs of issuance.

The Series 2012 Revenue Note shall bear interest at 2.95%. The Series 2012 Revenue Note is subject to optional prepayment prior to maturity.

The Series 2012 Revenue Note is secured by a mortgage on the real property occupied by the Fire Department. The Series 2012 Revenue Note is not an obligation of the State of Oklahoma, nor of the Clinton Industrial Authority, nor personal obligations of the Trustees of the Authority, but are limited and special obligations of the Authority payable solely from monies derived from Sales Tax Revenues as authorized by the citizens of the Clinton on June 14, 2011. The Authority has no taxing power.

The Series 2012 Revenue Note is being privately placed.

AUTHORITY FOR THE SERIES 2012 REVENUE NOTE

The Series 2012 Revenue Note is to be issued by the Authority under authority of and pursuant to the provisions of Title 60, Oklahoma Statutes 2001, Section 176 et. seq. as amended, and the Oklahoma Trust Law. The Authority was created as a public trust under the provisions of a Declaration of Trust dated as of September 16, 1966, for the benefit of the City of Clinton, Oklahoma, (the "City"). Beneficial interest was accepted by the City by and through its City Council. The purposes of the Authority are, in part, to promote and finance development projects.

PURPOSE OF THE ISSUE

The Authority is issuing the Series 2012 Revenue Note to provide funds to pay the cost of financing the (i) site preparation, planning and construction of a new Fire Department and rehabilitation of the existing Police Department as voted on by the citizen of Clinton on June 14, 2011; and (ii) paying a portion of the costs of issuance (the "Project").

PLAN OF FINANCING

The estimated sources and uses of funds are estimated to be as follows:

Net Sources of Funds

Net Proceeds of the Series 2012 Revenue Note	\$4,000,000
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Net Uses of Funds

Project Costs	\$4,000,000
Costs of Issuance	\$ _____
	\$ _____

*Includes Counsel fees and other costs of issuance.

THE SERIES 2012 REVENUE NOTE

Description of the Series 2012 Revenue Note

The Series 2012 Revenue Note is issued as a single instrument in the principal amount of \$4,000,000. The Series 2012 Revenue Note is dated as of delivery and will mature as described in the Series 2012 Revenue Note. The Series 2012 Revenue Note will be issued in the principal amount of \$4,000,000.

Statement Regarding Interest

The Series 2012 Revenue Note shall bear interest at a fixed rate of 2.95% for the life of the Note.

Redemption Provisions

Principal prepayment may be made at any time without Prepayment Penalty, as set forth in the Series 2012 Revenue Note.

Security for the Series 2012 Revenue Note

The Series 2012 Revenue Note is a limited obligation of the Authority and is payable from the Tax Revenues as voted on by the citizens of Clinton. The annual payments are in such amounts as will fully amortize principal payments on the Series 2012 Revenue Note.

The Series 2012 Revenue Note is not an obligation of the Authority, the State of Oklahoma nor of the Authority nor a personal obligation of the members of the Authority nor a general obligation of the Authority, but is a limited and special obligation of the Authority payable from the revenues derived from Tax Revenues as voted on by the citizens of Clinton. The Authority has no taxing power.

Delivery of this Private Placement Memorandum has been duly approved by the Authority.

CLINTON INDUSTRIAL AUTHORITY

By: _____

Its Chairman

CERTIFICATE OF FILING

Receipt is hereby acknowledged of the filing on this ____ day of April, 2012, by the Clinton Industrial Authority in accordance with the requirements of Title 60, Oklahoma Statutes 2001, Section 178.2 of a Final Private Placement Memorandum, dated April 3, 2012, pertaining to the following issue of indebtedness:

Clinton Industrial Authority
\$4,000,000 Revenue Note, Series 2012
(Clinton Fire Department Construction and Police Department Rehabilitation)

SECRETARY OF STATE OF THE STATE
OF OKLAHOMA

By: _____

Prepared by:

Address: