

JEROLD WILLIAMS  
VICE PRESIDENT  
PUBLIC FINANCE

March 10, 2003

Casey-Westfield Community Unit School District Number C-4  
Clark, Cumberland, Crawford, Coles & Jasper Counties, Illinois

Re: Underwriter's Agreement

Board of Education and Administration:

It is our understanding that Casey-Westfield Community Unit School District Number C-4 (the "District") of Clark, Cumberland, Crawford, Coles & Jasper Counties, Illinois, is considering the issuance of School Bonds, Series 2003.

In connection with this financing, Robert W. Baird & Co. ("Baird") submits the following proposal to assist you as underwriter in completing all necessary financial details on this project.

As a part of this proposal, we agree to provide the following services:

1. Analyze the financial impact of the Bonds on your current financial structure and resource base, keeping in mind their impact on the community and the tax base.
2. Submit for your consideration alternative maturity schedules based on the estimated size of the Bond Issue.
3. Review with your attorney and/or bond counsel all legal documents and resolutions which are necessary to authorize and issue the Bonds. Such proceedings are subject to the approval of recognized bond approving attorneys.
4. Evaluate the services of various bond registrar/transfer agents and paying agents and present these findings to the District.
5. Negotiate interest rates and prices for the Bonds when the District is ready to proceed with their issuance.
6. Coordinate all the details of the sale, delivery, and mechanics of closing the issue, as well as act as liaison with bond counsel in this regard.
7. Make available our key personnel to explain the details of the financing to your community, as desired.

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It is understood that the District will pay for the following costs incurred as a result of the bond issue:

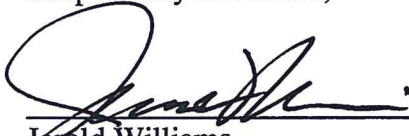
- A. The cost of Bond Counsel.
- B. The cost of the Attorney for the District, if desired.
- C. The cost of bond printing, if desired.
- D. The cost of Registrar and Paying Agent.

If the District designates Baird as Underwriter of the bonds, the interest rate to be agreed upon between you and the Underwriter will reflect market rates at the time the contract for the purchase and sale of the bonds is signed.

In the event that these bonds are sold to a party other than Baird, we would be entitled to a fee of one-tenth of one percent (.10%) of the principal amount of bonds sold as compensation for our expenses and financial services rendered.

In the event that the bonds are not issued, the District shall not be obligated or liable to Baird for any expenses incurred by us.

Respectfully submitted,

  
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Jerold Williams  
Vice President, Public Finance  
Robert W. Baird & Co.

The above agreement is hereby accepted for and on behalf of the Casey-Westfield Community Unit School District #C-4 and the undersigned have been authorized to sign the acceptance this \_\_\_\_\_ day of \_\_\_\_\_, 2003.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary  
(ATTEST)