

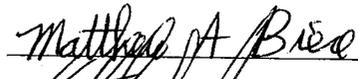
CERTIFICATE OF REGISTRAR AND PAYING AGENT

The undersigned, Registrar and Paying Agent (the "Registrar") relating to the \$1,070,000 Taxable General Obligation Bonds (Alternate Revenue Source), Series 2010A (Recovery Zone Economic Development Bonds (Direct Payment)) (the "Series 2010A Bonds"), its \$12,635,000 Taxable General Obligation Bonds (Alternate Revenue Source), Series 2010B (Build America Bonds (Direct Payment)) (the "Series 2010B Bonds") and its \$725,000 Taxable General Obligation Bonds (Alternate Revenue Source), Series 2010C (the "Series 2010C Bonds" together with the Series 2010A Bonds and the Series 2010B Bonds, the "Bonds") of the County of Union, Illinois (the "County"), hereby certifies as follows:

1. The Registrar has been duly created, is validly existing and in good standing under the laws of the State of Illinois and is empowered to, authorized and duly qualified to serve as the Registrar pursuant to the Bond Order executed by the County Board Chairman of the County as of September 20, 2010 pursuant to Ordinance No. 2010-20 (the "Ordinance") adopted by the County Board Chairman and County Board Members of the County on September 7, 2010 and the laws of the State of Illinois.

2. The Registrar has full power and authority under the applicable laws of the United States of America and the State of Illinois to act as registrar for the Bonds in the manner contemplated by the Ordinance; it has heretofore and does hereby accept the duties as registrar so imposed by the Ordinance; it has taken all necessary corporate action by its properly authorized officers, employees or agents to accept said offices and duties; and the undersigned is a duly qualified and acting officer of the Registrar as indicated by the title set under his or her name and is authorized by the Registrar to execute and attest this certificate.

3. The persons named below are authorized signatories of The Bank of New York Mellon Trust Company, N.A., and one or both of such persons are duly authorized and empowered to authenticate and did authenticate the Bonds on the date hereof, and that the signatures appearing after the names of such persons are a true and correct specimen of each such person's genuine signature.

Name	Office	Signature
<u>Matthew A. Biere</u>	<u>SENIOR ASSOCIATE</u>	
<u>KENT SCHROEDER</u>	<u>VICE PRESIDENT</u>	

4. Pursuant to proper authorization and direction from the County, the Registrar has authenticated and delivered the Bonds in the denomination of \$5,000 or integral multiples thereof, dated as of September 29, 2010, and described in Exhibit A attached hereto and made a part hereof, to Bernardi Securities, Inc., as purchaser.

5. The Registrar acknowledges receipt of a certified copy of the Ordinance.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand this
September 29, 2010.

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.**, as Registrar and
Paying Agent

By: 
Title: SENIOR ASSOCIATE

EXHIBIT A

Designation: County of Union, Illinois, Taxable General Obligation Bonds (Alternate Revenue Source), Series 2010A (Recovery Zone Economic Development Bonds (Direct Payment))

Total issue: \$1,070,000

Originally Dated: September 29, 2010

Denomination: \$5,000 each or integral multiples thereof

Interest Payment Dates: Payable semiannually on each September 1 and March 1 of each year, beginning on September 1, 2011

Maturities and Interest Rates: Maturing on September 1 in the years and amounts and bearing interest at the rates as follows:

<u>Year of Maturity</u>	<u>Principal Amount</u>	<u>Rate of Interest</u>
2042	\$1,070,000	7.450%

The Series 2010A Bonds due on September 1, 2042 are subject to mandatory redemption on September 1 of the years and in the principal amounts as follows:

YEAR	PRINCIPAL AMOUNT
2041	\$215,000
2042	855,000 (final maturity)

Designation: County of Union, Illinois, Taxable General Obligation Bonds (Alternate Revenue Source), Series 2010B (Build America Bonds (Direct Payment))

Total issue: \$12,635,000

Originally Dated: September 29, 2010

Denomination: \$5,000 each or integral multiples thereof

Interest Payment Dates: Payable semiannually on each September 1 and March 1 of each year, beginning on September 1, 2011

Maturities and Interest Rates: Maturing on September 1 in the years and amounts and bearing interest at the rates as follows:

<u>Year of Maturity</u>	<u>Principal Amount</u>	<u>Rate of Interest</u>
2015	\$280,000.00	3.400%
2016	285,000.00	3.700%
2017	295,000.00	4.300%
2018	300,000.00	4.550%
2019	310,000.00	4.800%
2020	320,000.00	5.000%
2021	330,000.00	5.200%
2022	345,000.00	5.400%
2023	355,000.00	5.600%
2024	370,000.00	5.800%
2025	390,000.00	6.000%
2026	400,000.00	6.200%
2030	1,805,000.00	6.900%
2040	6,350,000.00	7.250%
2041	500,000.00	7.350%

The Series 2010B Bonds due on September 1, 2030 are subject to mandatory redemption on September 1 of the years and in the principal amounts as follows:

YEAR	PRINCIPAL AMOUNT
2027	\$420,000
2028	440,000
2029	460,000
2030	485,000 (final maturity)

The Series 2010B Bonds due on September 1, 2040 are subject to mandatory redemption on September 1 of the years and in the principal amounts as follows:

YEAR	PRINCIPAL AMOUNT
2031	\$505,000
2032	530,000
2033	555,000
2034	585,000
2035	610,000
2036	645,000
2037	675,000
2038	710,000
2039	745,000
2040	790,000 (final maturity)

Designation: County of Union, Illinois, Taxable General Obligation Bonds (Alternate Revenue Source), Series 2010C

Total issue: \$725,000

Originally Dated: September 29, 2010

Denomination: \$5,000 each or integral multiples thereof

Interest Payment Dates: Payable semiannually on each September 1 and March 1 of each year, beginning on September 1, 2011

Maturities and Interest Rates: Maturing on September 1 in the years and amounts and bearing interest at the rates as follows:

<u>Year of Maturity</u>	<u>Principal Amount</u>	<u>Rate of Interest</u>
2011	\$100,000.00	1.700%
2012	295,000.00	2.000%
2013	165,000.00	2.400%