

Lynda R. Templen
414-978-5505
ltemplen@whdlaw.com

June 29, 2006

Janice M. Johnson-Martin, City Clerk
City of Racine
730 Washington Avenue
Racine, WI 54981

Steven Sabatke
Grants Analyst
Wisconsin Department of Commerce
201 West Washington Avenue, 6th Floor
Madison, WI 53702

**RE: \$2,500,000 City of Racine, Wisconsin
Industrial Development Revenue Bonds, Series 2006
(Superior Industrial Coating, Inc. Project)**

Greetings:

We understand that in the near future, the Common Council of the City of Racine, Wisconsin (the "City"), will take action on an Initial Resolution for industrial development revenue bond financing under Section 66.1103 of the Wisconsin Statutes on behalf of Superior Industrial Coating, Inc., a Wisconsin corporation, and/or SIG I, LLC, a Wisconsin limited liability company, and/or SIG II, LLC, a Wisconsin limited liability company and/or a related entity to be formed (collectively, the "Borrower").

Section 66.1103 of the Wisconsin Statutes requires that prior to the adoption of the Initial Resolution, a document containing a good faith estimate of the legal fees which will be paid from the bond proceeds must be filed with the City Clerk of the City and with the Wisconsin Department of Commerce. This letter is that document.

Estimating legal fees at this stage in the proceedings is difficult because many of the most significant factual matters which may affect legal costs are not known in detail at this time. The size and structure of the bond issue have not been finalized. These and other matters normally are negotiated and determined after the Initial Resolution is adopted. As a result, the scope and amount of work which the various parties may choose to refer to their lawyers can vary considerably as the economic aspects of the financing develop.

The relationship of these variables to an estimate of aggregate legal fees is evident from the principles which lawyers apply in charging fees for their services. Fees for services rendered by any Wisconsin lawyer should be consistent with, and grounded upon, the Rules of Professional Conduct for Attorneys of the American Bar Association, as currently enforced in Wisconsin. Those rules set forth the following basic guidelines:

A lawyer's fee shall be reasonable. Factors to be considered as guides in determining the reasonableness of a fee include the following:

- (1) The time and labor required, the novelty and the difficulty of the questions involved, and the skill requisite to perform the legal service properly.
- (2) The likelihood, if apparent to the client, that the acceptance of the particular employment will preclude other employment by the lawyer.
- (3) The fee customarily charged in the locality for similar legal services.
- (4) The amount involved and the results obtained.
- (5) The time limitations imposed by the client or by the circumstances.
- (6) The nature and length of the professional relationship with the client.
- (7) The experience, reputation and ability of the lawyer or lawyers performing the services.
- (8) Whether the fee is fixed or contingent.

The maximum principal amount of the bonds is expected to be \$2,500,000.

The following is a good faith estimate of the legal fees which will be paid from the proceeds of the bonds with respect to this financing:

COUNSEL

FEE ESTIMATE

Bond Counsel

\$19,500, plus disbursements

Counsel to the Eligible Participant

It is unknown whether the legal fees and disbursements of such counsel will be paid from the proceeds of the bonds.

Attorneys who have not yet been identified who may be involved in the transaction, including, without limitation, counsel to any Trustee involved, any real estate counsel involved, and any counsel to the initial bond purchaser(s)

It is unknown whether the legal fees and disbursements of such counsel will be paid from the proceeds of the bonds.

The actual fee charged by each of the lawyers acting in this matter may vary considerably from the estimates provided above. Without purporting to be exhaustive, the following are reasons why actual fees may be higher or lower than the estimate: (i) assumptions regarding the size, structure, complexity and timing of the bond financing may change; (ii) clients may alter the scope of their lawyers' engagement; (iii) parties may require legal opinions or legal advice beyond that normally requested in similar financings; and (iv) unforeseen legal problems may arise.

We are writing and filing this letter to comply with the requirements of Section 66.1103 of the Wisconsin Statutes. To the extent that we have estimated attorneys' fees other than our own, we did so on the basis of prior experience and information available to us at the time of writing this letter.

Please complete and return the receipt below in the envelope provided. A copy of this letter is enclosed for your files. Thank you.

Very truly yours,

Lynda R. Templen

LRT/maj

The undersigned acknowledge receipt of the foregoing this ____ day of June, 2006.

**WISCONSIN DEPARTMENT OF
COMMERCE**

By: _____
Steven Sabatke, Grants Analyst

CITY OF RACINE, WISCONSIN

By: _____
Janice M. Johnson-Martin, City Clerk