

NOTICE OF SALE

MARATHON CENTRAL SCHOOL DISTRICT

CORTLAND COUNTY, NEW YORK

\$650,000 Bond Anticipation Notes, 2009

Telephone (315-752-0051 Ext. 1), telefax (315-752-0057) or written proposals will be received and considered by the undersigned President of the Board of Education of the Marathon Central School District, Cortland County, New York, (the "School District") at the offices of Fiscal Advisors & Marketing, Inc., 120 Walton Street • Suite 600, Syracuse, New York 13202, until **11:00 o'clock AM, Prevailing Time, on the 17th day of September, 2009** for the purchase in Federal Funds, at not less than par and accrued interest of \$650,000 Bond Anticipation Notes, 2009 (the "Notes") to be dated September 24, 2009 and maturing September 24, 2010 with interest payable at maturity. The Notes are to be issued without the option of prior redemption.

The Notes are issued pursuant to the Constitution and Status of the State of New York, including the Education Law and the Local Finance Law, pursuant to a bond resolution duly adopted by the Board of Education on June 10, 2009 authorizing the construction of improvements to and reconstruction of School District buildings.

The Notes will be valid and legally binding general obligations of the School District, all the taxable real property within which will be subject to the levy of ad valorem taxes to pay the Notes and interest thereon, without limitation as to rate or amount. The School District will pledge its faith and credit for the payment of the principal of the Notes and interest thereon. Principal and interest on the Notes are payable at maturity in lawful money of the United States of America (Federal Funds).

Each purchaser shall have the option of having the Notes issued in bearer form or in the form of book-entry-only notes registered in the name of Cede & Co., as nominee for The Depository Trust Company (DTC). If the Notes are issued in bearer form, principal of and interest on the Notes will be payable at such bank or trust company authorized to do business in the State of New York as may be selected by the successful bidder. Paying agent fees, if any, are to be paid by the purchaser. Notes issued in bearer form will be issued in denominations \$5,000 multiples thereof as may be designated by the purchaser.

If the purchaser requests the Note to be issued in registered form, the School District will act as Paying Agent for the Notes. If the purchaser requests the Note to be issued in bearer form, the purchaser will act as Paying Agent for the Notes. The School District's contact information is as follows: Ms. Paulette Fry, Business Administrator, Marathon Central School District, 1 East Main Street - Administrative Offices, P.O. Box 339, Marathon, New York 13803, Phone: (607) 849-3224, Fax: (607) 849-3305, email: fryp@marathon.cnyric.org.

Each bid must be for all of said Notes and state a single rate of interest therefor in a multiple of 1/100 or 1/8 of one per centum per annum. Interest will be calculated on the basis of a 360-day year and a 30-day month. Each bid must be for not less than the par value of the Notes.

Said Notes will be awarded to the bidder offering the lowest net interest cost, that being the rate of interest which will produce the least interest cost over the life of the Notes, after accounting for the premium offered, if any. If two or more bids offering to purchase the same principal amount of Notes at the same lowest net interest rate are received, an award will be made by lot from among such lowest bids. In any event, the award of said Notes will be made on the basis of the bid offering to purchase the Notes on terms most favorable to said School District. The right is reserved by said School District to reject any and all bids and any bid not complying with this Notice of Sale will be rejected.

The Notes will be delivered in New York City or as may be agreed with the purchaser on or about September 24, 2009. The purchase price of the Notes, in accordance with each purchaser's bid, shall be paid in Federal Funds or other funds available for immediate credit on the delivery date.

If the purchaser desires registered book-entry notes, it must so notify Bond Counsel by 3:00 o'clock P.M., Prevailing Time, on the date of sale. In such case, the Notes will be (i) issued in the form of a fully registered Note, and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), and (ii) deposited with DTC to be held in trust until maturity. DTC is an automated depository for securities and clearinghouse for securities transactions, and will be responsible for establishing and maintaining a book-entry system for recording the ownership interests of its participants, which include certain banks, trust companies and securities dealers, and the transfers of the interests among its participants. The DTC participants will be responsible for establishing and maintaining records with respect to the Notes. Individual purchases of beneficial ownership interests in the Notes may be made only through book entries made on the books and records of DTC (or a successor depository) and its participants, in minimum denomination \$5,000 multiples thereof. Principal of and interest on the Notes will be payable by the School District to DTC or its nominee

as registered owner of the Notes. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC; transfer of principal and interest payments to beneficial owners by participants of DTC will be the responsibility of such participants and other nominees of beneficial owners. The School District will not be responsible or liable for payments by DTC to its participants or by DTC participants to beneficial owners or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

CUSIP identification numbers will be printed on the Notes if the purchaser provides Bond Counsel with such numbers by telefax or any other mode of written communication (verbal advice will not be accepted) by 5:00 o'clock P.M. on the day following the date of sale of the Notes, but neither the failure to print such number on any Note nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Notes in accordance with the terms of the purchase contract. All expenses in relation to the printing of CUSIP numbers on the Notes shall be paid for by the School District, provided, however, that the CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the purchaser.

As a condition to the purchaser's obligation to accept delivery of and pay for the Notes, such purchaser will be furnished, without cost, the following, dated as of the date of the delivery of and payment for said Notes: (i) a Closing Certificate, constituting a receipt for the Note proceeds and a signature certificate, which will include a statement that no litigation is pending, or to the knowledge of the signers, threatened affecting the Notes, (ii) an arbitrage certificate executed on behalf of the School District which will include, among other things, covenants, relating to compliance with the Internal Revenue Code of 1986 (the "Code"), with the owners of the Notes that the School District will, among other things, (A) take all actions on its part necessary to cause interest on the Notes not to be includable in the gross income of the owners thereof for Federal income tax purposes, including without limitation, restricting, to the extent necessary, the yield on investments made with the proceeds of the Notes and investment earnings thereon, making required payments to the Federal Government, if any, and maintaining books and records in a specified manner, where appropriate, and (B) refrain from taking any action which would cause interest on the Notes to be includable in the gross income of the owners thereof for Federal income tax purposes, including, without limitation, refraining from spending the proceeds of the Notes and investment earnings thereon on certain specified purposes; and (iii) the unqualified legal opinion as to the validity of the Notes of Orrick, Herrington & Sutcliffe LLP, Bond Counsel, New York, New York.

The Notes will be designated "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Code.

Following the Sale of the Notes, the successful bidder will be required to provide to the School District certain information regarding the reoffering price to the public of the Notes. The successful bidder shall furnish to the School District a certificate acceptable to Bond Counsel, dated as of the day of closing for the Notes stating the initial prices at which a bona fide public offering of all of the Notes was made and stating that 10% or more of the Notes were in fact sold to the public (excluding bond houses, brokers and other intermediaries) at or below such initial respective public offering prices. Such certificate shall state that it is made on the best knowledge, information and belief of the successful bidder after appropriate investigation.

There is no offering document which accompanies this Notice of Sale. Rule 15c2-12 promulgated by the U.S. Securities and Exchange Commission does not require the distribution of an offering document to investors in connection with the sale of the municipal securities offered through this Notice of Sale.

In the event of a default in the payment of the principal of and/or interest on the Notes, the State Comptroller is required to withhold, under certain conditions prescribed by Section 99-b of the State Finance Law, state aid and assistance to the School District and to apply the amount thereof so withheld to the payment of such defaulted principal and/or interest, which requirement constitutes a covenant by the State with the holders from time to time of the Notes.

Dated: September 9, 2009

FLOYD PARKER
PRESIDENT OF THE BOARD OF EDUCATION AND
CHIEF FISCAL OFFICER

PROPOSAL FOR NOTES

Mr. Floyd Parker
President of the Board of Education
Marathon Central School District
Cortland County, New York
c/o Fiscal Advisors & Marketing, Inc.
120 Walton Street • Suite 600
Syracuse, New York 13202
Telephone # 315-752-0051 Ext.1
Telefax # 315-752-0057

SALE DATE: September 17, 2009
SALE TIME: 11:00 A.M., Prevailing Time

**MARATHON CENTRAL SCHOOL DISTRICT
CORTLAND COUNTY, NEW YORK**

\$650,000 Bond Anticipation Notes, 2009

Dated: September 24, 2009

Due: September 24, 2010

Dear Mr. Parker:

For \$650,000 Bond Anticipation Notes, 2009 of the School District as described in the Notice of Sale annexed hereto, we hereby offer to pay a premium of (\$ _____) and accrued interest from the date of the Notes to the date of delivery thereof, for Notes bearing interest at the rate (expressed in a multiple of one-eighth or one-hundredth of one per centum of (_____ %) per annum.

The following is our computation of the net interest cost, made as provided in the above mentioned Official Notice of Sale, but not constituting any part of the foregoing Proposal for the purchase of the notes therein described:

Gross Interest	\$ _____
Less Premium Bid Over Par	\$ _____
Net Interest Cost (NIC)	\$ _____
Effective NIC Rate	_____ % (four decimals)

In the event we are awarded said Notes, we will promptly notify you of the denominations and paying agent desired, or if we choose to have the Notes issued in book-entry form only, in accordance with the terms of said Notice of Sale.

Print Name of Bidder

Bank/Institution

Telephone () _____

Telecopier () _____