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| E. EMAIL CONTACT AT FILER (optional)  B. E. MAIL CONTACT AT FILER (optional)  C. SEND ACKNOWLEDGMENT TO. (Name and Address)  Shearman & Sterling LLP  599 Lexington Avisue  New York, New York 10022  Attn: Malcolm Kr. Muctgomery, Esq.  THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY  IN DEBTOR'S NAME: Provide only 202 Dollar office is or 13) (save exact full name, do not onli. moodly, or abbreviate any pair of the Debtor name); stay pair of the Individual Debtor information in fem 10 of the Financial Substance Address From COCAR  In COMMITTION SHAME:  PROVIDENCE SUBSTANCE OF FILING OFFICE USE ONLY  Skyway CONCESSION Company L.Z.  PROVIDENCE SUBSTANCE Provide only 202 Debtor name (is or 20) (save exact, full name, do not onli. modify, or abbreviate any pair of the Debtor in amen; if say part of the Debtor in amen;  | ICC FINANCING STATEMENT  |  | RHSP Fe<br>Karen A.<br>Cook Co                 | ee:\$9.00 RPRF Fee:<br>Yarbrough<br>unty Recorder of De | \$1.00<br>eds   |
| EMAIL CONTACT AT FILER (optional)  SEND ACKNOWLEDGMENT TO: (Name and Address)  Shearman & Sterling LLP Sy9 Lexington A via use New York, New York 10022  Attn: Malcolm Kr. Mostgomery, Esq.  THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY  DEBTOR'S NAME: Provide any out of the first to take it could be a seen with out in the first and of first 1 bash. Girk here and of first |  |  |  |   | _               |
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| Shearman & Sterling LLP  SP9 Lexington ^ vo sue  New York, New York 10022  Attn: Malcolm Kr. Mostgomery, Esq.  THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY  DEBTOR'S NAME: Provide only age Clabs of mer (is or 1b) lose exact, full name, do not can it. mostly, or abbreviate any part of the Debtor's name; if any part of the individual Debtor information in zero 10 of the Financing Statement Addendum (Form UCC1Ad).  Ta. ORGANIZATION'S NAME  State of St | 3. E-MAIL CONTACT AT FILER (optional)  |  |  |   |                 |
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| Skyway Concession Company I 2C  Rith INDIVIDUAL'S SURNAME  MAILING ADDRESS  205 North Michigan Avenue, Suite 2510  DEBTOR'S NAME: Provide only gap about name (2s or 25) (use exact, full warm of not ornit, modify, or abtreviate any part of the Debtor's name); if any gast of the individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)  206 ORGANIZATION'S NAME  Railing ADDRESS  CITY  STATE  POSTAL CODE  COUNT  207 ORGANIZATION'S NAME  FIRST PERSONAL WAME  PRIST PERSONAL WAME  PRIST PERSONAL WAME  FIRST PERSONAL WAME  FIRST PERSONAL WAME  ADDITIONAL NAME(S)/INITIAL(S)  SUFFU  STATE  POSTAL CODE  COUNT  SECURED PARTY'S NAME (or NAME of ASSIGNOR SECURED PARTY): Provide only gap Securil of Perty name (3s or 3b)  30 ORGANIZATION'S NAME  ROYAL BANK OF Canada, as Collateral Agent  30 INDIVIDUAL'S SURNAME  FIRST PERSONAL NAME  CITY  STATE  POSTAL CODE  COUNT  30 ORGANIZATION'S NAME  COUNT  TORONTO  ON  N.55 I.C.  COLLATERAL: The financing statement covers the following collateral:  SEE SCHEDULE A ATTACHED HERETO AND MADE A PART HEREOF.  THIS FINANCING STATEMENT COVERS ALL PERSONAL PROPERTY OF THE DEBTOR WHICH ARE OR ARE TO BECOME FIXTURES AND IS TO BE FILED IN THE REAL PROPERTY RECORDS AS A FIXTURE FILING. THE REAL PROPERTY UPON WHICH THE FIXTURES ARE OR ARE TO BE LOCATED IS DESCRIBED ON EXHIBIT ATTACHED HERETO AND MADE A PART HEREOF.  CHICAGO SKYWAY  CHICAGO, ILLINOIS 60617  Chick colly if applicable and check colly one box Collisteral isneid in a Trust (see UCC1Ad, Item 17 and Institutions)being administered by a Decedent's Personal Representationsneighbor in provide only appeared to the individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)  TO T  |  |  |  |   |                 |
| C. MAILING ADDRESS  205 North Michigan Avenue, Suite 2510  CDEBTOR'S NAME: Provide only gag Debtor name (2s or 2b) (use exact, full water for not omit, modify, or abbreviate any part of the Debtor's name), if any part of the Individual Debtor information in flem 10 of the Financing Statement Addendum (Form UCC1Ad).  2a ORGANIZATION'S NAME  2a ORGANIZATION'S NAME  C. MAILING ADDRESS  CITY  STATE  POSTAL CODE  COUNT  ADDITIONAL NAME(S)/INITIAL(S)  SUFFID  3a ORGANIZATION'S NAME  C. MAILING ADDRESS  CITY  STATE  POSTAL CODE  COUNT  COULATERAL: This financing statement covers the following collateral:  SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only gage Secure of Perly name (3s or 3b)  3a ORGANIZATION'S NAME  ROYAL BANK Of Canada, as Collateral Agent  3b INDIVIDUAL'S SURNAME  C. MAILING ADDRESS  CITY  STATE  POSTAL CODE  COUNT  TO FONTO  ON  15H 1C4  CA  CA  COLLATERAL: This financing statement covers the following collateral:  SEE SCHEDULE A ATTACHED HERETO AND MADE A PART HEREOF.  THIS FINANCING STATEMENT COVERS ALL PERSONAL PROPERTY OF THE DEBTOR WHICH ARE OR ARE TO BECOME FITTURES AND IS TO BE FILED IN THE REAL PROPERTY RECORDS AS A FITTURE FILLING. THE REAL PROPERTY UPON WHICH ARE OR ARE TO BE LOCATED IS DESCRIBED ON EXHIBIT ATTACHED HERETO AND MADE A PART HEREOF.  CHICAGO SKYWAY  CHICAGO, ILLINOIS 60617  Check coly if applicable and check only one bor Collisteral isheld in a Trust (see UCC1Ad, Item 17 and Instructions)being administered by a Decedent's Personal Representation   |  |  |  |   |                 |
| 205 North Michigan Avenue, Suite 2510 Chicago IL 60601  2. DEBTOR'S NAME: Provide only gap Debtor name (2e or 2b) (use exact, full numer of not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor Information in Item 10 of the Financing Statement Addendum (Form UCC1Ad)  2a ORGANIZATION'S NAME  2a ORGANIZATION'S NAME  2b INDIVIDUAL'S SURNAME  2c INDIVIDUAL'S SURNAME  3a ORGANIZATION'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only gap Securit of Party name (3a or 3b)  3a ORGANIZATION'S NAME  Royal Bank of Canada, as Collateral Agent  2a INDIVIDUAL'S SURNAME  2a INDIVIDUAL'S SURNAME  CHICAGO SELWEST, 4th Floor  COULATERAL: This financing statement covers the following collateral:  SEE SCHEDULE A ATTACHED HERETO AND MADE A PART HEREOF.  THIS FINANCING STATEMENT COVERS ALL PERSONAL PROPERTY OF THE DEBTOR WHICH ARL OR ARTO BECOME FIXTURES AND IS TO BE FILED IN THE REAL PROPERTY RECORDS AS A FIXTURE FILING. THE REAL PROPERTY UPON WHICH THE FIXTURES ARE OR ARE TO BE LOCATED IS DESCRIBED ON EXHIBITATIONED HERETO AND MADE A PART HEREOF.  CHICAGO SKYWAY  CHICAGO, ILLINOIS 60617  Check polly if applicable and check polly one box: Collateral is held in a Trust (see UCC1Ad, item 17 and instructions) being administered by a Decedent's Personal Representations.  Chicago is the individual of the collection of the Individual Debtor information in time 10 of the Financing statement, addendum (Form UCC1Ad). Item 17 and instructions) being administered by a Decedent's Personal Representation.  | (D)  | FIRST PERSONAL NAME  | ADDITIO  | NAL NAME(S)/INITIAL(S)                                  | SUFFIX          |
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| Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and instructions) being administered by a Decedent's Personal Representations.   | SEE SCHEDULE A ATTACHED HERETO THIS FINANCING STATEMENT COVERS TO BECOME FIXTURES AND IS TO BE FI REAL PROPERTY UPON WHICH THE FE ATTACHED HERETO AND MADE A PAR' CHICAGO SKYWAY   | AND MADE A PART HEREOF.  ALL PERSONAL PROPERTY OF ILED IN THE REAL PROPERTY I XTURES ARE OR ARE TO BE LO | RECORDS AS                                     | A FIXTURE FIL   | ING. TH         |
|  |  |  | <b>—</b>                                       |   |                 |
|  |  | eld in a Trust (see UCC1Ad, item 17 and instructions)  |  |   |                 |

Consignee/Consignor

Seller/Buyer

Licensee/Licensor

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor

TO BE FILED IN COOK COUNTY, IL

8. OPTIONAL FILER REFERENCE DATA:

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### **UCC FINANCING STATEMENT ADDENDUM**

| FOLLOW INSTRUCTIONS   |  |  |                    |
|---|--|--|--------------------|
| NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing State because Individual Debtor name did not fit, check here | atement; if line 1b was left blank         |  |                    |
|   |  |  |                    |
| 9a. ORGANIZATION'S NAME   |  |  |                    |
| Skyway Concession Company LLC   |  |  |                    |
|   |  |  |                    |
| OR 96 INDIVIDUAL'S SURNAME  |  |  |                    |
|   |  |  |                    |
| FIRST PERSONAL NAME   |  |  |                    |
| 9   | 100  |  |                    |
| ADDITIONAL NAME(S)/INITIAL (S)  | SUFFIX                                     |  |                    |
| 10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debte   | or name or Dahter name that did not lit in | THE ABOVE SPACE IS FOR FILING OFFICE                     |                    |
| do not omit, modify, or abbreviate any part of the Def c. s name) and s   |  | me to at 20 of the Fillanding Statement (Form OCC1) (usi | o oxaci, ipii namo |
| 10a. ORGANIZATION'S NAME  | 1, 1                                       |  |                    |
| OR 10b. INDIVIDUAL'S SURNAME  |  |  |                    |
|   |  |  |                    |
| INDIVIDUAL'S FIRST PERSONAL NAME  | 0/   |  |                    |
| INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)  |  |  | SUFFIX             |
| 10c. MAILING ADDRESS  | CITY                                       | STATE POSTAL CODE  | COUNTRY            |
| 11. ADDITIONAL SECURED PARTY'S NAME or A  | ASSIGNOR SECURED PARTY                     | S NAME: Provide only one name (11a or 11b)               |                    |
| 11a. ORGANIZATION'S NAME  | NOTION OF OPPORTUDITION                    | COMME. COMO ONLY SINE NAME (FIRE OF FIRE)                |                    |
| OR  | <u> </u>                                   |  |                    |
| 11b. INDIVIDUAL'S SURNAME   | FIRST PERSONAL NAME                        | ADDITIONAL NAME(S)/INITIAL(S)                            | SUFFIX             |
| 11c. MAILING ADDRESS  | CITY                                       | CTATE POSTAL CODE  | COUNTRY            |
|   |  | 17/  |                    |
| 12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):   | ·  | 0  |                    |
|   |  | OFF  |                    |
|   |  | Co   |                    |
|   |  | C  |                    |
| 13.  This FINANCING STATEMENT is to be filed (for record) (or record  | led) in the 14. This FINANCING STATE       | MENT:  |                    |
| REAL ESTATE RECORDS (if applicable)   | covers timber to be                        |  | a fixture filing   |
| 15. Name and address of a RECORD OWNER of real estate described in it<br>(if Debtor does not have a record interest): | tem 16 16. Description of real estate      | <b>x</b>   |                    |
|   | SEE EXHIBIT A                              |  |                    |
|   |  |  |                    |
|   |  |  |                    |
|   |  |  |                    |
|   |  |  |                    |
|   |  |  |                    |
|   |  |  |                    |
|   |  |  |                    |
| 17. MISCELLANEOUS:  |  |  |                    |

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# SCHEDULE A TO UCC FINANCING STATEMENT

### DEBTOR:

**SECURED PARTY:** 

Skyway Concession Company LLC 205 North Michigan Avenue, Suite 2510 Chicago, IL 60601

Royal Bank of Canada, as Collateral Agent 20 King Street West, 4<sup>th</sup> Floor Toronto, ON M5H 1C4

This Schedule 1 is attached to and made part of that certain Financing Statement naming Skyway Concession Company LLC, a Delaware limited liability company, as Debtor (the "Debtor"), and Royal Bank of Canada, as Contateral Agent, as Collateral Agent, as Secured Party (the "Secured Party").

The Leasehold Estate: as granted in that certain Chicago Skyway Concession and Lease Agreement, dated as of October 27, 2004, between the City of Chicago and Debtor, as amended by that certain First Amendment to Chicago Skyway Concession and Lease Agreement, dated as of January 24, 2005 and that certain Second Amendment dated as of December 22, 2015 (as further hereafter amended and/or modified, collectively, the "Concession Agreement"). Certain of the terms of the Concession Agreement are set forth in a Memorandum of Concession and Lease Agreement recorded with the Cook County Recorder on January 24, 2005, as Document Number 0502445126, and are further set forth in a First Amendment to Memorandum of Chicago Skyway Concession and Lease Agreement recorded with the Cook County Recorder on December 24, 2015, as Document Number 1535816024 demising and leasing the real property for a term beginning October 27, 2004 and ending October 27, 2103.

The Real Property: described on Exhibit A attached hereto.

[BALANCE OF PAGE INTENTIONALLY LEFT BLANK]

### **EXHIBIT A**

#### LEGAL DESCRIPTION OF THE LAND

The legal descriptions set forth on this Exhibit A and attached to this document are separated into 65 Parts for recording. This is Part 50 of 65 Parts.

All of the Parts together comprise property commonly known as:

The Chicago Skyway, which consists of the 7.8± mile long toll facility linking the Dan Pyan Expressway (Interstate Route 94) near 63<sup>rd</sup> Street in the City of Chicago on the north to Interstate Route 90 at the Illinois-Indiana state line near 106<sup>th</sup> Sues in the City of Chicago on the south. The eastern boundary of the Chicago Skyway is located at the state line between Indianapolis Boulevard and the southerly railroad right-of-way of the Norfolk Southern Corporation and extends in a northwesterly direction parallel to the Norfolk Southern Corporation right-of-way to the easterly right-of-way of State Street near its intersection with 66<sup>th</sup> Street, and turns in a westerly direction over State Street and onto the ramps feeding the Dan Ryan Expressway, all within the City limits of the City of Chicago, Illinois. Included vithir the Parts are the various entrance and exit ramps throughout the system and the related structures, including roadway pavement supported on embankments, as well as elevated bridge structures, including the Calumet River Bridge and its approaches, and a toll plaza service facility (including a four-story service builting and two toll-pass-through canopy structures and related tunnels).

### PARCEL 54B:

LOTS 1 TO 10 IN BLOCK 8 IN MEEKERS ADDITION TO SOUTH CHICAGO, A SUBDIVISION OF THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER OF SECTION 6, TOWNSHIP 37 NORTH, RANGE 15 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS LYING NORTH OF THE INDIAN BOUNDARY LINE, IN COOK COUNTY, ILLINOIS

### Parcel 54B Permanent Index Numbers (PINs):

26-06-100-021-0000 (Lot 10 in Block 8)

26-06-100-022-0000 (Lot 9 in Block 8)

26-06-100-023-0000 (Lot 8 in Block 8)

26-06-100-024-0000 (Lot 7 in Block 8)

26-06-100-025-0000 (Lot 6 in Block 8)

26-06-100-026-0000 (Lot 5 in Block 8)

26-06-100-027-0000 (Lot 4 in Block 8)

26-06-100-028-0000 (Lot 3 in Block 8)

26-06-100-029-0000 (Lot 2 in Block 8)

26-06-100-030-0000 (Lot 1 in Block 8)

EASEMENTS FOR THE BENEFIT OF THE FOREGOING PARCELS OVER AND ACROSS THE FOLLOWING PARCELS:

#### **EASEMENT PARCEL A:**

PERMANENT AND PERPETUAL EASEMENT IN FAVOR OF THE LAND INSURED HEREIN, AS CREATED BY GRANT FORM PITTSBURGH, FORT WAYNE AND CHICAGO RAILWAY COMPANY TO CITY OF CHICAGO, A MUNICIPAL CORPORATION, DATED MARCH 21, 1957, AND RECORDED APRIL 16 1957 AS DOCUMENT 16879228, FOR COLUMNS IN, FOR CONSTRUCTION AND OPERATION OF THE SKYWAY OVER, FOR FOUNDATIONS UNDER, FOR SEWERS UNDER AND FOR THE BENEFIT AND USE FOR HIGHWAY PURPOSES OVER AND ACROSS THE LAND DESCRIPED THEREIN FOR THE CONSTRUCTION AND OPERATION OF THE CALUMET SKYWAY TOLL BRIDGE AND PRESENT AND FUTURE CONNECTING HIGHWAYS SITUATED IN COOK COUNTY ILLINOIS.

### **EASEMENT PARCEL B:**

A PERMANENT AND PERPETUAL EASEMENT IN FAVOR OF THE LAND INSURED HEREIN, AS CREATED BY GRANT FROM CHICAGO AND WESTERN INDIANA RAILROAD COMPANY AND THE BELL RAILROAD COMPANY OF CHICAGO TO THE CITY OF CHICAGO, A MUNICIPAL CORPORATION RECORDED AS DOCUMENT 16976813 ABOVE AND OVER THE LAND DESCRIBED THEREIN FOR VIADUCT AND PUBLIC USE AND THE CONSTRUCTION OF THE VIADUCT FICOR SYSTEM AND DECK AND THE USE THEREOF BY THE PUBLIC FOR THE CONSTRUCTION, INSPECTION, MAINTENANCE, REPAIR AND USE OF THE CALUMET SKYWAY TOLL BRIDGE, AND FOR THE CONSTRUCTION, RECONSTRUCTION, MAINTENANCE AND USE OF THE BRIDGE DECKING, FOUNDATIONS, SUPPORTS AND DRAINAGE SYSTEM OF THE CALUMET SKYWALL TOLL BRIDGE, GVER AND ACROSS THE LAND DESCRIBED THEREIN.

### **EASEMENT PARCEL C:**

A PERMANENT AND PERPETUAL EASEMENT IN FAVOR OF THE LAND INSURED HEREIN, AS CREATED BY GRANT FROM THE NEW YORK CENTRAL FAILROAD COMPANY TO CITY OF CHICAGO, A MUNICIPAL CORPORATION, DATED MAY 17, 1957 AND RECORDED MARCH 4, 1958 AS DOCUMENT 17147264 FOR THE PURPOSE OF CONSTRUCTION, MAINTENANCE AND OPERATION OF THE CALUMET SKYWAY TOLL BRIDGE, INCLUDING FOUNDATIONS, COLUMNS, SEWERS, AND APPURTENANCES IN CONNECTION THEREWITH, OVER AND ACROSS THE LAND DESCRIBED THEREIN.

#### EASEMENT PARCEL D:

EASEMENT IN FAVOR OF THE LAND INSURED HEREIN, AS CREATED BY GRANT FROM QUAM-NICHOLS COMPANY TO THE CITY OF CHICAGO RECORDED AUGUST 6, 1957, AS DOCUMENT 16978007 FOR THE CONSTRUCTION, MAINTENANCE AND USE OF THE DOCK SYSTEM, DRAINAGE, SYSTEM AND OTHER APPURTENANCES

ATTACHED THERETO OF THE GRANTEE, THE CITY OF CHICAGO AND THE AIR RIGHTS IN PERPETUITY OVER AND ABOVE AN INCLINED PLANE FROM AN ELEVATION OF 30.74 FEET AT THE EASTERLY LIMITS OF THE HEREINAFTER DESCRIBED PREMISES BELONGING TO THE GRANTOR TO AN ELEVATION OF 30.49 FEET, CITY OF CHICAGO DATUM, OVER AND ACROSS THE LAND DESCRIBED THEREIN.

### **EASEMENT PARCEL E:**

PERPETUAL EASEMENT AND RIGHT OF WAY IN FAVOR OF THE LAND INSURED HEREIN, AS CREATED BY INSTRUMENT DATED FEBRUARY 15, 1957 AND RECORDED 'ANUARY 22, 1959 AS DOCUMENT 17434497, IN FAVOR OF THE CITY OF CHICAGO, ITS SUCCESSORS AND ASSIGNS, TO CONSTRUCT, OPERATE, MAINTAIN PILLARS FOR THE CALUMET SKYWAY TOLL BRIDGE AND FOR CONSTRUCTING, MAINTAINING AND PERPETUALLY OPERATING SAID SKYWAY, OVER AND ACROSS THE LAND DESCRIBED THEREIN.

### **EASEMENT PARCEL F:**

EASEMENT IN FAVOR OF THE LAND INSURED HEREIN, DATED SEPTEMBER 9, 1957 AND RECORDED SEPTEMBER 11, 1957 AS DOCUMENT 17009170, FROM THE CHICAGO, ROCK ISLAND AND PACIF C KAILROAD COMPANY TO THE CITY OF CHICAGO, FOR THE PURPOSES OF CONSTRUCTING, INSPECTING, MAINTAINING, REPAIRING AND USING THE CALUMET SKYWAY TOLL BRIDGE, OVER AND ACROSS THE LAND DESCRIBED THEREIN.

### **EASEMENT PARCEL G:**

A PERMANENT AND PERPETUAL EASEMENT IN FAVOR OF THE LAND INSURED HEREIN, AS CREATED BY GRANT FROM THE METROPOLITAN SANITARY DISTRICT OF GREATER CHICAGO, A MUNICIPAL CORPORATION, TO CITY OF CHICAGO, A MUNICIPAL CORPORATION, DATED JANUARY 9, 1958 AND RECORDED NOVEMBER 26, 1958, AS DOCUMENT 17388689 FOR THE PURPOSE OF CONSTRUCTION, OPERATION AND MAINTENANCE OF THE CALUMET SKYWAY TOLI BRIDGE, OVER AND ACROSS THE LAND DESCRIBED THEREIN.

### **EASEMENT PARCEL H:**

A PERMANENT AND PERPETUAL EASEMENT IN FAVOR OF THE LAND INSURED HEREIN, AS CREATED BY GRANT FROM THE ILLINOIS CENTRAL RAILROAD COMPANY TO THE CITY OF CHICAGO, A MUNICIPAL CORPORATION, DATED AUGUST 1, 1957 AND RECORDED NOVEMBER 26, 1957 AS DOCUMENT 17074729 (SUBJECT TO AN UNRECORDED AGREEMENT, DATED AUGUST 1, 1957, BY AND BETWEEN SAID PARTIES AS DISCLOSED BY SAID DOCUMENT 17094729) FOR THE PURPOSE OF CONSTRUCTION, INSPECTING, MAINTAINING, REPAIRING AND USING THE CALUMET SKYWAY TOLL BRIDGE, OVER AND ACROSS THE LAND DESCRIBED THEREIN.