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Doc#: 1606101129 Fee: \$50.00
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Karen A. Yarbrough
Cook County Recorder of Deeds
Date: 03/01/2016 04:41 PM Pg: 1 of 7

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Shearman & Sterling LLP 599 Lexington Avenue New York, New York 10022 Attn: Malcolm K. Montgomery, Esq.

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME Skyway Concession Company LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS 205 North Michigan Avenue, Suite 2510				
	CITY Chicago	STATE IL	POSTAL CODE 60601	COUNTRY

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS				
	CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME Royal Bank of Canada, as Collateral Agent				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS 20 King St. West, 4th Floor				
	CITY Toronto	STATE ON	POSTAL CODE M5H 1C4	COUNTRY CAN

4. 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 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 A ATTACHED HERETO AND MADE A PART HEREOF.

CHICAGO SKYWAY
CHICAGO, ILLINOIS 60617

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, item 17 and Instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative	
6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility	
6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing	
7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licenser	

8. OPTIONAL FILER REFERENCE DATA:
TO BE FILED IN COOK COUNTY, IL

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UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS

9. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

9a. ORGANIZATION'S NAME

Skyway Concession Company LLC

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

10. DEBTOR'S NAME: Provide (10a or 10b) only one additional Debtor name or Debtor name that did not fit in line 1b or 2b of the Financing Statement (Form UCC1) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name) and enter the mailing address in line 10c

10a. ORGANIZATION'S NAME

OR

10b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME: Provide only one name (11a or 11b)

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

12. ADDITIONAL SPACE FOR ITEM 4 (Collateral):

13. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS (if applicable)

14. This FINANCING STATEMENT:

 covers timber to be cut covers as-extracted collateral is filed as a fixture filing

15. Name and address of a RECORD OWNER of real estate described in item 16 (if Debtor does not have a record interest):

16. Description of real estate:

SEE EXHIBIT A

17. MISCELLANEOUS:

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SCHEDULE A
TO
UCC FINANCING STATEMENT

DEBTOR:

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

SECURED PARTY:

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

This Schedule A 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 Collateral 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]

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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 64 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 Ryan Expressway (Interstate Route 94) near 63rd Street in the City of Chicago on the north to Interstate Route 90 at the Illinois-Indiana state line near 106th Street 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 66th 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 within 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 building and two toll-pass-through canopy structures and related tunnels).

PARCEL 87:

PERMANENT AND PERPETUAL EASEMENT AS CREATED BY THE GRANT FROM PENNDEL COMPANY, A CORPORATION OF DELAWARE, TO THE CITY OF CHICAGO, A MUNICIPAL CORPORATION OF ILLINOIS, DATED MARCH 21, 1957, AND RECORDED APRIL 16, 1957, AS DOCUMENT 16879229 FOR COLUMNS IN, FOR CONSTRUCTION AND OPERATION OF SKYWAY OVER, FOR FOUNDATION UNDER, FOR SEWERS UNDER AND FOR THE BENEFIT AND USE FOR HIGHWAY PURPOSES OVER AND ACROSS THE FOLLOWING DESCRIBED LAND FOR THE CONSTRUCTION AND OPERATION OF THE CALUMET SKYWAY TOLL BRIDGE AND PRESENT AND FUTURE CONNECTING HIGHWAYS SITUATED IN COOK COUNTY, ILLINOIS KNOWN AND DESCRIBED AS FOLLOWS:

THAT PART OF LOTS 17 TO 28 INCLUSIVE, FALLING IN A STRIP OF LAND CONVEYED TO SOUTH CHICAGO AND SOUTHERN RAILROAD COMPANY, A CORPORATION OF ILLINOIS, BY TITLE GUARANTEE AND TRUST COMPANY, BY DEED DATED APRIL 25, 1892, AND RECORDED APRIL 28, 1892, IN BOOK 3890, PAGE 171, AS DOCUMENT 1653907, IN BLOCK 19 IN IRONWORKERS ADDITION TO SOUTH CHICAGO, A SUBDIVISION OF THE SOUTH FRACTIONAL HALF OF SECTION 8, TOWNSHIP 37 NORTH, RANGE 15 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS, ALSO A STRIP OF LAND IN THAT PART OF THE RIGHT

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OF WAY OF SOUTH CHICAGO AND SOUTHERN RAILROAD NOW PENNDEL COMPANY AS LIES EAST OF LOT 17 AND EAST OF THE ALLEY WHICH LIES EAST OF AND ABUTTING LOTS 17, 18, 19, 20 AND 21 AND WEST OF THE ALLEY WHICH LINES WEST OF AND ABUTTING LOTS 8 TO 15 ALL IN SAID BLOCK 19; ALSO LOTS 8 TO 16 INCLUSIVE IN SAID BLOCK 19.; ALSO BLOCK 46 IN SAID IRONWORKERS ADDITION; ALSO LOTS 1 TO 12 AND THAT PART OF LOTS 13 TO 20 LYING NORTH OF THE SOUTH LINE OF LAND OF PENNDEL COMPANY IN BLOCK 44 IN SAID IRONWORKERS ADDITION, IN COOK COUNTY, ILLINOIS.

Parcel 87 Permanent Index Numbers (PINs):

26-06-428-034-0000 26-06-502-003-0000

PARCEL 88:

EASEMENT AS CREATED BY GRANT FROM THE COMMONWEALTH EDISON COMPANY, CORPORATION OF ILLINOIS, TO THE CITY OF CHICAGO, A MUNICIPAL CORPORATION, DATED JULY 2, 1956 AND RECORDED FEBRUARY 13, 1959, AS DOCUMENT 17456215 FOR RIGHT TO USE FOR CALUMET SKYWAY TOLL BRIDGE PURPOSES THE FOLLOWING DESCRIBED PREMISES:

LOTS 40, 41 AND 42 IN BLOCK 44 IN IRONWORKERS <ADD TO SOUTH CHICAGO IN THE WEST 1/2 OF THE SOUTHEAST 1/4 OF SECTION 8, TOWNSHIP 37 NORTH, RANGE 15 NORTH, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Parcel 88 Permanent Index Numbers (PINs):

26-08-400-014-0000 26-08-400-017-0000 26-08-400-033-0000
 26-08-401-012-0000 26-08-401-015-0000 26-08-401-016-0000
 26-08-401-017-0000

(PARCEL 89 INTENTIONALLY OMITTED)

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

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LAND DESCRIBED 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 BELT 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 SKYWAY TOLL BRIDGE, OVER 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 RAILROAD 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 JANUARY 22, 1959 AS DOCUMENT 17434497, IN FAVOR OF THE CITY OF

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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 PACIFIC RAILROAD 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 17388687 FOR THE PURPOSE OF CONSTRUCTION, OPERATION AND MAINTENANCE OF THE CALUMET SKYWAY TOLL 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 17074729) FOR THE PURPOSE OF CONSTRUCTION, INSPECTING, MAINTAINING, REPAIRING AND USING THE CALUMET SKYWAY TOLL BRIDGE, OVER AND ACROSS THE LAND DESCRIBED THEREIN.