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City Council Document Tracking Sheet

Meeting Date:	2/15/2012
Sponsor(s):	Emanuel, Rahm (Mayor)
Type:	Ordinance
Title:	Issuance of general airport revenue bonds and passenger facility charge revenue bonds and associated amendments to commercial paper program
Committee(s) Assignment:	Committee on Finance

FIN.



OFFICE OF THE MAYOR
CITY OF CHICAGO

RAHM EMANUEL
MAYOR

February 15, 2012

TO THE HONORABLE, THE CITY COUNCIL
OF THE CITY OF CHICAGO

Ladies and Gentlemen:

At the request of the Chief Financial Officer and the Commissioner of Aviation, I transmit herewith an ordinance authorizing an issuance of general airport revenue bonds and passenger facility charge revenue bonds and associated amendments to the commercial paper program.

Your favorable consideration of this ordinance will be appreciated.

Very truly yours,

Mayor

ORDINANCE

WHEREAS, the City of Chicago (the "*City*") is a duly constituted and existing municipality within the meaning of Section 1 of Article VII of the 1970 Constitution of the State of Illinois (the "*Constitution*") having a population in excess of 25,000 and is a home rule unit of local government under Section 6(a) of Article VII of the Constitution; and

WHEREAS, the City owns and operates an airport known as Chicago O'Hare International Airport (the "*Airport*"); and

WHEREAS, the City has previously issued its "Chicago-O'Hare International Airport General Airport Revenue Refunding Bonds, 1993 Series A" that are currently outstanding (the "*Outstanding Senior Lien Bonds*") pursuant to the General Airport Revenue Bond Ordinance (as hereinafter defined); and

WHEREAS, the City has previously issued various series of its Chicago O'Hare International Airport General Airport Second Lien Revenue Bonds that are currently outstanding (the "*Outstanding Second Lien Bonds*"); and

WHEREAS, the City has previously issued various series of its Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds that are currently outstanding (the "*Outstanding Third Lien Bonds*"); and

WHEREAS, the Outstanding Third Lien Bonds have been issued pursuant to the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations dated as of March 1, 2002 between the City and U.S. Bank National Association (successor to LaSalle Bank National Association) as trustee (the "*Third Lien Trustee*") as amended and supplemented (the "*Third Lien Master Indenture*"); and

WHEREAS, the City has previously established a commercial paper program providing for the issuance from time to time of commercial paper notes for Airport purposes (the "*Commercial Paper Notes*"); and

WHEREAS, the Outstanding Senior Lien Bonds, the Outstanding Second Lien Bonds, the Outstanding Third Lien Bonds, and any Commercial Paper Notes and "Credit Agreement Notes" (hereinafter defined) currently or later outstanding are referred to collectively herein as the "Outstanding Airport Obligations"; and

WHEREAS, the City has determined to authorize the issuance of its Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds (the "*2012 Third Lien Bonds*") pursuant to the Third Lien Master Indenture, in one or more series, for the purposes of (i) funding the cost of certain capital projects for the Airport, including, without limitation, capital projects included in the O'Hare Capital Improvement Program or in the O'Hare Modernization Program, which constitute Airport Projects under the Third Lien Master Indenture and capitalized interest (the "*Airport Projects*") and (ii) the refunding of any and all Outstanding Airport Obligations; and

WHEREAS, the City has also heretofore issued various series of its Chicago O'Hare International Airport Passenger Facility Charge Revenue Bonds (the "*Outstanding PFC Bonds*") that are secured under the Master Trust Indenture Securing Chicago O'Hare International Airport Passenger Facility Charge Obligations, dated as of January 1, 2008 (the "*PFC Master Indenture*") from the City to The Bank of New York Mellon Trust Company, N.A. (successor to BNY Midwest Trust Company) as trustee (the "*PFC Trustee*"); and

WHEREAS, the City has determined to authorize the issuance of its Chicago O'Hare International Airport Passenger Facility Charge Revenue Bonds (the "*2012 PFC Bonds*") pursuant to the PFC Master Indenture in one or more series for the purposes of (i) paying the cost of certain Projects (as defined in the PFC Master Indenture) and refunding at or prior to maturity all or a portion of any Commercial Paper Notes or other bonds, notes or other obligations issued by the City to finance or refinance any Project and (ii) refunding any and all of the Outstanding PFC Bonds; and

WHEREAS, the City proposes to issue and sell 2012 Third Lien Bonds and 2012 PFC Bonds (collectively, the "*2012 Bonds*") in the manner hereinafter authorized, in one or more series, in an aggregate principal amount not to exceed \$1,750,000,000; and

WHEREAS, the City has determined that one or more series of the 2012 Third Lien Bonds may be additionally secured by and payable from a pledge of PFC Revenues (as defined in the PFC Master Indenture) which pledge will be junior and subordinate to (i) the pledge of PFC Revenues as security for the payment of the PFC Obligations (as defined in the PFC Master Indenture) and (ii) except as hereinafter provided, the payments by the City to fund the costs of certain capital projects at the Chicago/Gary International Airport (the "*Compact Payments*") from PFC Revenues pursuant to Section 25-10(b) of the Compact between the City and the City of Gary dated April 15, 1995 Relating to the Establishment of the Gary-Chicago Regional Airport Authority; and

WHEREAS, the use of the PFC Revenues for the payment of the Compact Payments may be made junior and subordinate to the pledge of PFC Revenues as security for the payment of the 2012 Third Lien Bonds as of any date (prior or subsequent to the issuance of any of the 2012 Third Lien Bonds) all as determined pursuant to a supplemental indenture as herein authorized; and

WHEREAS, the City has determined to establish a borrowing program (the "*Line of Credit Program*") pursuant to which the City may borrow money for Airport purposes and establish one or more lines of credit by entering into one or more credit agreements (each a "*Credit Agreement*") with financial institutions and to authorize the issuance of debt obligations evidencing such borrowings (each a "*Credit Agreement Note*") which shall be payable from, and secured by a lien on and pledge of general Airport revenues provided that such pledge of and lien on Airport revenues shall be junior and subordinate to the pledges of and liens on general Airport revenues securing Outstanding Senior Lien Bonds, Outstanding Second Lien Bonds and Outstanding Third Lien Bonds and any additional general Airport revenue bonds to be issued pursuant to the Third Lien Master Indenture; now therefore

Be It Ordained by the City Council of the City of Chicago:

PART A

ARTICLE I

**AUTHORIZATION, FINDINGS AND
DETERMINATIONS AND APPROVAL OF DOCUMENTS**

Section 1.1. Authorization. The above recitals are incorporated in this Ordinance. This Ordinance is adopted pursuant to Section 6(a) of Article VII of the Constitution. This Ordinance authorizes the issuance of the 2012 Bonds and Credit Agreement Notes as follows: (i) this Part A authorizes the issuance of the 2012 Bonds in an aggregate principal amount not to exceed \$1,750,000,000, (ii) Part B hereof authorizes the issuance, from time to time, of all or a portion of the 2012 Bonds as 2012 Third Lien Bonds, in one or more series, in such principal amounts and with such terms and provisions as set forth therein and in the Third Lien Master Indenture, and the related Supplemental Indentures therein approved; (iii) Part C hereof authorizes the issuance, from time to time, of all or a portion of the 2012 Bonds as 2012 PFC Bonds, in one or more series, in such principal amounts and with such terms and provisions as set forth therein and in the PFC Master Indenture and the related Supplemental Indentures therein approved; and (iv) Part D hereof sets forth provisions applicable to both the 2012 Third Lien Bonds and the 2012 PFC Bonds and authorizes City officials to execute and deliver agreements relating to the matters authorized by this Ordinance. Part E hereof establishes the line of credit borrowing program for the Airport, authorizes the issuance of Credit Agreement Notes pursuant to Credit Agreements and extends the term of the existing Commercial Paper Program for the Airport.

Section 1.2. Findings and Determinations. This City Council hereby finds and determines as follows:

(a) that the issuance of the 2012 Third Lien Bonds and the refunding of the Outstanding Airport Obligations and any other bonds, notes or other obligations issued by the City to finance or refinance any Airport Project will result in debt service savings or provide other benefits to the Airport;

(b) that the issuance of the 2012 PFC Bonds and the refunding of the Outstanding PFC Bonds and any other bonds, notes or other obligations issued by the City to finance or refinance any Project will result in debt service savings or provide other benefits to the Airport;

(c) that the Airport Projects to be financed by the City with the proceeds of the 2012 Third Lien Bonds are necessary and essential to the efficient operation of the Airport;

(d) that the Projects to be financed by the City with the proceeds of the 2012 PFC Bonds are necessary and essential to the efficient operation of the Airport;

(e) that the City's ability to issue 2012 Bonds from time to time without further action by this City Council at various times, in various principal amounts and with various interest rates and interest rate mechanisms, maturities, redemption provisions and other terms

will enhance the City's opportunities to obtain financing for the Airport upon the most favorable terms available;

(f) that from time to time interim financing of capital projects at, near or for the benefit of the Airport, including, without limitation, capital projects included in or related to the O'Hare Modernization Program or the O'Hare Capital Improvement Program, is needed prior to the issuance of long term revenue bonds or the receipt of federal grants;

(g) that from time to time it is desirable to refund (i) outstanding airport revenue bonds and notes of the City (including bonds and notes payable from passenger facility charges or special facility revenues) and other payment obligations related thereto (the "*Outstanding Obligations*") and (ii) future issues of Airport revenue bonds and notes of the City (including bonds and notes payable from passenger facility charges or special facility revenues) as may be outstanding from time to time, and other payment obligations related thereto (the "*Future Outstanding Obligations*");

(h) that the City's ability to borrow pursuant to the Line of Credit Program as herein provided without further action by this City Council for purposes described in clauses (f) and (g) above; to enter into Credit Agreements and to make various determinations with respect to the terms of the Credit Agreements and the Credit Agreement Notes to be issued pursuant to the Line of Credit Program will enhance the City's opportunities to obtain financing for the Airport upon the most favorable terms available; and

(i) that the delegations of authority that are contained in this Ordinance, including the authority to make the specific determinations described in clause (e) and (h) above, are necessary and desirable because this City Council cannot itself as advantageously, expeditiously or conveniently exercise such authority and make such specific determinations. Thus, authority is granted to the Mayor, the Chief Financial Officer appointed by the Mayor or the City Comptroller (the "*Authorized Officer*" as referred to herein being either the Chief Financial Officer or the City Comptroller) (i) to determine to sell one or more series of 2012 Bonds, at one or more times, as and to the extent such officers determine that such sale or sales is desirable and in the best financial interest of the City and the Airport and (ii) to implement the Line of Credit Program and from time to time to enter into Credit Agreements and to cause to be issued Credit Agreement Notes pursuant to the Line of Credit Program as and to the extent determined to be desirable and in the best financial interest of the City in the operation of the Airport.

Section 1.3. Forms of Documents. There have been presented to this City Council forms of the following documents:

(a) Forty-First Supplemental Indenture Securing Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds, Series 2012A (attached hereto as *Exhibit A*);

(b) Forty-Second Supplemental Indenture Securing Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds, Series 2012B (attached hereto as *Exhibit B*);

(c) Forty-Third Supplemental Indenture securing Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds, Series 2012C (attached hereto as *Exhibit C*);

(d) Eighth Supplemental Indenture Securing Chicago O'Hare International Airport Passenger Facility Charge Revenue Bonds, Series 2012A (attached hereto as *Exhibit D*);

(e) Amended and Restated Second Lien Master Indenture (attached hereto as *Exhibit E*); and

(f) Amended and Restated Senior Lien Master Indenture (attached hereto as *Exhibit F*).

Section 1.4. Debt Issuance. \$1,750,000,000 aggregate principal amount of 2012 Bonds are hereby authorized to be issued pursuant to this Ordinance for the purposes specified in Part B with respect to the 2012 Third Lien Bonds and Part C with respect to the 2012 PFC Bonds.

Section 1.5. Title. This Ordinance may hereafter be cited as the "2012 O'Hare Financing Ordinance."

PART B

ARTICLE I AUTHORITY AND DEFINITIONS

Section 1.1. Authority for Part B. This Part B is authorized pursuant to Section 705 of the General Airport Revenue Bond Ordinance and the Third Lien Master Indenture (as hereinafter defined).

Section 1.2. Definitions.

(a) Except as provided in this Section, all defined terms contained in this Part B and in Part D shall have the same meanings, respectively, as such defined terms are given in the Third Lien Master Indenture.

(b) As used in this Part B and in Part D, unless the context shall otherwise require, the following words and terms shall have the following respective meanings:

"Amended and Restated O'Hare Airport Master Indenture" means the Master Indenture of Trust Securing Chicago O'Hare International Airport General Airport Revenue Senior Lien Obligations, from the City to the Third Lien Trustee that is to replace the 2002 Third Lien Indenture on the Liens Defeasance Date, as the same from time to time may be amended or supplemented by Supplemental Indentures executed and delivered in accordance with the provisions thereof.

"Amended and Restated Second Lien Master Indenture" means the Master Indenture of Trust Securing Chicago O'Hare International Airport Second Lien Obligations, from the City to the Second Lien Trustee that is to replace the 1984 Second Lien Indenture on the GARBO Defeasance Date if the GARBO Defeasance Date is a date prior to the Liens Defeasance Date.

"Authorized Officer" is defined in Section 1.2(i) of Part A.

“Bank” means a bank that has issued a Letter of Credit pursuant to a Reimbursement Agreement in order to secure one or more series of 2012 Third Lien Bonds.

“Bank Note” means a Third Lien Obligation evidencing the obligation of the City to a Bank under a Reimbursement Agreement.

“Forty-First Supplemental Indenture” means the Forty-First Supplemental Indenture Securing Chicago O’Hare International Airport General Airport Third Lien Revenue Bonds from the City to the Third Lien Trustee relating to the initial series of 2012 Third Lien Bonds bearing interest at fixed rates.

“Forty-Second Supplemental Indenture” means the Forty-Second Supplemental Indenture Securing Chicago O’Hare International Airport General Airport Third Lien Revenue Bonds from the City to the Third Lien Trustee relating to the initial series of 2012 Third Lien Bonds additionally secured by Other Available Moneys as provided in Section 2.3 of this Part B.

“Forty-Third Supplemental Indenture” means the Forty-Third Supplemental Indenture Securing Chicago O’Hare International Airport General Airport Third Lien Revenue Bonds from the City to the Third Lien Trustee relating to the initial series of 2012 Third Lien Bonds bearing interest at variable rates.

“GARBO Defeasance Date” means the date that the pledge of Revenues under the General Airport Revenue Bond Ordinance is discharged and satisfied in accordance with Section 1401 of the General Airport Revenue Bond Ordinance.

“General Airport Revenue Bond Ordinance” means the ordinance adopted by the City Council of the City on March 31, 1983, entitled “An Ordinance Authorizing The Issuance By The City Of Chicago Of Its Chicago O’Hare International Airport General Airport Revenue Bonds, And Providing For The Payment Of And Security For Said Bonds,” as amended and supplemented from time to time in accordance with the terms thereof.

“Letter of Credit” means a Letter of Credit securing the payment of the principal or purchase price of and interest on one or more series of 2012 Third Lien Bonds.

“Liens Defeasance Date” means the later of the GARBO Defeasance Date and the Second Lien Defeasance Date.

“1984 Second Lien Indenture” means the Master Indenture of Trust Securing Chicago-O’Hare International Airport Second Lien Obligations dated as of September 1, 1984 between the City and the Second Lien Trustee, as amended and supplemented.

“Reimbursement Agreement” means an agreement between the City and a Bank pursuant to which a Letter of Credit or liquidity facility is issued with respect to one or more series of 2012 Third Lien Bonds.

“Remarketing Agreement” means an agreement between the City and a Remarketing Agent pursuant to which the Remarketing Agent, under certain circumstances, will remarket 2012 Third Lien Bonds.

“Second Lien Defeasance Date” means the date that the pledge of Revenues and Second Lien Revenues under the Second Lien Master Indenture is discharged and satisfied in accordance with Section 1101 of the Second Lien Master Indenture.

“Second Lien Master Indenture” means (a) prior to the GARBO Defeasance Date, the 1984 Second Lien Indenture and (b) from and after the GARBO Defeasance Date, the Amended and Restated Second Lien Master Indenture.

“Second Lien Trustee” means The Bank of New York Mellon Trust Company, N.A. (as successor to American National Bank and Trust Company of Chicago) and its successor in trust under the Second Lien Master Indenture.

“Supplemental Indenture” means a supplemental indenture authorizing a series of 2012 Third Lien Bonds, substantially in the form of the Forty-First Supplemental Indenture, the Forty-Second Supplemental Indenture or the Forty-Third Supplemental Indenture.

“Third Lien Master Indenture” means (a) prior to the Liens Defeasance Date, the 2002 Third Lien Indenture and as the same from time to time may be amended or supplemented by Supplemental Indentures executed and delivered in accordance with the provisions thereof and (b) from and after the Liens Defeasance Date, the Amended and Restated O’Hare Airport Master Indenture and as the same from time to time may be amended or supplemented by Supplemental Indentures in accordance with the provisions thereof.

“Third Lien Trustee” means U.S. Bank National Association (as successor to LaSalle Bank National Association), and its successor in trust, as trustee under the Third Lien Master Indenture and as Trustee under any Supplemental Indenture.

“2002 Third Lien Indenture” means the Master Indenture of Trust Securing Chicago O’Hare International Airport Third Lien Obligations dated as of March 1, 2002 from the City to the Third Lien Trustee, as amended and supplemented.

“2012 Bonds” means the 2012 Bonds authorized by Section 1.4 of Part A of this Ordinance.

“2012 PFC Bonds” means the 2012 PFC Bonds authorized by Section 2.1 of Part C of this Ordinance.

“2012 Third Lien Bonds” means the 2012 Third Lien Bonds authorized by Section 2.1 of this Part B.

ARTICLE II AUTHORIZATION AND DETAILS OF 2012 THIRD LIEN BONDS

Section 2.1. Authorization of 2012 Third Lien Bonds.

(a) All or a portion of the \$1,750,000,000 aggregate principal amount of 2012 Bonds authorized by Section 1.4 of Part A of this Ordinance may be issued as 2012 Third Lien Bonds pursuant to the Third Lien Master Indenture and one or more Supplemental Indentures and for

the purposes specified in Section 2.2 of this Part B. The 2012 Third Lien Bonds may be issued bearing interest at a fixed interest rate or rates or at a variable interest rate or rates as more fully set forth in the related Supplemental Indenture, including but not limited to variable interest rates that are reset periodically by the Remarketing Agent and variable interest rates commonly referred to as “flexible,” “adjustable” or “commercial paper” rates, in which specified bonds of a series bear interest at rates that differ from the rates borne by other bonds of the series and have different accrual and mandatory tender and purchase provisions (herein called “*Variable Rates*”), and may be secured as to principal, purchase price and interest by one or more Letters of Credit or Reimbursement Agreements. Any 2012 Third Lien Bonds that initially bear interest at a variable rate may thereafter bear such other interest rate or rates as may be established in accordance with the provisions of the related Supplemental Indenture. The 2012 Third Lien Bonds may be issued under bond structures commonly referred to as “*medium term*” and “*put option*,” which may include provisions pursuant to which the Owners of such 2012 Third Lien Bonds have the option to tender such 2012 Third Lien Bonds for payment prior to their stated maturity dates or mandatory redemption dates and the City may permit such a “put option” with or without having available a Letter of Credit or liquidity facility sufficient to fund the purchase price of any 2012 Third Lien Bonds tendered for purchase pursuant to such “put option,” if an Authorized Officer determines that the terms and provisions of the “put option” will provide the City with sufficient time to fund or otherwise provide for the payment of such purchase price. Any 2012 Third Lien Bonds that bear interest at a fixed rate may be issued as current interest bonds, as capital appreciation bonds or as capital appreciation bonds that convert to current interest bonds at a future date after their issuance.

(b) The 2012 Third Lien Bonds shall mature not later than January 1, 2052, and shall bear interest from their date, or from the most recent date to which interest has been paid or duly provided for, until the City’s obligation with respect to the payment of the principal amount thereof shall be discharged, payable as provided in the related Supplemental Indenture at a rate or rates not in excess of the lesser of 15% per annum or, so long as such 2012 Third Lien Bonds are secured by a Letter of Credit, the maximum interest rate with respect to such 2012 Third Lien Bonds used for purposes of calculating the stated amount of such Letter of Credit. Each series of 2012 Third Lien Bonds may be subject to mandatory and optional redemption (including mandatory redemption pursuant to the application of Sinking Fund Payments) and demand purchase or mandatory purchase provisions prior to maturity, upon the terms and conditions set forth in the Third Lien Master Indenture and the related Supplemental Indenture. The redemption price may be based upon a formula designed to compensate the Owner of the 2012 Third Lien Bonds to be redeemed based upon prevailing market conditions on the date fixed for redemption, commonly known as a “make-whole” redemption price (the “*Make-Whole Redemption Price*”). At the time of sale of the 2012 Third Lien Bonds, an Authorized Officer shall determine the provisions of the formula to be used to establish any Make-Whole Redemption Price, which may vary depending on whether the 2012 Third Lien Bonds are issued on a taxable or tax-exempt basis. An Authorized Officer shall confirm and transmit the applicable Make-Whole Redemption Price on such dates and to such parties as shall be necessary to effectuate such redemption.

(c) The 2012 Third Lien Bonds issued prior to the Liens Defeasance Date shall be entitled “Chicago O’Hare International Airport General Airport Third Lien Revenue Bonds” or “Chicago O’Hare International Airport General Airport Third Lien Revenue Refunding Bonds,”

as appropriate. The 2012 Third Lien Bonds issued on or after the Liens Defeasance Date, shall be entitled "Chicago O'Hare International Airport General Airport Senior Lien Revenue Bonds" or "Chicago O'Hare International Airport General Airport Senior Lien Revenue Refunding Bonds," as appropriate. The 2012 Third Lien Bonds may be issued in one or more separate series, appropriately designated to indicate the order of their issuance.

(d) Each 2012 Third Lien Bond shall be issued in fully registered form and in the denominations set forth in the related Supplemental Indenture; and shall be dated and numbered and further designated and identified as provided in the Third Lien Master Indenture and the related Supplemental Indenture.

(e) Principal of and premium, if any, on the 2012 Third Lien Bonds shall be payable at the principal corporate trust office of the Third Lien Trustee or any Paying Agent as provided in the Third Lien Master Indenture and related Supplemental Indenture. Payment of interest on the 2012 Third Lien Bonds shall be made to the registered owner thereof and shall be paid by check or draft of the Third Lien Trustee mailed to the registered owner at his or her address as it appears on the registration books of the City kept by the Third Lien Trustee or at such other address as is furnished to the Third Lien Trustee in writing by such registered owner, or by wire transfer as further provided in the Third Lien Master Indenture and related Supplemental Indenture.

(f) Subject to the limitations set forth in Section 1.4 of Part A of this Ordinance and in this Section, authority is hereby delegated to either the Mayor or the Authorized Officer to determine the aggregate principal amount of 2012 Third Lien Bonds to be issued, the date thereof, the maturities thereof, any provisions for optional redemption thereof, the schedule of Sinking Fund Payments, if any, to be applied to the mandatory redemption thereof (which mandatory redemption shall be at a Redemption Price equal to the principal amount of each 2012 Third Lien Bond to be redeemed, without premium, plus accrued interest), the rate or rates of interest payable thereon or method for determining such rate or rates and the first interest payment date thereof. Any optional redemption shall be at Redemption Prices that may include a redemption premium for each 2012 Third Lien Bond to be redeemed expressed as a percentage, not exceeding three percent (3%), of the principal amount (or in the case of capital appreciation bonds, the accreted value as of the redemption date) of the 2012 Third Lien Bond to be redeemed, or as a formula designed to compensate the owner of the 2012 Third Lien Bond to be redeemed based upon prevailing market conditions on the date fixed for such redemption, commonly known as a "*make whole*" redemption premium.

Section 2.2. Purposes. Pursuant to Section 203 of the Third Lien Master Indenture, the 2012 Third Lien Bonds are to be issued for the following purposes, as determined by the Authorized Officer at the time of the sale of the 2012 Third Lien Bonds:

(a) the payment, or the reimbursement for the payment, of all or a portion of the costs of acquiring, constructing and equipping any Airport Project or Projects;

(b) the refunding of any outstanding Airport Obligations (including commercial paper notes and credit agreement notes);

(c) the funding of deposits, deposit of moneys in a program fee account, a debt service reserve account, a capitalized interest account and such other accounts and subaccounts (including capitalized interest accounts for any series of Third Lien Bonds) as may be provided for in the Third Lien Master Indenture and the Supplemental Indenture relating to such series; and

(d) the payment of the Costs of Issuance of the 2012 Third Lien Bonds.

The proceeds of each series of 2012 Third Lien Bonds shall be applied for the purposes set forth above in the manner and in the amounts specified in a Certificate of an Authorized Officer (as defined in the Third Lien Master Indenture) delivered in connection with the issuance of such series pursuant to the Third Lien Master Indenture and the related Supplemental Indenture.

Section 2.3. Pledge of Third Lien Revenues and Other Available Moneys. The 2012 Third Lien Bonds, together with interest thereon, shall be limited obligations of the City secured by a pledge of the Third Lien Revenues and by any Other Available Moneys pledged under the Third Lien Master Indenture and the related Supplemental Indenture, including, but not limited to, passenger facility charge revenues to be withdrawn from the PFC Capital Fund of the City, and shall be valid claims of the registered owners thereof only against the funds and assets and other money held by the Third Lien Trustee with respect thereto and against such Third Lien Revenues and Other Available Moneys. The 2012 Third Lien Bonds and the obligation to pay interest thereon do not now and shall never constitute an indebtedness or a loan of credit of the City, or a charge against its general credit or taxing powers, within the meaning of any constitutional or statutory limitation of the State of Illinois. In connection with the issuance of any series of 2012 Third Lien Bonds secured by a pledge of or otherwise payable from Other Available Moneys, the City shall determine in the related Supplemental Indenture or by a Certificate of an Authorized Officer filed with the Third Lien Trustee, all of the terms and conditions of such pledge, including the annual payment amount, the lien status thereof and the duration of such pledge.

Section 2.4. Approval of Reimbursement Agreement; Authorization of Bank Notes. The Mayor or the Authorized Officer is hereby authorized, with respect to each applicable series of 2012 Third Lien Bonds, to execute and deliver a Reimbursement Agreement in substantially the form previously used for similar financings of the City with appropriate revisions in text as the Mayor or the Authorized Officer shall determine are necessary or desirable in connection with the sale of 2012 Third Lien Bonds, and the City Clerk is hereby authorized to attest the same and affix thereto the corporate seal of the City or a facsimile thereof, the execution and delivery thereof to constitute conclusive evidence of this City Council's approval of any and all changes or revisions therein. The Mayor or the Authorized Officer is hereby further authorized to execute and deliver a Bank Note pursuant to each Reimbursement Agreement in substantially the form previously used for similar financings of the City with appropriate revisions to reflect the terms and provisions of the related Reimbursement Agreement, and the City Clerk is hereby authorized to attest the same and affix thereto the corporate seal of the City or a facsimile thereof, the execution and delivery thereof to constitute conclusive evidence of this City Council's approval of any and all changes or revisions therein. The interest rate payable on any Bank Note shall not exceed 18% per annum (including the recovery by the Bank of any amounts otherwise not payable to the Bank solely as a result of the

interest limit set forth in the Bank Note, any interest so recovered to be determined at an interest rate not to exceed 25 percent per annum) and the maturity thereof shall not be later than five years after the latest maturity date of the related series of 2012 Third Lien Bonds. The annual fee payable to any Bank under a Reimbursement Agreement shall be determined by the Authorized Officer as shall be in the best interest of the City in the operation of the Airport under then existing market conditions. The obligations of the City under each Reimbursement Agreement and under each Bank Note do not now and shall never constitute an indebtedness or a loan of credit of the City, or a charge against its general credit or taxing powers, within the meaning of any constitutional or statutory limitation of the State of Illinois. Such obligations shall be limited obligations of the City secured by a pledge of the Third Lien Revenues and by the other specified sources pledged under the Third Lien Master Indenture and the related Supplemental Indenture, and shall be valid claims only against the funds and assets and other money held by the Third Lien Trustee with respect thereto and against such Third Lien Revenues.

Section 2.5. Approval of Amended and Restated Second Lien Master Indenture.

(a) The form of Amended and Restated Second Lien Master Indenture presented to this meeting is hereby approved in all respects. The Mayor or the Authorized Officer is hereby authorized to execute and deliver the Amended and Restated Second Lien Master Indenture in substantially the form of the Amended and Restated Second Lien Master Indenture presented to this meeting for and on behalf of the City, and the City Clerk is hereby authorized to attest the same and to affix thereto the corporate seal of the City or a facsimile thereof. The Amended and Restated Second Lien Master Indenture, as executed and delivered by the City, may contain such changes or revisions consistent with the purposes and intent of this Ordinance as shall be approved by the Mayor or the Authorized Officer, the execution and delivery of such Amended and Restated Second Lien Master Indenture to constitute conclusive evidence of this City Council's approval of any and all changes or revisions therein.

(b) The Amended and Restated Second Lien Master Indenture constitutes an amendment and restatement of the 1984 Second Lien Indenture and shall be deemed to replace the 1984 Second Lien Indenture as of the GARBO Defeasance Date, if the GARBO Defeasance Date is a date prior to the Liens Defeasance Date. In connection with the replacement of the 1984 Second Lien Indenture and the effectiveness of the Amended and Restated Second Lien Master Indenture, the Mayor or the Authorized Officer is hereby authorized to execute and deliver such amendatory supplemental indentures providing for amendments and restatements of existing supplemental indentures securing Second Lien Obligations as may be required or helpful to conform such existing supplemental indentures to the terms and conditions of the Amended and Restated Second Lien Master Indenture. The City Clerk is hereby authorized to attest any such amendatory supplemental indentures and to affix thereto the corporate seal of the City or a facsimile thereof.

Section 2.6. Approval of Amended and Restated O'Hare Airport Master Indenture.

(a) The form of Amended and Restated O'Hare Airport Master Indenture presented to this meeting is hereby approved in all respects. The Mayor or the Authorized Officer is

hereby authorized to execute and deliver the Amended and Restated O'Hare Airport Master Indenture in substantially the form of the Amended and Restated O'Hare Airport Master Indenture presented to this meeting for and on behalf of the City, and the City Clerk is hereby authorized to attest the same and to affix thereto the corporate seal of the City or a facsimile thereof. The Amended and Restated O'Hare Airport Master Indenture, as executed and delivered by the City, may contain such changes or revisions consistent with the purposes and intent of this Ordinance as shall be approved by the Mayor or the Authorized Officer, the execution and delivery of such Amended and Restated O'Hare Airport Master Indenture to constitute conclusive evidence of this City Council's approval of any and all changes or revisions therein.

(b) The Amended and Restated O'Hare Airport Master Indenture constitutes an amendment and restatement of the 2002 Third Lien Indenture and shall be deemed to replace the 2002 Third Lien Indenture as of the Liens Defeasance Date. All of the "Third Lien Obligations" outstanding under the 2002 Third Lien Indenture shall thereafter constitute Senior Lien Obligations under the Amended and Restated O'Hare Airport Master Indenture. In connection with the replacement of the 2002 Third Lien Indenture and the effectiveness of the Amended and Restated O'Hare Airport Master Indenture, the Mayor or the Authorized Officer is hereby authorized to execute and deliver such amendatory Supplemental Indentures providing for amendments and restatements of existing Supplemental Indentures as may be required or helpful to conform such existing Supplemental Indentures to the terms and conditions of the Amended and Restated O'Hare Airport Master Indenture. The City Clerk is hereby authorized to attest any such amendatory Supplemental Indentures and to affix thereto the corporate seal of the City or a facsimile thereof.

Section 2.7. Approval of Supplemental Indentures.

(a) The form of Forty-First Supplemental Indenture presented to this meeting is hereby approved in all respects. The Mayor or the Authorized Officer is hereby authorized, with respect to each series of 2012 Third Lien Bonds bearing interest at fixed rates, to execute and deliver a Supplemental Indenture in substantially the form of the Forty-First Supplemental Indenture for and on behalf of the City, and the City Clerk is hereby authorized to attest the same and to affix thereto the corporate seal of the City or a facsimile thereof.

(b) The form of Forty-Second Supplemental Indenture presented to this meeting is hereby approved in all respects. The Mayor or the Authorized Officer is hereby authorized, with respect to each series of 2012 Third Lien Bonds additionally secured by Other Available Moneys as provided in Section 2.3 of this Part B, to execute and deliver a Supplemental Indenture in substantially the form of the Forty-Second Supplemental Indenture for and on behalf of the City, and the City Clerk is hereby authorized to attest the same and to affix thereto the corporate seal of the City or a facsimile thereof.

(c) The form of Forty-Third Supplemental Indenture presented to this meeting is hereby approved in all respects. The Mayor or the Authorized Officer is hereby authorized with respect to each series of 2012 Third Lien Bonds bearing interest initially at a Variable Rate, to execute and deliver a Supplemental Indenture in substantially the form of the Forty-Third

Supplemental Indenture for and on behalf of the City, and the City Clerk is hereby authorized to attest the same and to affix thereto the corporate seal of the City or a facsimile thereof.

(d) Each such Supplemental Indenture shall be substantially in the form of the Forty-First Supplemental Indenture, the Forty-Second Supplemental Indenture or the Forty-Third Supplemental Indenture, as appropriate, presented to this meeting and may contain such changes or revisions as shall be approved by the Mayor or the Authorized Officer, which changes or revisions may include, without limit, such changes as may be necessary or desirable, as determined by the Mayor or the Authorized Officer, to incorporate provisions into a Supplemental Indenture relating to Variable Rates generally in use in the municipal securities market.

(e) If determined by the Authorized Officer to be in the best financial interest of the City in the operation of the Airport, modifications may be made to the form of Forty-Third Supplemental Indenture providing (a) for 2012 Third Lien Bonds bearing interest at a Variable Rate to be secured by a Letter of Credit, and (b) for an interest rate mode in which the 2012 Third Lien Bonds bear interest at a rate that reflects inflation and deflation as of a specified date prior to each interest payment date.

(f) If determined by the Authorized Officer to be in the best financial interest of the City in the operation of the Airport, the City may modify or supplement any Supplemental Indenture, pursuant to a supplemental indenture or by modification of any Supplemental Indenture approved by this Ordinance if not yet executed and delivered by the City, to make the use of PFC Revenues for the payment of Compact Payments junior and subordinate to the pledge of PFC Revenues as security for the payment of 2012 Third Lien Bonds.

(g) By the purchase of the 2012 Third Lien Bonds, purchasers of such 2012 Third Lien Bonds agree, for themselves and any successor Owners, to the provisions of any one or more Third Lien Master Indenture amendments executed and delivered pursuant to the authorization set forth in Part B, Section 2.5(g) of that certain bond ordinance which was adopted by the City Council of the City on November 18, 2009, relating to bond financing at O'Hare Airport.

(h) The execution and delivery of a Supplemental Indenture shall constitute conclusive evidence of this City Council's approval of the form of such Supplemental Indenture as executed and delivered.

Section 2.8. Qualified Reserve Account Credit Instruments. The Authorized Officer is hereby authorized to arrange for the provision of one or more Qualified Reserve Account Credit Instruments (as defined in the Forty-First Supplemental Indenture) as security for all or a portion of the 2012 Third Lien Bonds if the Authorized Officer determines that it would be in the best financial interest of the City in the operation of the Airport.

PART C

ARTICLE I AUTHORITY AND DEFINITIONS

Section 1.1. Authority for Part C. This Part C is authorized pursuant to the PFC Master Indenture.

Section 1.2. Definitions.

(a) Except as provided in this Section, all defined terms contained in this Part C and in Part D shall have the same meanings, respectively, as such defined terms are given in the PFC Master Indenture.

(b) As used in this Part C and in Part D, unless the context shall otherwise require, the following words and terms shall have the following respective meanings:

“Authorized Officer” is defined in Section 1.2(i) of Part A.

“Bank” means a bank that has issued a Letter of Credit pursuant to a Reimbursement Agreement in order to secure one or more series of 2012 PFC Bonds.

“Bank Note” means a PFC Obligation evidencing the obligation of the City to a Bank under a Reimbursement Agreement.

“Eighth Supplemental Indenture” means the Eighth Supplemental Indenture Securing Chicago O’Hare International Airport Passenger Facility Charge Revenue Bonds, Series 2012A, from the City to the PFC Trustee relating to the initial series of 2012 PFC Bonds bearing interest at fixed rates.

“Letter of Credit” means a Letter of Credit securing the payment of the principal or purchase price of and interest on one or more series of 2012 PFC Bonds.

“PFC Master Indenture” means the Master Indenture of Trust Securing Chicago O’Hare International Airport Passenger Facility Charge Obligations, from the City to the PFC Trustee dated as of January 1, 2008, as the same may be amended and supplemented.

“PFC Trustee” means The Bank of New York Mellon Trust Company, N.A. (as successor to BNY Midwest Trust Company), and its successor in trust, as trustee under the PFC Master Indenture and as Trustee under any Supplemental Indenture.

“Reimbursement Agreement” means an agreement between the City and a Bank pursuant to which a Letter of Credit or liquidity facility is issued with respect to one or more series of 2012 PFC Bonds.

“Remarketing Agreement” means an agreement between the City and a Remarketing Agent pursuant to which the Remarketing Agent, under certain circumstances, will remarket 2012 PFC Bonds.

“*Supplemental Indenture*” means (a) with respect to the issuance of 2012 PFC Bonds bearing interest at fixed rates, a supplemental indenture authorizing a series of 2012 PFC Bonds, substantially in the form of the Eighth Supplemental Indenture and (b) with respect to the issuance of 2012 PFC Bonds initially bearing interest at variable rates, a supplemental indenture authorizing a series of 2012 PFC Bonds constituting a Variable Rate Supplemental Indenture.

“*2012 Bonds*” means the 2012 Bonds authorized by Section 1.4 of Part A of this Ordinance.

“*2012 PFC Bonds*” means the 2012 PFC Bonds authorized by Section 2.1 of this Part C.

“*2012 Third Lien Bonds*” means the 2012 Third Lien Bonds authorized by Section 2.1 of Part B of this Ordinance.

“*Variable Rate Supplemental Indenture*” means a supplemental indenture authorizing a series of 2012 PFC Bonds, substantially in the form of the Forty-Third Supplemental Indenture (attached to this Ordinance as *Exhibit C*) adjusted to reflect that the 2012 PFC Bonds issued pursuant thereto are PFC Obligations issued pursuant to the PFC Master Indenture and secured by and payable from a pledge of PFC Revenues as provided in Section 2.3 of this Part C.

ARTICLE II AUTHORIZATION AND DETAILS OF 2012 PFC BONDS

Section 2.1. Authorization of 2012 PFC Bonds.

(a) All or a portion of the \$1,750,000,000 aggregate principal amount of the 2012 Bonds authorized by Section 1.4 of Part A of this Ordinance may be issued as 2012 PFC Bonds pursuant to the PFC Master Indenture and one or more Supplemental Indentures and for the purposes specified in Section 2.2 of this Part C. The 2012 PFC Bonds may be issued bearing interest at a fixed interest rate or rates or at a variable interest rate or rates as more fully set forth in the related Supplemental Indenture, including but not limited to variable interest rates that are reset periodically by the Remarketing Agent and variable interest rates commonly referred to as “*flexible*,” “*adjustable*” or “*commercial paper*” rates, in which specified bonds of a series bear interest at rates that differ from the rates borne by other bonds of the series and have different accrual and mandatory tender and purchase provisions (herein called “*Variable Rates*”), and may be secured as to principal, purchase price and interest by one or more Letters of Credit or Reimbursement Agreements. The 2012 PFC Bonds may be issued under bond structures commonly referred to as “*medium term*” and “*put option*,” which provisions pursuant to which the Owners of such 2012 PFC Bonds have the option to tender such 2012 PFC Bonds for payment prior to their stated maturity dates or mandatory redemption dates and the City may permit such a “put option” with or without having available a Letter of Credit or liquidity facility sufficient to fund the purchase price of any 2012 PFC Bonds tendered for purchase pursuant to such “put option,” if an Authorized Officer determines that the terms and provisions of the “put option” will provide the City with sufficient time to fund or otherwise provide for the payment of such purchase price. Any 2012 PFC Bonds that initially bear interest at a variable rate may thereafter bear such other interest rate or rates as may be established in accordance with the provisions of the related Supplemental Indenture. Any 2012 PFC Bonds that bear interest at a

fixed rate may be issued as current interest bonds, as capital appreciation bonds or as capital appreciation bonds that convert to current interest bonds at a future date after their issuance.

(b) The 2012 PFC Bonds shall mature not later than January 1, 2052, and shall bear interest from their date, or from the most recent date to which interest has been paid or duly provided for, until the City's obligation with respect to the payment of the principal amount thereof shall be discharged, payable as provided in the related Supplemental Indenture at a rate or rates not in excess of the lesser of 15% per annum or, so long as such 2012 PFC Bonds are secured by a Letter of Credit, the maximum interest rate with respect to such 2012 PFC Bonds used for purposes of calculating the stated amount of such Letter of Credit. Each series of 2012 PFC Bonds may be subject to mandatory and optional redemption (including mandatory redemption pursuant to the application of Sinking Fund Payments) and demand purchase or mandatory purchase provisions prior to maturity, upon the terms and conditions set forth in the PFC Master Indenture and the related Supplemental Indenture. The redemption price may be based upon a formula designed to compensate the Owner of the 2012 PFC Bonds to be redeemed based upon prevailing market conditions on the date fixed for redemption, commonly known as a "make-whole" redemption price (the "*Make-Whole Redemption Price*"). At the time of sale of the 2012 PFC Bonds, an Authorized Officer shall determine the provisions of the formula to be used to establish any Make-Whole Redemption Price, which may vary depending on whether the 2012 PFC Bonds are issued on a taxable or tax-exempt basis. An Authorized Officer shall confirm and transmit the applicable Make-Whole Redemption Price on such dates and to such parties as shall be necessary to effectuate such redemption.

(c) The 2012 PFC Bonds shall be entitled "Chicago O'Hare International Airport Passenger Facility Charge Revenue Bonds" or "Chicago O'Hare International Airport Passenger Facility Charge Revenue Refunding Bonds" and may be issued in one or more separate series, appropriately designated to indicate the order of their issuance. Each 2012 PFC Bond shall be issued in fully registered form and in the denominations set forth in the related Supplemental Indenture; and shall be dated and numbered and further designated and identified as provided in the PFC Master Indenture and the related Supplemental Indenture.

(d) Principal of and premium, if any, on the 2012 PFC Bonds shall be payable at the principal corporate trust office of the PFC Trustee or any Paying Agent as provided in the PFC Master Indenture and related Supplemental Indenture. Payment of interest on the 2012 PFC Bonds shall be made to the registered owner thereof and shall be paid by check or draft of the PFC Trustee mailed to the registered owner at his or her address as it appears on the registration books of the City kept by the PFC Trustee or at such other address as is furnished to the PFC Trustee in writing by such registered owner, or by wire transfer as further provided in the PFC Master Indenture and related Supplemental Indenture.

(e) Subject to the limitations set forth in Section 1.4 of Part A of this Ordinance and in this Section, authority is hereby delegated to either the Mayor or the Authorized Officer to determine the aggregate principal amount of 2012 PFC Bonds to be issued, the date thereof, the maturities thereof, any provisions for optional redemption thereof, the schedule of Sinking Fund Payments, if any, to be applied to the mandatory redemption thereof (which mandatory redemption shall be at a Redemption Price equal to the principal amount of each 2012 PFC Bond to be redeemed, without premium, plus accrued interest), the rate or rates of interest payable

thereon or method for determining such rate or rates and the first interest payment date thereof. Any optional redemption shall be at Redemption Prices that may include a redemption premium for each 2012 PFC Bond to be redeemed expressed as a percentage, not exceeding three percent (3%), of the principal amount (or in the case of capital appreciation bonds, the accreted value as of the redemption date) of the 2012 PFC Bond to be redeemed, or as a formula designed to compensate the owner of the 2012 PFC Bond to be redeemed based upon prevailing market conditions on the date fixed for such redemption, commonly known as a "make whole" redemption premium.

Section 2.2. Purposes. Pursuant to Section 203 of the PFC Master Indenture, the 2012 PFC Bonds are to be issued for the following purposes, as determined by the Authorized Officer at the time of the sale of the 2012 PFC Bonds:

- (a) the payment, or the reimbursement for the payment, of all or a portion of the Costs of any Projects, including capitalized interest;
- (b) the refunding of any Outstanding PFC Bonds and any commercial paper notes issued by the City to finance or refinance any Project;
- (c) the funding of deposits into funds and accounts as may be provided for in the PFC Master Indenture and the Supplemental Indenture relating to such series; and
- (d) the payment of the Costs of Issuance of the 2012 PFC Bonds.

The proceeds of each series of 2012 PFC Bonds shall be applied for the purposes set forth above in the manner and in the amounts specified in a Certificate of an Authorized Officer (as defined in the PFC Master Indenture) delivered in connection with the issuance of such series pursuant to the PFC Master Indenture and the related Supplemental Indenture.

Section 2.3. Pledge of PFC Revenues. The 2012 PFC Bonds, together with interest thereon, shall be limited obligations of the City secured by a pledge of the PFC Revenues pledged under the PFC Master Indenture and the related Supplemental Indenture, and shall be valid claims of the registered owners thereof only against the funds and assets and other money held by the PFC Trustee with respect thereto and against such PFC Revenues. The 2012 PFC Bonds and the obligation to pay interest thereon do not now and shall never constitute an indebtedness or a loan of credit of the City, or a charge against its general credit or taxing powers, within the meaning of any constitutional or statutory limitation of the State of Illinois.

Section 2.4. Approval of Reimbursement Agreement; Authorization of Bank Notes. The Mayor or the Authorized Officer is hereby authorized, with respect to each applicable series of 2012 PFC Bonds, to execute and deliver a Reimbursement Agreement in substantially the form previously used for similar financings of the City with appropriate revisions in text as the Mayor or the Authorized Officer shall determine are necessary or desirable in connection with the sale of 2012 PFC Bonds, and the City Clerk is hereby authorized to attest the same and affix thereto the corporate seal of the City or a facsimile thereof, the execution and delivery thereof to constitute conclusive evidence of this City Council's approval of any and all changes or revisions therein. The Mayor or the Authorized Officer is hereby further authorized to execute and deliver a Bank Note pursuant to each Reimbursement

Agreement in substantially the form previously used for similar financings of the City with appropriate revisions to reflect the terms and provisions of the related Reimbursement Agreement, and the City Clerk is hereby authorized to attest the same and affix thereto the corporate seal of the City or a facsimile thereof, the execution and delivery thereof to constitute conclusive evidence of this City Council's approval of any and all changes or revisions therein. The interest rate payable on any Bank Note shall not exceed 18% per annum (including the recovery by the Bank of any amounts otherwise not payable to the Bank solely as a result of the interest limit set forth in the Bank Note, any interest so recovered to be determined at an interest rate not to exceed 25 percent per annum) and the maturity thereof shall not be later than five years after the latest maturity date of the related series of 2012 PFC Bonds. The annual fee payable to any Bank under a Reimbursement Agreement shall be determined by the Authorized Officer as shall be in the best interest of the City in the operation of the Airport under then existing market conditions. The obligations of the City under each Reimbursement Agreement and under each Bank Note do not now and shall never constitute an indebtedness or a loan of credit of the City, or a charge against its general credit or taxing powers, within the meaning of any constitutional or statutory limitation of the State of Illinois. Such obligations shall be limited obligations of the City secured by a pledge of the PFC Revenues and by the other specified sources pledged under the PFC Master Indenture and the related Supplemental Indenture, and shall be valid claims only against the funds and assets and other money held by the PFC Trustee with respect thereto and against such PFC Revenues.

Section 2.5. Approval of Supplemental Indentures and Amendatory Supplemental Indentures.

(a) The form of Eighth Supplemental Indenture presented to this meeting is hereby approved in all respects. The Mayor or the Authorized Officer is hereby authorized, with respect to each series of 2012 PFC Bonds bearing interest at fixed rates, to execute and deliver a Supplemental Indenture in substantially the form of the Eighth Supplemental Indenture for and on behalf of the City, and the City Clerk is hereby authorized to attest the same and to affix thereto the corporate seal of the City or a facsimile thereof.

(b) The form of Variable Rate Supplemental Indenture presented to this meeting is hereby approved in all respects. The Mayor or the Authorized Officer is hereby authorized with respect to each series of 2012 PFC Bonds bearing interest initially at a Variable Rate, to execute and deliver a Supplemental Indenture in substantially the form of the Variable Rate Supplemental Indenture for and on behalf of the City and the City Clerk is hereby authorized to attest the same and to affix thereto the corporate seal of the City or a facsimile thereof.

(c) Each such Supplemental Indenture shall be substantially in the form of the Eighth Supplemental Indenture or the Variable Rate Supplemental Indenture, as appropriate, presented to this meeting and may contain such changes or revisions as shall be approved by the Mayor or the Authorized Officer, such changes or revisions may include, without limit, such changes as may be necessary or desirable, as determined by the Mayor or the Authorized Officer, to incorporate provisions into a Supplemental Indenture relating to Variable Rates generally in use in the municipal securities market.

(d) If determined by the Authorized Officer to be in the best financial interest of the City in the operation of the Airport, modifications may be made to the form of Variable Rate Supplemental Indenture providing (a) for 2012 PFC Bonds bearing interest at a Variable Rate to be secured by a Letter of Credit, and (b) for an interest rate mode in which the 2012 PFC Bonds bear interest at a rate that reflects inflation and deflation as of a specified date prior to each interest payment date.

(e) By the purchase of the 2012 PFC Bonds, purchasers of such 2012 PFC Bonds agree, for themselves and any successor Owners, to the provisions of any one or more PFC Master Indenture amendments executed and delivered pursuant to the authorization set forth in Part C, Section 2.5(e) of that certain bond ordinance which was adopted by the City Council of the City on November 18, 2009, relating to bond financing at O'Hare Airport.

(f) The execution and delivery of a Supplemental Indenture shall constitute conclusive evidence of this City Council's approval of the form of such Supplemental Indenture as executed and delivered.

Section 2.6. Qualified Reserve Account Credit Instruments. The Authorized Officer is hereby authorized to arrange for the provision of one or more Qualified Reserve Account Credit Instruments as security for all or a portion of the 2012 PFC Bonds if the Authorized Officer determines that it would be in the best financial interest of the City in the operation of the Airport.

PART D

ARTICLE I

BOND SALE, INTEREST RATE SWAP AGREEMENTS AND RELATED MATTERS

Section 1.1. Application and Definitions.

(a) The provisions of this Part D are applicable to obligations issued pursuant to Part B and Part C of this Ordinance and shall be applied in conjunction therewith. Terms defined in Parts A, B and C shall have the same meanings when used in this Part D.

(b) As used in this Part D, unless the context shall otherwise require, the term "*Code*" means the Internal Revenue Code of 1986.

Section 1.2. Sale of 2012 Bonds.

(a) Subject to the limitations contained in this Ordinance, authority is hereby delegated to the Mayor or the Authorized Officer to sell the 2012 Bonds in one or more series from time to time to one or more underwriters selected by the Authorized Officer pursuant to one or more Contracts of Purchase with respect to the 2012 Bonds between the City and such underwriters; provided that the aggregate purchase price of each series of the 2012 Bonds shall not be less than 98% of the principal amount thereof to be issued (less any original issue discount which may be used in the marketing thereof) plus accrued interest thereon from their date to the date of delivery thereof and payment thereof. In addition, one or more of the 2012 Bonds may be issued as bonds the interest on which will be includable in the gross income of the owners

thereof for federal income tax purposes under the Code, if determined by the Authorized Officer to be beneficial to the City in the operation of the Airport.

(b) The Mayor or the Authorized Officer, with the concurrence of the Chairman of the Committee on Finance of the City Council, is hereby authorized and directed to execute and deliver one or more Contracts of Purchase relating to the 2012 Bonds in substantially the form of the Contracts of Purchase used in connection with the previous sales of airport revenue bonds by the City, together with such changes thereto and modifications thereof as shall be approved by the Mayor or the Authorized Officer, as the case may be, subject to the limitations contained in this Ordinance, the execution and delivery thereof to constitute conclusive evidence of this City Council's approval of such changes and modifications.

(c) To evidence the exercise of the authority delegated to the Mayor or the Authorized Officer by this Ordinance, the Mayor or the Authorized Officer, as the case may be, is hereby directed to execute and file with the City Clerk in connection with the sale of 2012 Bonds a certificate setting forth the determinations made pursuant to the authority granted herein, which certificate shall constitute conclusive evidence of the proper exercise by them of such authority. Contemporaneously with the filing of such certificate, the Mayor or the Authorized Officer shall also file with the City Clerk one copy of each Official Statement and executed Contract of Purchase in connection with the 2012 Bonds. Each filing shall be made as soon as practicable subsequent to the execution of the Contract of Purchase. The City Clerk shall direct copies of such filings to the City Council.

(d) The Authorized Officer is hereby authorized to cause to be prepared the form or forms of Preliminary Official Statement describing the 2012 Bonds. Each Preliminary Official Statement (or applicable parts thereof) shall be in substantially the form of the Official Statements used in connection with previous sales of airport revenue bonds and passenger facility charge revenue bonds by the City, together with such changes thereto and modifications thereof as shall be approved by the Authorized Officer. The distribution of each Preliminary Official Statement to prospective purchasers and the use thereof by the underwriters in connection with the offering of the 2012 Bonds are hereby authorized and approved. The Mayor or the Authorized Officer is hereby authorized to permit the distribution of a final Official Statement, in substantially the form of each Preliminary Official Statement, with such changes, omissions, insertions and revisions thereto and completions thereof as the Mayor or the Authorized Officer shall deem advisable, and the Mayor or the Authorized Officer is authorized to execute and deliver each such final Official Statement to the underwriters in the name and on behalf of the City, the execution of such final official statement to constitute conclusive evidence of this City Council's approval of such changes and completions.

(e) If determined by the Authorized Officer to be in the best financial interest of the City in the operation of the Airport, the Authorized Officer is authorized to procure one or more municipal bond insurance policies covering all or a portion of the 2012 Bonds.

(f) The Authorized Officer is hereby authorized to execute and deliver a Continuing Disclosure Undertaking (the "*Continuing Disclosure Undertaking*") evidencing the City's agreement to comply with the requirements of Section (b)(5) of Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934 in a form

approved by the Corporation Counsel. Upon its execution and delivery on behalf of the City as herein provided, the Continuing Disclosure Undertaking will be binding on the City, and the officers, employees and agents of the City are hereby authorized to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Continuing Disclosure Undertaking as executed. The Authorized Officer is hereby further authorized to amend the Continuing Disclosure Undertaking in accordance with its terms from time to time following its execution and delivery as said Authorized Officer shall deem necessary. Notwithstanding any other provision of this Ordinance, the sole remedies for any failure by the City to comply with the Continuing Disclosure Undertaking shall be the ability of the beneficial owner of any 2012 Bond to seek mandamus or specific performance by court order to cause the City to comply with its obligations under the Continuing Disclosure Undertaking.

Section 1.3. Execution and Delivery of 2012 Bonds. Pursuant to the Third Lien Master Indenture or the PFC Master Indenture, as applicable, the Mayor shall execute the 2012 Bonds on behalf of the City, by manual or facsimile signature, and the corporate seal of the City or a facsimile thereof shall be affixed, imprinted, engraved or otherwise reproduced on the 2012 Bonds and they shall be attested by the manual or facsimile signature of the City Clerk. The 2012 Bonds shall, upon such execution on behalf of the City, be delivered to the Third Lien Trustee or the PFC Trustee, as applicable, for authentication and thereupon shall be authenticated by the Third Lien Trustee or the PFC Trustee, as applicable, and shall be delivered pursuant to written order of the City authorizing and directing the delivery of the 2012 Bonds to or upon the order of the underwriters pursuant to the applicable Contract of Purchase.

Section 1.4. Interest Rate Swap and Cap Agreements.

(a) If determined by the Authorized Officer to be in the best financial interest of the City in the operation of the Airport, the Authorized Officer is authorized to execute and deliver from time to time in the name and on behalf of the City one or more agreements with counterparties selected by the Authorized Officer, the purpose of which is to limit, reduce or manage the City's interest rate exposure with respect to one or more series of the 2012 Bonds. The stated aggregate notional amount under all such agreements (net of offsetting transactions) at any one time shall not exceed the aggregate principal amount of such 2012 Bonds at the time outstanding. For purposes of the immediately preceding sentence "*offsetting transactions*" shall include any transaction which is intended to hedge, modify or otherwise affect any outstanding transaction or its economic results. The offsetting transaction need not be based on the same index or rate option as the related bonds or the transaction being offset. Examples of offsetting transactions include a floating-to-fixed rate interest rate swap being offset by a fixed-to-floating rate interest rate swap, and a fixed-to-floating rate interest rate swap being offset by a floating-to-fixed interest rate swap or an interest rate cap or floor or a floating-to-floating interest rate swap. In addition, if determined by the Authorized Officer to be in the best financial interest of the City in the operation of the Airport, the Authorized Officer is authorized to execute and deliver from time to time in the name and on behalf of the City one or more agreements with counterparties selected by the Authorized Officer, commonly known as "*off market*" swap agreements for the purpose of providing additional funds to meet the capital costs of the Airport.

(b) Any such agreement to the extent practicable shall be in substantially the form of either the 2002 I.S.D.A. Master Agreement or the Local Currency – Single Jurisdiction version or the Multi-Currency – Cross Border version of the 1992 I.S.D.A. Master Agreement including a Schedule and/or a Credit Support Annex to such Schedule, if applicable, published by the International Swap Dealers Association, Inc. (“I.S.D.A.”) or any successor form to either published by the I.S.D.A., and in appropriate confirmations of transactions governed by that agreement, with such insertions, completions and modifications thereof as shall be approved by the Authorized Officer, his or her execution to constitute conclusive evidence of this City Council’s approval of such insertions, completions and modifications thereof. Should the I.S.D.A. form not be the appropriate form to accomplish the objectives of the City under this Section 1.4, then such other agreement as may be appropriate is hereby approved, the execution by the Mayor or the Authorized Officer being conclusive evidence of this City Council’s approval of such other agreement and any and all insertions, completions and modifications thereof.

(c) Amounts payable by the City under each such agreement shall constitute limited obligations of the City payable (i) in the case of agreements related to the 2012 Third Lien Bonds, from Third Lien Revenues and Other Available Moneys, if appropriate, as provided in the Third Lien Master Indenture (or from other Revenues of the Airport if secured by a pledge subordinate to the pledge of Third Lien Revenues) and (ii) in the case of agreements with respect to the 2012 PFC Bonds, from PFC Revenues as provided in the PFC Master Indenture. Under no circumstances shall any amounts payable by the City under, or with respect to, any such agreement constitute an indebtedness of the City for which its full faith and credit is pledged. Nothing contained in this Section 1.4 shall limit or restrict the authority of the Mayor or the Authorized Officer to enter into similar agreements pursuant to prior or subsequent authorization of this City Council.

Section 1.5. Approval of Form of Remarketing Agreement. The Mayor or the Authorized Officer is hereby authorized to execute and deliver a Remarketing Agreement relating to each series of 2012 Bonds in substantially the form previously used for similar financings of the City with appropriate revisions in text as the Authorized Officer shall determine are necessary or desirable, and the City Clerk is hereby authorized to attest the same and to affix thereto the corporate seal of the City or a facsimile thereof. The execution and delivery of each such Remarketing Agreement shall constitute conclusive evidence of this City Council’s approval of any and all of such changes and revisions.

Section 1.6. Appointment of Remarketing Agent. The Mayor or the Authorized Officer is hereby delegated the authority to appoint a Remarketing Agent with respect to each series of 2012 Bonds, in the manner provided in the Third Lien Master Indenture or the PFC Master Indenture, as applicable, and the related Supplemental Indenture.

Section 1.7. Redemption, Purchase and Tender. The Mayor or the Authorized Officer is authorized to direct that the Outstanding PFC Bonds or Outstanding Airport Obligations to be redeemed be called for redemption prior to maturity (or purchased in lieu of redemption), to select the particular maturity or maturities of the Outstanding PFC Bonds or Outstanding Airport Obligations to be redeemed and to select the redemption date or dates or purchase date or dates for the Outstanding PFC Bonds or Outstanding Airport Obligations to be

redeemed or purchased. The Mayor or the Authorized Officer is authorized (a) to tender for Outstanding PFC Bonds and Outstanding Airport Obligations by direct tender or by open market tender, at such tender prices and on such tender payment dates, as shall be determined by the Mayor or the Authorized Officer and (b) on behalf of the City to enter into such agreements with bondholders and financial institutions and otherwise do, or cause to be done, all things necessary or desirable to accomplish the redemption, purchase or tender for purchase of Outstanding PFC Bonds and Outstanding Airport Obligations.

Section 1.8. Escrow Deposit Agreements. To provide for the payment and retirement of the Outstanding PFC Bonds and Outstanding Airport Obligations, the Mayor or the Authorized Officer of the City is hereby authorized to execute and deliver for and on behalf of the City one or more Escrow Deposit Agreements in substantially the form of escrow deposit agreements previously used for such purpose by the City, together with such changes thereto and modifications thereof as shall be approved by the Mayor or the Authorized Officer, as the case may be, the execution and delivery thereof to constitute conclusive evidence of this City Council's approval of such changes and modifications.

Section 1.9. Tax Directives. The City covenants to take any action required by the provisions of Section 148(f) of the Code in order to assure compliance with Section 413 of the PFC Master Indenture and Section 412 of the Third Lien Master Indenture. Nothing contained in this Ordinance shall limit the ability of the City to issue a portion of the 2012 Bonds the interest on which will be includable in the gross income of the owners thereof for Federal income tax purposes under the Code, in each case if determined by the Authorized Officer to be in the best financial interest of the City in the operation of the Airport.

Section 1.10. Public Approval. The actions of the Committee on Finance of the City Council of the City with respect to the publication of notice for and the holding of a public hearing in connection with the 2012 Bonds are hereby ratified and confirmed in all respects. The adoption of this Ordinance shall constitute the public approval of the 2012 Bonds for purposes of Section 147(f) of the Code.

Section 1.11. Performance Provisions. The Mayor, the Commissioner of Aviation, the Authorized Officer and the City Clerk for and on behalf of the City shall be, and each of them hereby is, authorized and directed to do any and all things necessary to effect the performance of all obligations of the City under and pursuant to this Ordinance, the Third Lien Master Indenture, and the PFC Master Indenture and the performance of all other acts of whatever nature necessary to effect and carry out the authority conferred by this Ordinance, the Third Lien Master Indenture, and the PFC Master Indenture, including but not limited to, the exercise following the delivery date of any 2012 Bonds of any power or authority delegated to such official of the City under this Ordinance with respect to the 2012 Bonds upon the initial issuance thereof, but subject to any limitations on or restrictions of such power or authority as herein set forth. The Mayor, the Commissioner of Aviation, the Authorized Officer, the City Clerk and other officers, agents and employees of the City are hereby further authorized, empowered and directed for and on behalf of the City, to execute and deliver all papers, documents, certificates and other instruments that may be required to carry out the authority conferred by this Ordinance, the Third Lien Master Indenture, and the PFC Master Indenture or to evidence said authority.

Section 1.12. Proxies. The Mayor and the Authorized Officer may each designate another to act as their respective proxy and to affix their respective signatures to, in the case of the Mayor, each 2012 Bond, whether in temporary or definitive form, and to any other instrument, certificate or document required to be signed by the Mayor or the Authorized Officer pursuant to this Ordinance, the Third Lien Master Indenture, and the PFC Master Indenture. In each case, each shall send to the City Council written notice of the person so designated by each, such notice stating the name of the person so selected and identifying the instruments, certificates and documents which such person shall be authorized to sign as proxy for the Mayor and the Authorized Officer, respectively. A written signature of the Mayor or the Authorized Officer, respectively, executed by the person so designated underneath, shall be attached to each notice. Each notice, with signatures attached, shall be recorded in the Journal of the Proceedings of the City Council and filed with the City Clerk. When the signature of the Mayor is placed on an instrument, certificate or document at the direction of the Mayor in the specified manner, the same, in all respects, shall be as binding on the City as if signed by the Mayor in person. When the signature of the Authorized Officer is so affixed to an instrument, certificate or document at the direction of the Authorized Officer, the same, in all respects, shall be as binding on the City as if signed by the Authorized Officer in person.

Section 1.13. Debt Service Reserve Funds. The Authorized Officer is hereby authorized to take any or all of the following actions with respect to debt service reserve funds, provided that such action or actions shall not constitute a violation of any covenant made (i) in the General Airport Revenue Bond Ordinance if such action is taken prior to the GARBO Defeasance Date, (ii) in the Second Lien Master Indenture if such action is taken prior to the Second Lien Defeasance Date, (iii) in the Third Lien Master Indenture, or (iv) in the PFC Master Indenture, including, in each case, any supplemental indenture: (a) apply 2012 Bond proceeds to the funding of any prior debt service reserve fund, (b) transfer moneys among debt service reserve funds, (c) deposit other moneys of the City to any debt service reserve fund, and (d) apply for Airport purposes moneys released from debt service reserve funds upon the redemption or defeasance of bonds.

Section 1.14. Dating of Bond Series. If any 2012 Bonds are issued in calendar year 2013, the year of the series designation for such 2012 Bonds shall be 2013.

PART E

ARTICLE I

LINE OF CREDIT PROGRAM, CREDIT AGREEMENT NOTES, AND COMMERCIAL PAPER PROGRAM

Section 1.1. Definitions. As used in this Part E "Authorized Officer" is defined in Section 1.2(i) of Part A.

"Available Pledged Revenues" means the revenues of the Airport deposited into the "Credit Agreement Notes Account" of the Junior Lien Obligation Debt Service Fund to the extent allocated for the payment of a particular Credit Agreement Note or Notes.

“Bank” means a bank, trust company, national banking association or other financial institution that loans moneys to customers by means of a line of credit.

“Commercial Paper Program” means the Commercial Paper Program for financing general Airport purposes established by an ordinance adopted by this City Council on May 11, 2005.

“CP Note” means any commercial paper note issued under the Commercial Paper Program.

“Credit Agreement” means an agreement by and between the City and a Bank establishing a line of credit for the benefit of the City and for Airport purposes and providing the terms and conditions for the borrowing and repayment of moneys under such line of credit.

“Credit Agreement Note” means any Credit Agreement Note authorized by this Part E.

“Line of Credit Program” is the “Chicago O’Hare International Airport Line of Credit Borrowing Program” established by this Part E.

Section 1.2. Line of Credit Program Established. The Mayor and the Authorized Officer are hereby authorized to establish the Line of Credit Program for the financing of the purposes authorized by Section 1.3 of this Part E.

Section 1.3. Purposes. The Line of Credit Program shall authorize Credit Agreements and the issuance of Credit Agreement Notes for any of the following purposes (or combination thereof):

(a) the payment, or the reimbursement of the City for the payment, of the cost of all or any portion of any capital project at, near or for the benefit of the Airport that is part of, or related to, the Airport, including any capital improvement project included in or related to the O’Hare Modernization Program or the O’Hare Capital Improvement Program;

(b) the payment, reimbursement of the City for the payment, or the funding in anticipation of the payment of operation and maintenance expenses of the Airport;

(c) the deposit of moneys into funds and accounts as are provided for in any Credit Agreement;

(d) the payment of costs of issuance incurred in connection with each series of Credit Agreement Notes;

(e) if determined by the Authorized Officer to be in the best interest of the Airport, the issuance of Credit Agreement Notes to refund at one or more times, and at or prior to maturity, one or more of the Outstanding Airport Obligations (including interest thereon); and

(f) to fund the payment of the principal of and interest on maturing Credit Agreement Notes.

The proceeds of borrowings under the Line of Credit Program shall be applied for the purposes set forth above in the manner and in the amounts specified in a Certificate of the Authorized Officer delivered in connection with such borrowings.

Section 1.4. Credit Agreements. In order to undertake the Line of Credit Program, the Mayor or the Authorized Officer is hereby authorized to enter into, execute and deliver on behalf of the City one or more Credit Agreements with Banks and the City Clerk is hereby authorized to attest the same and affix thereto the corporate seal of the City or a facsimile thereof. Each such Credit Agreement may include such covenants and undertakings of the City as the Mayor or the Authorized Officer shall determine to be necessary and desirable in connection with the Line of Credit Program and which are consistent with the terms and conditions of this Ordinance, including covenants and undertakings with respect to the tax-exempt status of interest on Credit Agreement Notes, the administration and operation of the Airport, the imposition of rates and charges for the use of the Airport and its facilities, the collection, deposit and application of Airport revenues, including rate covenants and restrictions on the issuance of Airport Obligations (as defined in the Third Lien Master Indenture). In consideration for the availability of moneys under a Bank line of credit the City may pay such fees and charges, including initial fees and annual fees as may be agreed to by the Mayor or the Authorized Officer in consideration of the best interests of the City in the operation of the Airport.

Section 1.5. Authorization and Terms of Credit Agreement Notes. Without further authorization of this City Council, the maximum aggregate principal amount of indebtedness authorized under the Line of Credit Program and the maximum aggregate principal amount of Credit Agreement Notes issued and outstanding under this Ordinance at any time shall not exceed \$600,000,000 (exclusive of unpaid interest and fees) and the maximum aggregate principal amount of indebtedness outstanding at any time under the Commercial Paper Program and the Line of Credit Program shall not exceed \$600,000,000. Each Credit Agreement Note and any amount borrowed under the Line of Credit Program may bear interest (fixed or variable) at such rate per annum not to exceed 15% per annum, as determined by the Mayor or Authorized Officer. All borrowings under the Line of Credit Program shall be paid no later than January 1, 2030 and no Credit Agreement Note shall mature later than January 1, 2030. Subject to the limitation as to principal amount, interest rate and maturity contained in this Section and the limitations as to source of payment contained in Section 1.6 of this Part E, authority is hereby delegated to the Mayor and the Authorized Officer to establish the terms and conditions of each borrowing under the Line of Credit Program and each Credit Agreement Note, including interest payment dates and terms for redemption of Credit Agreement Notes.

Section 1.6. Limited Obligation and Source of Payment of Borrowings and Credit Agreement Notes. The borrowings under any Credit Agreement, the fees and charges payable to any Bank under a Credit Agreement and the principal of and interest on any Credit Agreement Note shall be limited obligations of the City and Junior Lien Obligations under the General Airport Revenue Bond Ordinance payable from Available Pledged Revenues, which may be secured by a pledge of and lien on such Available Pledged Revenues, which pledge and lien shall be junior and subordinate to the pledges of and liens on Airport revenues securing the repayment of all other Airport Obligations (as defined in the Third Lien Master Indenture) other than commercial paper notes issued under any Commercial Paper Program. The obligations of the

City under each Credit Agreement and under each Credit Agreement Note do not now and shall never constitute an indebtedness or loan of credit of the City, or charge against its general credit or taxing power, within the meaning of any constitutional or statutory limitation of the State of Illinois. Such obligations shall be limited obligations of the City secured by and payable from Available Pledged Revenues.

Section 1.7. Term of Commercial Paper Program Extended. The term of the Commercial Paper Program is extended from January 1, 2020 to January 1, 2030. All borrowings under the Commercial Paper Program shall be paid no later than January 1, 2030 and no CP Note shall mature later than January 1, 2030.

PART F

ARTICLE I ENACTMENT

Section 1.1. Severability. It is the intention of this City Council that, if any Article, Section, paragraph, clause or provision of this Ordinance shall be ruled by any court of competent jurisdiction to be invalid, the invalidity of such Article, Section, paragraph, clause or provision shall not affect any of the remaining provisions hereof.

Section 1.2. Prior Inconsistent Ordinances. If any provision of this Ordinance is in conflict with or inconsistent with any ordinances (except the General Airport Revenue Bond Ordinance) or resolutions or parts of ordinances or resolutions or the proceedings of the City in effect as of the date hereof the provisions of this Ordinance shall supersede any conflicting or inconsistent provision to the extent of such conflict or inconsistency. No provision of the Municipal Code or violation of any provision of the Municipal Code shall be deemed to impair the validity of this Ordinance or the instruments authorized by this Ordinance, or to impair the security for or payment of the instruments authorized by this Ordinance; provided, further, however, that the foregoing shall not be deemed to affect the availability of any other remedy or penalty for any violation of any provision of the Municipal Code.

Section 1.3. Effective Date. This Ordinance shall be in full force and effect immediately upon its passage and approval by the Mayor of the City.

FORTY-FIRST SUPPLEMENTAL INDENTURE

From

City of Chicago

To

U.S. Bank National Association,
as Trustee

Securing

Chicago O'Hare International Airport
General Airport Third Lien Revenue **[Refunding]** Bonds,
Series 2012A

Dated as of _____ 1, 2012

Supplementing a Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations dated as of March 1, 2002 between the City of Chicago and U.S. Bank National Association, as successor to LaSalle Bank National Association, as Trustee.

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FORTY-FIRST SUPPLEMENTAL INDENTURE

THIS FORTY-FIRST SUPPLEMENTAL INDENTURE, made and entered into as of _____ 1, 2012, from the City of Chicago (the "*City*"), a municipal corporation and home rule unit of local government duly organized and existing under the Constitution and laws of the State of Illinois, to U.S. Bank National Association (the "*Trustee*"), a national banking association duly organized, existing and authorized to accept and execute trusts of the character herein set out under and by virtue of the laws of the United States of America, with its principal corporate trust office located at 209 South LaSalle Street, Chicago, Illinois, as Trustee.

W I T N E S S E T H:

WHEREAS, the City is a home rule unit of local government, duly organized and existing under the laws of the State of Illinois, and in accordance with the provisions of Section 6(a) of Article VII of the 1970 Constitution of the State of Illinois is authorized to own and operate commercial and general aviation facilities; and

WHEREAS, the City currently owns and operates an airport known as Chicago O'Hare International Airport; and

WHEREAS, the City has entered into a Master Indenture of Trust securing Chicago O'Hare International Airport Third Lien Obligations, dated as of March 1, 2002, with the Trustee (the "*Indenture*") which authorizes the issuance of Third Lien Obligations (as hereinafter defined) in one or more Series pursuant to one or more Supplemental Indentures and the incurrence by the City of Section 208 Obligations (as therein defined) and Section 209 Obligations (as therein defined); and

[WHEREAS, in order to provide funds for the financing of the payment, or the reimbursement for the payment, of the costs of one or more Airport Projects, as defined in the Indenture, including the 2012A Airport Projects (as hereinafter defined) and the payment of outstanding commercial paper notes previously issued to provide interim financing for the 2012A Airport Projects, the City has authorized the issuance and sale of \$_____,000 aggregate principal amount of Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds, Series 2012A (the "*Bonds*") pursuant to the Indenture and this Forty-First Supplemental Indenture; and]

[WHEREAS, in order to refund prior to maturity or pay at maturity certain Prior Airport Obligations (as hereinafter defined), the City has authorized the issuance and sale of \$_____,000 aggregate principal amount of Chicago O'Hare International Airport General Airport Third Lien Revenue Refunding Bonds, Series 2012A (the "*Bonds*") pursuant to the Indenture and this Forty-First Supplemental Indenture; and]

WHEREAS, the Bonds and the Trustee's Certificate of Authentication to be endorsed on such Bonds, are to be in substantially the following form with necessary and appropriate variations, omissions and insertions as permitted or required by the Indenture or this Forty-First Supplemental Indenture, to wit:

[Form of Bond]

No. R-_____

\$ _____

UNITED STATES OF AMERICA
STATE OF ILLINOIS
CITY OF CHICAGO
Chicago O'Hare International Airport
General Airport Third Lien Revenue [Refunding] Bond,
Series 2012A

INTEREST RATE	MATURITY DATE	DATED DATE	CUSIP
_____%	January 1, 20__	_____, 2012	_____

REGISTERED OWNER: Cede & Co.

PRINCIPAL AMOUNT:

CITY OF CHICAGO (the "City"), a municipal corporation and home rule unit of local government duly organized and existing under the laws of the State of Illinois, for value received, hereby promises to pay (but only out of the sources hereinafter provided) to the Registered Owner identified above, or registered assigns, on the maturity date specified above, unless this Bond shall have been called for redemption and payment of the redemption price shall have been duly made or provided for, upon presentation and surrender hereof, the principal sum specified above and to pay (but only out of the sources hereinafter provided) interest on the balance of said principal sum from time to time remaining unpaid from and including the date hereof or from and including the most recent Interest Payment Date (as defined in the hereinafter defined Indenture) with respect to which interest has been paid or duly provided for, until payment of said principal sum has been made or duly provided for, at the interest rate specified above, computed on the basis of a 360-day year consisting of twelve 30-day months, payable on _____ 1, 20__ and semiannually thereafter on each January 1 and July 1, and to pay interest on overdue principal and, to the extent permitted by law, on overdue premium, if any, and interest at the rate due on this Bond. Principal of, premium, if any, and interest on this Bond shall be payable in lawful money of the United States of America at the corporate trust office in Chicago, Illinois of U.S. Bank National Association, Chicago, Illinois, as trustee, or its successor in trust (the "Trustee"); provided, however, payment of the interest on any Interest Payment Date (as defined in the hereinafter defined Indenture) shall be (i) made to the registered owner hereof as of the close of business on the applicable Record Date (as defined in the hereinafter defined Indenture) with respect to such Interest Payment Date and shall be paid by check or draft mailed to such registered owner hereof at his or her address as it appears on the registration books of the City maintained by the Trustee as Bond Registrar or at such other address as is furnished in writing by such registered owner to the Trustee as Bond Registrar or (ii) made by wire transfer to such registered owner as of the close of business on such Record Date upon written notice of such wire transfer address in the continental United States by such owner to the Bond Registrar given prior to such Record Date (which notice may provide that it will remain in effect until revoked), provided that each such wire transfer shall be made only with respect to an owner of

\$1,000,000 or more in aggregate principal amount of the Bonds as of the close of business on the Record Date relating to such Interest Payment Date, except, in each case, that if and to the extent that there shall be a default in the payment of the interest due on such Interest Payment Date, such defaulted interest shall be paid to the registered owners as provided in the Indenture. So long as this Bond is restricted to being registered in the registration books of the City in the name of a Securities Depository (as defined in the Indenture), the provisions of the Indenture governing Book-Entry Bonds shall govern the payment of the principal of and interest on this Bond.

The Bonds are limited obligations of the City and shall not constitute an indebtedness of the City or a loan of credit thereof within the meaning of any constitutional or statutory limitation. Neither the faith and credit nor the taxing power of the City, the State of Illinois or any political subdivision thereof is pledged to the payment of the principal of the Bonds, or the interest or any premium thereon, or other costs incident thereto. The Bonds are payable solely from the revenues in the Indenture (as hereinafter defined) pledged to such payment, and no owner or owners of the Bonds shall ever have the right to compel any exercise of the taxing power of the City, the State of Illinois or any political subdivision thereof.

The Bond are limited obligations of the City and shall not constitute an indebtedness of the City or a loan of credit thereof within the meaning of any constitutional or statutory limitation. Neither the faith and credit nor the taxing

Reference is hereby made to the further provisions of this Bond set forth on the reverse hereof and such further provisions shall for all purposes have the same effect as if set forth at this place. All capitalized terms used in this Bond shall have the meanings assigned in the Indenture unless otherwise defined herein.

It is Hereby Certified, Recited and Declared that all acts and conditions required to be performed precedent to and in the execution and delivery of the Indenture and the issuance of this Bond have been performed in due time, form and manner as required by law, and that the issuance of this Bond and the series of which it forms a part does not exceed or violate any constitutional or statutory limitation.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Indenture unless and until the certificate of authentication hereon shall have been duly executed by the Trustee.

IN Witness Whereof, the City of Chicago has caused this Bond to be executed in its name by the manual or facsimile signature of its Mayor and the manual or facsimile of its corporate seal to be printed hereon and attested by the manual or facsimile signature of its City Clerk.

Dated: _____

CITY OF CHICAGO

By: _____
Mayor

[SEAL]

Attest:

By: _____
City Clerk

[DTC LEGEND]

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("*DTC*"), to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), any transfer, pledge or other use hereof for value or otherwise by or to any person is wrongful inasmuch as the registered owner hereof, Cede Co., has an interest herein.

[FORM OF TRUSTEE'S CERTIFICATE OF AUTHENTICATION]

This Bond is one of the Bonds described in the within-mentioned Indenture.

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

By: _____
Authorized Signature

[FORM OF REVERSE OF BOND]

This Bond is one of an authorized issue of bonds limited in aggregate principal amount to \$_____,000 (the "*Bonds*") issued pursuant to, under authority of and in full compliance with the Constitution and laws of the State of Illinois, particularly Article VII, Section 6(a) of the 1970 Constitution of the State of Illinois and an ordinance of the City Council of the City, and executed under a Master Indenture of Trust securing Chicago O'Hare International Airport Third Lien Obligations dated as of March 1, 2002, from the City to U.S. Bank National Association (as successor to LaSalle Bank National Association), as Trustee, as heretofore supplemented and amended and as supplemented by a Forty-First Supplemental Indenture securing Chicago O'Hare International Airport General Airport Third Lien Revenue **[Refunding]** Bonds, Series 2012A, dated _____ 1, 20__, from the City to the Trustee (collectively, the "*Indenture*"), for the purpose of **[(i) refunding prior to maturity certain outstanding Prior Airport Obligations (as defined in the Indenture,)] [(i) paying the costs of certain projects for Chicago O'Hare International Airport, which constitute Airport Projects under the Indenture including the funding of a capitalized interest account relating to the Airport Projects,]** (ii) funding **[a portion of]** the Reserve Requirement (as defined in the Indenture) applicable to the Bonds, and (iii) paying costs and expenses incidental thereto and to the issuance of the Bonds.

The Bonds and the interest thereon are payable from Third Lien Revenues (as defined in the Indenture) pledged to the payment thereof under the Indenture and certain other moneys held by or on behalf of the Trustee.

Copies of the Indenture are on file at the principal corporate trust office of the Trustee, and reference to the Indenture and any and all supplements thereto and modifications and amendments thereof is made for a description of the pledge and covenants securing the Bonds, the nature, extent and manner of enforcement of such pledge, the rights and remedies of the registered owners of the Bonds, and the limitations on such rights and remedies.

This Bond is transferable by the registered owner hereof in person or by his or her attorney duly authorized in writing at the principal corporate trust office of the Bond Registrar but only in the manner, subject to the limitations and upon payment of the charges provided in the Indenture, and upon surrender and cancellation of this Bond. Upon such transfer a new registered Bond or Bonds, of authorized denomination or denominations, for the same aggregate principal amount will be issued to the transferee in exchange herefor.

The Bonds are issuable only as fully registered Bonds in the authorized denominations described in the Indenture.

Bonds may be transferred on the books of registration kept by the Bond Registrar or the owner in person or by his or her duly authorized attorney, upon surrender thereof, together with a written instrument of transfer executed by the owner or his or her duly authorized attorney. Upon surrender for registration of transfer of any Bond with all partial redemptions endorsed thereon at the principal office of the Bond Registrar, the City shall execute and the Trustee shall authenticate and deliver in the name of the transferee or transferees a new Bond or Bonds of the same maturity, series and interest rate, aggregate principal amount and tenor and of

any authorized denomination or denominations and bearing numbers not contemporaneously outstanding under the Indenture.

Bonds may be exchanged at the principal office of the Bond Registrar for an equal aggregate principal amount of Bonds in the appropriate form and in the same maturity, series and interest rate, aggregate principal amount and tenor and of any authorized denomination or denominations. *The City shall execute and the Trustee shall authenticate and deliver Bonds which the Bondholder making the exchange is entitled to receive.*

Such registration of transfer or exchange of Bonds shall be without charge to the owners of such Bonds, but any taxes or other governmental charges required to be paid with respect to the same shall be paid by the owners of the Bond requesting such transfer or exchange as a condition precedent to the exercise of such privilege.

The Bond Registrar shall not be required to register for transfer or exchange any undelivered Bond or Bonds after the giving of notice calling such Bond for redemption or partial redemption has been made.

The person in whose name any Bond is registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of or on account of principal, premium, if any, or interest shall be made only to or upon the order of the registered owner thereof or his duly authorized attorney, but such registration may be changed as hereinabove provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

The Bonds maturing on January 1, 20__ are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__ (maturity)	

If the City redeems Bonds pursuant to optional redemption or purchases Bonds subject to mandatory redemption and cancels the same, then an amount equal to the principal amount of Bonds of such maturity so redeemed or purchased shall be deducted from the mandatory redemption requirements as provided for such Bonds of such maturity in such order as the City shall determine.

The Bonds maturing on or after January 1, 20__ are subject to redemption otherwise than from mandatory Sinking Fund Payments, at the option of the City, on or after January 1, 20__, as a whole or in part at any time, and if in part, in such order of maturity as the City shall determine and within any maturity by lot, at a redemption price equal to the principal amount of each Bond to be redeemed, plus accrued interest to the date of the redemption.

Notice of any such redemption must be given by the Trustee by first-class mail (or registered mail in the case of registered owners of at least \$1,000,000 of Bonds) not less than 30 or more than 60 days prior thereto to the registered owners of the Bonds. Failure to mail any such notice to the registered owner of any Bond or any defect therein shall not affect the validity of the proceedings for such redemption of Bonds.

This Bond and all other Bonds of the series of which it forms a part are issued pursuant to and in full compliance with the Constitution and laws of the State of Illinois, particularly Article VII, Section 6(a) of the 1970 Constitution of the State of Illinois, and pursuant to an ordinance adopted by the City Council of the City, which ordinance authorizes the execution and delivery of the Indenture. This Bond and the series of which it forms a part are limited obligations of the City payable solely from the amounts pledged therefor under the Indenture.

No recourse shall be had for the payment of the principal of, premium, if any, or interest on any of the Bonds or for any claim based thereon or upon any obligation, covenant or agreement in the Indenture contained against any past, present or future officer, employee or agent, or member of the City Council of the City, or any successor to the City, as such, either directly or through the City, or any successor to the City, under any rule of law or equity, statute or constitution or by the enforcement of any assessment or penalty or otherwise, and all such liability of any such officer, employee or agent, or member of the City Council, as such, is hereby expressly waived and released as a condition of and in consideration for the execution of the Indenture and the issuance of any of the Bonds.

The owner of this Bond shall have no right to enforce the provisions of the Indenture or to institute action to enforce the covenants therein, or to take any action with respect to any event of default under the Indenture, or to institute, appear in or defend any suit or other proceedings with respect thereto, except as provided in the Indenture.

The Indenture prescribes the manner in which it may be discharged and after which the Bonds shall no longer be secured by or entitled to the benefits of the Indenture, except as provided in the Indenture and for the purposes of registration and exchange of Bonds and of such payment, including a provision that the Bonds shall be deemed to be paid if Federal Obligations, as defined therein, maturing as to principal and interest in such amounts and at such times as to insure the availability of sufficient moneys to pay the principal of, premium, if any, and interest on the Bonds and all necessary and proper fees, compensation and expenses of the Trustee shall have been deposited with the Trustee.

Modifications or alterations of the Indenture, or of any supplements thereto, may be made only to the extent and in the circumstances permitted by the Indenture.

[FORM OF ASSIGNMENT]

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	—	as tenants in common	UNIF GIFT MIN ACT-
TEN ENT	—	as tenants by the entireties	Custodian _____
Jt TEN	—	as joint tenants with right of	(Cust) _____ (Minor) _____
		survivorship and not as tenants in	under Uniform Gifts to Minors Act
		common	_____
			(State)

Additional abbreviations may also be used
though not in the above list.

For Value Received, the undersigned sells, assigns and transfers unto _____

(Name and Address of Assignee)

the within Bond of the City of Chicago and does hereby irrevocably constitute and appoint _____
to transfer said Bond on the books kept for registration thereof with full power of substitution in
the premises.

Dated: _____

Signature: _____

Signature Guaranteed: _____

NOTICE: The signature to this assignment must correspond with the name as it appears upon
the face of the within Bond in every particular, without alteration or enlargement or
any change whatever.

NOW, THEREFORE, THIS FORTY-FIRST SUPPLEMENTAL INDENTURE WITNESSETH:

GRANTING CLAUSES

That the City, in consideration of the premises and the acceptance by the Trustee of the trusts hereby created and of the purchase and acceptance of the Bonds by the Registered Owners thereof, and of the sum of one dollar, lawful money of the United States of America, to it duly paid by the Trustee at or before the execution and delivery of these presents, and for other good and valuable consideration, the receipt of which is hereby acknowledged, in order to secure the payment of the principal of, premium, if any, and interest on the Bonds according to their tenor and effect, to secure the performance and observance by the City of all the covenants expressed or implied herein and in the Bonds, does hereby assign and grant a security interest in and to the following to the Trustee, and its successors in trust and assigns forever, for the securing of the performance of the obligations of the City hereinafter set forth (the "*Trust Estate*"):

GRANTING CLAUSE FIRST

All right, title and interest of the City in and to Junior Lien Revenues and Third Lien Revenues (as those terms are defined in the Indenture), to the extent pledged and assigned in the granting clauses of the Indenture.

GRANTING CLAUSE SECOND

All moneys and securities from time to time held by the Trustee under the terms of this Forty-First Supplemental Indenture, except for moneys deposited with or paid to the Trustee and held in trust hereunder for the redemption of Bonds, notice of the redemption of which has been duly given.

GRANTING CLAUSE THIRD

All moneys and securities from time to time held by the Trustee in the Common Debt Service Reserve Account on a parity with the security interest in said Account granted or to be granted to the present and future owners of Common Reserve Bonds (as defined herein).

GRANTING CLAUSE FOURTH

Any and all other property, rights and interests of every kind and nature from time to time hereafter by delivery or by writing of any kind granted, bargained, sold, alienated, demised, released, conveyed, assigned, transferred, mortgaged, pledged, hypothecated or otherwise subjected hereto, as and for additional security hereunder by the City or by any other person on its behalf or with its written consent to the Trustee, and the Trustee is hereby authorized to receive any and all property thereof at any and all times and to hold and apply the same subject to the terms hereof.

TO HAVE AND TO HOLD all and singular the Trust Estate, whether now owned or hereafter acquired, unto the Trustee and its successors in said trust and assigns forever;

IN TRUST NEVERTHELESS, upon the terms and trusts herein set forth for the equal and proportionate benefit, security and protection of all present and future owners of the Bonds, without privilege, priority or distinction as to the lien or otherwise of any of the foregoing over any other of the foregoing except to the extent herein or in the Indenture otherwise specifically provided;

PROVIDED, HOWEVER, that if the City, its successors or assigns shall well and truly pay, or cause to be paid, the principal of, premium, if any, and interest on the Bonds due or to become due thereon, at the times and in the manner set forth therein according to the true intent and meaning thereof, and shall cause the payments to be made on the Bonds as required under Article VI hereof, or shall provide, as permitted hereby, for the payment thereof and shall well and truly cause to be kept, performed and observed all of its covenants and conditions pursuant to the terms of the Indenture and this Forty-First Supplemental Indenture and shall pay or cause to be paid to the Trustee all sums of money due or to become due to it in accordance with the terms and provisions hereof, then upon the final payment thereof this Forty-First Supplemental Indenture and the rights hereby granted shall cease, determine and be void; otherwise this Forty-First Supplemental Indenture shall remain in full force and effect.

THIS FORTY-FIRST SUPPLEMENTAL INDENTURE FURTHER WITNESSETH, and it is expressly declared, that all Bonds issued and secured hereunder are to be issued, authenticated and delivered and all said property, rights and interests and any other amounts hereby assigned and pledged are to be dealt with and disposed of under, upon and subject to the terms, conditions, stipulations, covenants, agreements, trusts, uses and purposes as herein expressed, and the City has agreed and covenanted, and does hereby agree and covenant, with the Trustee and with the respective owners of the Bonds, as follows:

ARTICLE I

Definitions

All capitalized terms used herein unless otherwise defined shall have the same meaning as used in Article I of the Indenture. In addition, the following words and phrases shall have the following meanings for purposes of this Forty-First Supplemental Indenture:

“Authorized Denomination” means the principal amount of \$5,000 or any integral multiple thereof.

“Bond Registrar” means the person designated to serve as Bond Registrar pursuant to Section 2.09.

“Bondholder” or *“holder”* or *“owner of the Bonds”* or *“registered owner”* means the Registered Owner of any Bond.

“Bonds” means the Chicago O’Hare International Airport General Airport Third Lien Revenue [Refunding] Bonds, Series 2012A, authorized to be issued pursuant to Article II.

“Business Day” means a day on which banks located in the city in which the principal corporate trust office of the Trustee is located are not required or authorized to remain closed, and are not in fact closed and on which the New York Stock Exchange is not closed.

“Capitalized Interest Account” means the account of that name established in the 2012A Dedicated Sub-Fund as described in Section 4.02.

“City” means the City of Chicago, a municipal corporation and home rule unit of local government, organized and existing under the Constitution and laws of the State.

“Common Debt Service Reserve Account” means the account of that name established by Section 4.02 of the Second Supplemental Indenture.

“Common Reserve Bonds” means the Bonds and any other Series of Third Lien Obligations issued under the Indenture entitled to the benefit of the Common Debt Service Reserve Account pursuant to Section 4.10(c) of the Second Supplemental Indenture.

“Costs of Issuance Account” means the account of that name established in the 2012A Dedicated Sub-Fund as described in Section 4.02.

“Date of Issuance” means _____, 20____, the date of original issuance and delivery of the Bonds hereunder.

[“Debt Service Reserve Account” means the account of that name in the 2012A Dedicated Sub-Fund as described in Section 4.02.]

“DTC” means Depository Trust Company, and its successors and assigns.

“Forty-First Supplemental Indenture” means this Forty-First Supplemental Indenture and any amendments and supplements hereto.

“Indenture” means the Master Indenture of Trust securing Chicago O’Hare International Airport General Airport Third Lien Obligations, dated as of March 1, 2002, from the City to the Trustee, pursuant to which Third Lien Obligations are authorized to be issued, and any amendments and supplements thereto, including this Forty-First Supplemental Indenture. References to Articles and Sections of the Indenture shall be deemed to refer to Articles and Sections of the Indenture as amended by the Eighth Supplemental Indenture and the Seventeenth Supplemental Indenture.

[“Insurer” means _____, a _____ insurance company, or any successor thereto or assignee thereof.]

“Interest Payment Date” means January 1 and July 1 of each year, commencing _____ 1, 20____.

“Moody’s” means Moody’s Investors Service, Inc., a corporation organized and existing under the laws of the State of Delaware, its successors and assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a

securities rating agency, "Moody's" shall be deemed to refer to any other nationally recognized securities rating agency designated by the City by notice to the Trustee.

"*Ordinance*" means the ordinance duly adopted and approved by the City Council of the City on _____, 2012, which authorizes the issuance and sale of the Bonds and the execution of this Forty-First Supplemental Indenture.

"*Participant*," when used with respect to any Securities Depository, means any participant of such Securities Depository.

["*Policy*" means the _____ Insurance Policy issued by the Insurer guaranteeing the scheduled payment of principal and interest on the Bonds when due.]

"*Principal and Interest Account*" means the account of that name established in the 2012A Dedicated Sub-Fund as described in Section 4.02.

"*Prior Airport Obligations*" means \$_____,000 outstanding aggregate principal amount of the City of Chicago, Chicago-O'Hare International Airport General Airport Second Lien Revenue **[Refunding]** Bonds, _____, consisting of bonds of said series maturing on January 1 of the following years and in the following principal amounts:

<u>Year</u>	<u>Principal Amount</u>
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__ (maturity)	

"*Program Fee Account*" means the account of that name established in the 2012A Dedicated Sub-Fund as described in Section 4.02.

"*Qualified Credit Provider*" means the issuer of a Qualified Reserve Account Credit Instrument, if any.

"*Qualified Reserve Account Credit Instrument*" means a letter of credit, surety bond or non-cancellable insurance policy issued by a domestic or foreign bank, insurance company or other financial institution whose debt obligations on the date of issuance thereof are rated in the highest rating category by S&P and Moody's and, if rated by A.M. Best & Company, is rated in the highest rating category by A.M. Best & Company. Any such letter of credit, surety bond or insurance policy shall be issued in the name of the Trustee and shall contain no restrictions on the ability of the Trustee to receive payment thereunder other than a certification

of the Trustee that the funds drawn thereunder are to be used for purposes for which moneys in the Common Debt Service Reserve Account may be used under the Second Supplemental Indenture.

“Record Date” means June 15 and December 15 of each year.

“Registered Owner” means the person or persons in whose name or names a Bond shall be registered on the books of the City kept for that purpose in accordance with provisions hereof.

“Reserve Requirement” means the maximum amount of principal of and interest payable on the Common Reserve Bonds in the current or any succeeding Bond Year, provided however, that if upon the issuance of a series of Common Reserve Bonds such amount would require that moneys be paid into the Common Debt Service Reserve Account from the proceeds of such Common Reserve Bonds in an amount in excess of the maximum amount permitted under the Code, the Reserve Requirement shall be the sum of (a) the Reserve Requirement immediately preceding the issuance of such Common Reserve Bonds and (b) the maximum amount permitted under the Code to be deposited from the proceeds of such Common Reserve Bonds, as certified by the Chief Financial Officer of the City.

[“Reserve Requirement” means, as of the date of computation, an amount equal to the lesser of (a) ten percent (10%) of the original principal amount of the Bonds and (b) the maximum amount of principal of and interest on the Bonds payable in the current or any future Bond Year.]

“Second Supplemental Indenture” means the Second Supplemental Indenture securing Chicago O’Hare International Airport General Airport Third Lien Revenue Refunding Bonds, Series 2003A, dated August 1, 2003, from the City to the Trustee supplementing the Indenture and pursuant to which the Common Debt Service Reserve Account is created and held.

“Securities Depository” means DTC and any other securities depository registered as a clearing agency with the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934, as amended, and appointed as the securities depository for the Bonds.

“S&P” means Standard & Poor’s Corporation, a corporation organized and existing under the laws of the State of New York, its successors and assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “S&P” shall be deemed to refer to any other nationally recognized securities rating agency designated by the City by notice to the Trustee.

“State” means the State of Illinois.

“Tax Certificates” means the Tax Compliance Certificate and the General Tax Certificate of the City with respect to the Bonds, each dated the date of issuance of the Bonds.

“Trust Estate” means the property conveyed to the Trustee pursuant to the Granting Clauses hereof.

“*Trustee*” means U.S. Bank National Association, a national banking association organized and existing under the laws of the United States of America (as successor to LaSalle Bank National Association), and its successors and any entity resulting from or surviving any consolidation or merger to which it or its successors may be a party, and any successor Trustee at the time serving as successor trustee hereunder.

“*2012A Airport Projects*” means the Airport Projects that are being financed with the proceeds of the Bonds as described in the Tax Certificates.

“*2012A Dedicated Sub-Fund*” means the fund of that name established and described in Section 4.02.

ARTICLE II

The Bonds

Section 2.01. Authorized Amount of Bonds. No Bonds may be issued under the provisions of this Forty-First Supplemental Indenture except in accordance with this Article. **[The Bonds are being issued to provide funds to pay and retire the Prior Airport Obligations, to fund a portion of the Reserve Requirement and to pay costs of issuance of the Bonds.] [The Bonds are being issued to provide funds to pay, or to reimburse the City for payment of, costs of the 2012A Airport Projects (including the retirement of commercial paper notes issued to provide interim financing of the costs of the 2012A Airport Projects), to fund a portion of the Reserve Requirement, to fund a capitalized interest account and to pay costs of issuance of the Bonds.]** Except as provided in Section 2.08 hereof, the total original principal amount of Bonds that may be issued hereunder is hereby expressly limited to \$_____,000.

Section 2.02. Issuance of Bonds; Denominations; Numbers. The Bonds shall be issued in the aggregate principal amount of \$_____,000 and shall be designated “City of Chicago, Chicago O’Hare International Airport General Airport Third Lien Revenue **[Refunding]** Bonds, Series 2012A.”

The Bonds shall be issued as registered bonds without coupons. The Bonds shall be issued only in Authorized Denominations. The Bonds shall be numbered consecutively from 1 upward bearing numbers not then contemporaneously outstanding (in order of issuance) according to the records of the Bond Registrar.

The Bonds shall be dated as of the Interest Payment Date next preceding their date of authentication, unless such date of authentication is an Interest Payment Date, in which case the Bonds shall be dated as of such Interest Payment Date, or unless such Bonds are authenticated prior to the first Interest Payment Date, in which event the Bonds shall be dated as of the Date of Issuance.

The Bonds shall mature on January 1 of each of the following years and bear interest at the following interest rates per annum:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
20__	\$,000	. %
20__	,000	
20__	,000	
20__	,000	
20__	,000	
20__	,000	
20__	,000	
20__	,000	
20__	,000	
20__	,000	

Interest on the Bonds shall be payable on January 1 and July 1 of each year, commencing _____ 1, 20__. The Bonds shall bear interest from the date thereof or from and including the most recent Interest Payment Date with respect to which interest has been paid or duly provided for. Interest on the Bonds shall be calculated on the basis of a 360-day year consisting of twelve 30-day months.

Section 2.03. Payment on the Bonds. Interest on the Bonds shall be payable on each applicable Interest Payment Date. The Bonds shall bear interest from the date thereof or from and including the most recent Interest Payment Date with respect to which interest has been paid or duly provided for. The principal of, premium, if any, and the interest on the Bonds shall be payable in lawful money of the United States of America. Except as provided in Section 2.10 hereof, the principal of and redemption premium, if any, on all Bonds shall be payable at the principal corporate trust office of the Trustee upon the presentation and surrender of the Bonds as the same become due and payable. Except as provided in Sections 2.09 and 2.10 hereof, the interest on the Bonds shall be paid by check drawn upon the Trustee and mailed to the persons in whose names the Bonds are registered at his or her address as it appears on the registration books maintained by the Bond Registrar at the close of business on the Record Date next preceding each Interest Payment Date or at such other address as is furnished in writing by such Registered Owner to the Bond Registrar. Interest on the Bonds shall be paid by wire transfer to any Registered Owner who at the close of business on such Record Date has given written notice of its wire transfer address in the continental United States to the Bond Registrar prior to such Record Date (which notice may provide that it will remain in effect until revoked), *provided* that each such wire transfer shall be made only with respect to a Registered Owner of \$1,000,000 or more in aggregate original principal amount of the Bonds as of the close of business on such Record Date.

Section 2.04. Execution; Limited Obligations. The Bonds shall be executed on behalf of the City with the official manual or facsimile signature of the Mayor of the City and attested with the official manual or facsimile signature of its City Clerk, and shall have affixed, impressed, imprinted or otherwise reproduced thereon the corporate seal of the City or a facsimile thereof. The Bonds are issued pursuant to and in full compliance with the Constitution and laws of the State of Illinois, and pursuant to the Ordinance, which authorizes the execution and delivery of this Forty-First Supplemental Indenture. The Bonds are not general obligations of the City but limited obligations payable solely from the Third Lien Revenues (except to the

extent paid out of moneys attributable to the proceeds derived from the sale of the Bonds or to income from the temporary investment thereof) and shall be a valid claim of the respective Registered Owners thereof only against the 2012A Dedicated Sub-Fund, the Common Debt Service Reserve Account on a parity with other Common Reserve Bonds, and other moneys held by the Trustee or otherwise pledged therefor, which amounts are hereby pledged, assigned and otherwise held as security for the equal and ratable payment of the Bonds and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the Bonds, except as may be otherwise expressly authorized in the Indenture or in this Forty-First Supplemental Indenture. The Bonds shall not constitute an indebtedness of the City or a loan of credit thereof within the meaning of any constitutional or statutory limitation, and neither the faith and credit nor the taxing power of the City, the State or any political subdivision thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds or other costs incident thereto. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such officer before the delivery of such Bonds, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, as if he or she had remained in office until delivery.

Section 2.05. Authentication. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Forty-First Supplemental Indenture unless and until such certificate of authentication in substantially the form hereinabove set forth shall have been duly executed by the Trustee, and such executed certificate of the Trustee upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Forty-First Supplemental Indenture. The Trustee's certificate of authentication on any Bond shall be deemed to have been executed by it if (a) signed by an authorized signatory of the Trustee, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued hereunder, and (b) the date of authentication on the Bond is inserted in the place provided therefor on the certificate of authentication.

Section 2.06. Form of Bonds; Temporary Bonds. The Bonds issued under this Forty-First Supplemental Indenture shall be substantially in the form hereinbefore set forth, with such appropriate variations, omissions and insertions as are permitted or required by this Forty-First Supplemental Indenture.

Pending preparation of definitive Bonds, or by agreement with the purchasers of the Bonds, the City may issue and, upon its request, the Trustee shall authenticate, in lieu of definitive Bonds, one or more temporary printed or typewritten Bonds in Authorized Denominations and of substantially the tenor recited above. Upon request of the City, the Trustee shall authenticate definitive Bonds in exchange for and upon surrender of any equal principal amount of temporary Bonds. Until so exchanged, temporary Bonds shall have the same rights, remedies and security hereunder as definitive Bonds.

Section 2.07. Delivery of Bonds. Upon the execution and delivery of this Forty-First Supplemental Indenture, the City shall execute and deliver to the Trustee, and the Trustee shall authenticate, the Bonds and deliver them to the purchasers as may be directed by the City as hereinafter in this Section 2.07 provided.

Prior to the delivery by the Trustee of any of the Bonds there shall be filed with the Trustee:

- (a) A copy, duly certified by the City Clerk, of the Ordinance;
- (b) A copy, duly certified by the City Clerk, of the General Airport Revenue Bond Ordinance;
- (c) A copy, duly certified by the City Clerk, of the Second Lien Indenture;
- (d) A copy, duly certified by the City Clerk, of the Indenture;
- (e) Original executed counterpart of this Forty-First Supplemental Indenture;
- (f) A Counsel's Opinion to the effect that (i) the Indenture and this Forty-First Supplemental Indenture have been duly and lawfully authorized by all necessary action on the part of the City, have been duly and lawfully executed by authorized officers of the City, are in full force and effect and are valid and binding upon the City and enforceable in accordance with their terms (except as limited by any applicable bankruptcy, liquidation, reorganization, insolvency or other similar laws or by general principles of equity if equitable remedies are sought); (ii) the Indenture and this Forty-First Supplemental Indenture create the valid pledge of Third Lien Revenues, moneys and securities which they purport to create; and (iii) upon their execution, authentication and delivery, the Bonds will have been duly and validly authorized and issued in accordance with the Constitution and laws of the State of Illinois, the Indenture and this Forty-First Supplemental Indenture;
- (g) A written order as to the delivery of the Bonds, executed by an Authorized Officer stating (i) the identity of the purchasers, aggregate purchase price and date and place of delivery of the Bonds and (ii) that no Event of Default has occurred and is continuing under the Indenture or this Forty-First Supplemental Indenture;
- (h) The Certificate of the City required by Section 206(e) of the Indenture;
and
- [(i) Either the Certificate required by Section 206(f) of the Indenture or the Certificate of the City required by Section 207(b) of the Indenture.]**
- [(j) A Certificate of an Independent Airport Consultant or a Certificate of the City complying with Section 206(f) of the Indenture.]**

Section 2.08. Mutilated, Lost, Stolen or Destroyed Bonds. If any Bond is mutilated, lost, stolen or destroyed, the City may execute and the Trustee may authenticate a new Bond of like date, maturity, interest rate and denomination as the Bond mutilated, lost, stolen or destroyed, *provided* that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the Trustee, and in the case of any lost, stolen or destroyed Bond, there shall be first furnished to the City and the Trustee evidence of such loss, theft or destruction satisfactory to the City and the Trustee, together with indemnity satisfactory to them. In the event any such

Bond shall have matured, instead of issuing a substitute Bond the City may pay the same without surrender thereof. The City and the Trustee may charge the Registered Owner of such Bond with their reasonable fees and expenses in this connection. All Bonds so surrendered to the Trustee shall be cancelled and destroyed, and evidence of such destruction shall be given to the City. Upon the date of final maturity or redemption of all of the Bonds, the Trustee shall destroy any inventory of unissued certificates.

Section 2.09. Registration and Exchange of Bonds; Persons Treated as Owners. The City shall cause books for the registration and for the transfer of the Bonds as provided in this Forty-First Supplemental Indenture to be kept by the Trustee as the Bond Registrar of the City. Upon surrender for transfer of any Bond at the principal office of the Bond Registrar, duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner or his or her attorney duly authorized in writing, the City shall execute and the Bond Registrar shall authenticate and deliver in the name of the transferee or transferees a fully registered Bond for a like aggregate principal amount.

Bonds may be exchanged at the principal office of the Bond Registrar for a like aggregate principal amount of fully registered Bonds of the same maturity of other authorized denominations. The City shall execute and the Bond Registrar shall authenticate and deliver Bonds which the Bondowners making the exchange are entitled to receive, bearing numbers not contemporaneously then outstanding. The execution by the City of any Bond of any denomination shall constitute full and due authorization of such denomination and the Bond Registrar shall thereby be authorized to authenticate and deliver such Bond.

The Bond Registrar shall not be required to register for transfer or exchange any undelivered Bond or any Bond after the giving of notice calling such Bond for redemption or partial redemption.

The person in whose name any fully registered Bond is registered at the close of business on any Record Date with respect to any Interest Payment Date shall be entitled to receive the interest payable on such Interest Payment Date notwithstanding the cancellation of such registered Bond upon any transfer or exchange thereof subsequent to the Record Date and prior to such Interest Payment Date, except if and to the extent there shall be a default in the payment of the interest due on such Interest Payment Date, in which case such defaulted interest shall be paid to the person in whose name such Bond is registered either at the close of business on the day preceding the date of payment of such defaulted interest or on a subsequent Record Date for such payment if one shall have been established as hereinafter provided. A subsequent Record Date may be established by or on behalf of the City by notice mailed to the Registered Owners of Bonds not less than 10 days preceding such Record Date, which Record Date shall be not more than 30 days prior to the subsequent interest payment date.

Except as provided in the Indenture, as to any Bond the person in whose name the same shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of principal, premium, if any, or interest on any Bond shall be made only to or upon the written order of the Registered Owner thereof or his legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

In each case the Bond Registrar shall require the payment by the Bondowner requesting exchange or transfer of any tax or other governmental charge required to be paid with respect to such exchange or transfer, but otherwise no charge shall be made to the Bondowner for such exchange or transfer.

Section 2.10. Book-Entry Provisions. The provisions of this Section shall apply so long as the Bonds are maintained in book-entry form with DTC or another Securities Depository, any provisions of this Forty-First Supplemental Indenture to the contrary notwithstanding.

(a) **Payments.** The Bonds shall be payable to the Securities Depository, or its nominee, as the Registered Owner of the Bonds, in next day funds on each date on which the principal of, premium, if any, and interest on the Bonds is due as set forth in this Forty-First Supplemental Indenture and in the Bonds. Such payments shall be made to the offices of the Securities Depository specified by the Securities Depository to the City and the Trustee in writing. Without notice to or the consent of the beneficial owners of the Bonds, the City and the Securities Depository may agree in writing to make payments of principal and interest in a manner different from that set forth herein. If such different manner of payment is agreed upon, the City shall give the Trustee notice thereof, and the Trustee shall make payments with respect to the Bonds in the manner specified in such notice as set forth herein. Neither the City nor the Trustee shall have any obligation with respect to the transfer or crediting of the principal of, premium, if any, and interest on the Bonds to Participants or the beneficial owners of the Bonds or their nominees.

(b) **Replacement of the Securities Depository.** If the City receives notice that the Securities Depository has received notice from its Participants having interests in at least 50% in principal amount of the Bonds that the Securities Depository or its successor is incapable of discharging its responsibilities as a securities depository or that it is in the best interests of the beneficial owners that they obtain certificated Bonds, the City shall cause the Trustee to authenticate and deliver Bond certificates. The City shall have no obligation to make any investigation to determine the occurrence of any events that would permit the City to make any determination described in this paragraph.

(c) **Discontinuance of Book-Entry or Change of Securities Depository.** If, following a determination or event specified in paragraph (b) above, the City discontinues the maintenance of the Bonds in book-entry form with the then current Securities Depository, the City will issue replacement Bonds to the replacement Securities Depository, if any, or, if no replacement Securities Depository is selected for the Bonds, directly to the Participants as shown on the records of the former Securities Depository or, to the extent requested by any Participant, to the beneficial owners of the Bonds shown on the records of such Participant. Replacement Bonds shall be in fully registered form and in Authorized Denominations, be payable as to interest on the Interest Payment Date of the Bonds by check or draft mailed to each Registered Owner at the address of such Registered Owner as it appears on the bond registration books maintained by the City for such purpose at the principal corporate trust office of the Trustee or at the option of any Registered Owner of not less than \$1,000,000 original principal amount of Bonds, by wire transfer to any address in the continental United States of America on such Interest Payment Date to such Registered Owner as of such Record Date, if such Registered

Owner provides the Trustee with written notice of such wire transfer address not later than the Record Date (which notice may provide that it will remain in effect with respect to subsequent Interest Payment Dates unless and until changed or revoked by subsequent notice). Principal and redemption premium, if any, on the replacement Bonds are payable only upon presentation and surrender of such replacement Bond or Bonds at the principal corporate trust office of the Trustee.

(d) Effect of Book-Entry System. The Securities Depository and its Participants and the beneficial owners of the Bonds, by their acceptance of the Bonds, agree that the City and the Trustee shall not have liability for the failure of such Securities Depository to perform its obligations to the Participants and the beneficial owners of the Bonds, nor shall the City or the Trustee be liable for the failure of any Participant or other nominee of the beneficial owners to perform any obligation of the Participant to a beneficial owner of the Bonds.

ARTICLE III

Redemption of Bonds Before Maturity

Section 3.01. Redemption Dates and Prices. The Bonds shall be subject to redemption prior to maturity in the amounts, at the times and in the manner provided in this Article III.

(a) Optional Redemption. The Bonds maturing on and after January 1, 20__ are subject to redemption at the option of the City on or after January 1, 20__, as a whole or in part at any time, and if in part, in such order of maturity as the City shall determine and within any maturity by lot, at a redemption price equal to the principal amount of each Bond to be redeemed, plus accrued interest to the date of the redemption.

(b) Mandatory Sinking Fund Redemption. The Bonds maturing on January 1, 20__ are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__ (maturity)	

If the City redeems Bonds pursuant to optional redemption or purchases Bonds subject to mandatory redemption and cancels the same, then an amount equal to the principal amount of Bonds of such maturity so redeemed or purchased shall be deducted from the mandatory redemption requirements as provided for such Bonds of such maturity in such order as the Chief Financial Officer of the City shall determine.

Section 3.02. Notice of Redemption. Notice of the redemption of Bonds or any portion thereof pursuant to Section 3.01 hereof identifying the Bonds or portions thereof to be redeemed, specifying the redemption date, the Redemption Price, the places and dates of payment, that from the redemption date interest will cease to accrue, and whether the redemption is conditioned upon sufficient moneys being available on the redemption date (or any other condition), shall be given by the Trustee by mailing a copy of such redemption notice not less than 30 nor more than 60 days prior to the date fixed for redemption, to the Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the registration books. Redemption notices shall be sent by first class mail, except that notices to Registered Owners of at least \$1,000,000 of Bonds shall be sent by registered mail. Failure to mail any such notice to the Registered Owner of any Bond or any defect therein shall not affect the validity of the proceedings for such redemption of Bonds.

Any notice mailed as provided in this Section shall be conclusively presumed to have been duly given, whether or not the Registered Owner of any Bond receives the notice.

Section 3.03. Deposit of Funds. For the redemption of any of the Bonds, the City shall cause to be deposited in the Principal and Interest Account moneys sufficient to pay when due the principal of and premium, if any, and interest on the redemption date to be applied in accordance with the provisions of Section 4.05 hereof.

Section 3.04. Partial Redemption of Bonds. (a) If a Bond is of a denomination larger than the minimum Authorized Denomination, all or a portion of such Bond (equal to the minimum Authorized Denomination or any integral multiple thereof) may be redeemed but such Bond shall be redeemed only in a principal amount equal to the minimum Authorized Denomination or any integral multiple thereof.

(b) Upon surrender of any Bond for redemption in part only, the City shall execute and the Bond Registrar shall authenticate and deliver to the Registered Owner thereof, at the expense of the City, a new Bond or Bonds of Authorized Denominations in aggregate principal amount equal to the unredeemed portion of the Bond surrendered.

Section 3.05. Selection of Bonds for Redemption. If less than all of the Bonds of like maturity are called for redemption, the Bonds (or portions thereof) to be redeemed shall be selected by lot by the Trustee.

ARTICLE IV

Revenues and Funds

Section 4.01. Source of Payment of Bonds. The Bonds are not general obligations of the City but are limited obligations as described in Section 2.04 hereof and as provided herein and in the Indenture.

Section 4.02. Creation of Sub-Fund and Accounts in the Third Lien Revenue Fund.

(a) *Creation of 2012A Dedicated Sub-Fund.* There is hereby created by the City and ordered established with the Trustee a separate and segregated sub-fund within the Third Lien Revenue Fund, such sub-fund to be designated the “Chicago O’Hare International Airport 2012A Third Lien Bond Dedicated Sub-Fund” (hereinafter called the “2012A Dedicated Sub-Fund”). Moneys on deposit in the 2012A Dedicated Sub-Fund, and in each Account established therein as hereinafter provided, shall be held in trust by the Trustee for the sole and exclusive benefit of the Registered Owners of the Bonds, and shall not be used or available for the payment of any other Third Lien Obligations.

(b) *Creation of Accounts.* There are hereby created by the City and ordered established with the Trustee separate Accounts within the 2012A Dedicated Sub-Fund, designated as follows:

(i) *Capitalized Interest Account:* an Account to be designated the “Chicago O’Hare International Airport 2012A Third Lien Capitalized Interest Account” (hereinafter called the “*Capitalized Interest Account*”);

(ii) *Costs of Issuance Account:* an Account to be designated the “Chicago O’Hare International Airport 2012A Third Lien Costs of Issuance Account” (hereinafter called the “*Costs of Issuance Account*”);

(iii) *Program Fee Account:* an Account to be designated the “Chicago O’Hare International Airport 2012A Third Lien Program Fee Account” (hereinafter called the “*Program Fee Account*”);

(iv) *Principal and Interest Account:* an Account to be designated the “Chicago O’Hare International Airport 2012A Third Lien Principal and Interest Account” (hereinafter called the “*Principal and Interest Account*”); and

[(v) *Project Account:* an Account to be designated the “Chicago O’Hare International Airport 2012A Third Lien Project Account” (hereinafter called the “*Project Account*”).]

[(v) *Debt Service Reserve Account:* an Account to be designated the “Chicago O’Hare International Airport 2012A Third Lien Debt Service Reserve Account” (the “*Debt Service Reserve Account*”).]

Section 4.03. Application of Bond Proceeds. The proceeds received by the City from the sale of the Bonds shall be applied as follows:

(a) *Deposit to Capitalized Interest Account:* the Trustee shall deposit the amount of \$ _____ into the Capitalized Interest Account;

(b) *Deposit to Costs of Issuance Account:* the Trustee shall deposit the amount of \$ _____ into the Costs of Issuance Account;

(c) *Payment to the Insurer:* the amount of \$ _____ shall be applied to pay the premium due the Insurer for the Policy;

(d) *Deposit to [Common Debt Service Reserve Account] [Debt Service Reserve Account]:* the Trustee shall deposit the amount of \$ _____ into the [Common] Debt Service Reserve Account [to be applied to pay a portion of the premium due the Insurer for the Debt Service Reserve Surety Bond to be issued by the Insurer, constituting a Qualified Reserve Account Credit Instrument to be credited to the Common Debt Service Reserve Account to satisfy the Reserve Requirement] [being an amount equal to the Reserve Requirement];

(e) *Deposit to Project Account:* the Trustee shall deposit the amount of \$ _____ into the Project Account; and

(f) *Transfer to the _____ Lien Trustee:* the amount of \$ _____ shall be transferred to the _____ Lien Trustee to be applied in accordance with the letter of instructions to the _____ Lien Trustee.]

Section 4.04. Deposits into 2012A Dedicated Sub-Fund and Accounts Therein. On January 1 and July 1 of each year, commencing January 1, 20__ (each such date referred to herein as the "*Deposit Date*") there shall be deposited into the 2012A Dedicated Sub-Fund from amounts on deposit in the Third Lien Revenue Fund an amount equal to the aggregate of the following amounts, which amounts shall have been calculated by the Trustee on the next preceding December 5 or June 5 (in the case of each January 1 or July 1, respectively) (such aggregate amount with respect to any Deposit Date being referred to herein as the "*2012A Deposit Requirement*");

(a) for deposit into the Principal and Interest Account, an amount equal to the aggregate of: (i) commencing July 1, 20__, one-half of the Principal Installment coming due on the Bonds on the January 1 next succeeding such date of calculation and (ii) the amount of interest due on the Bonds on the current Deposit Date (reduced by moneys transferred from the Capitalized Interest Account and, in the case of each January 1 Deposit Date, by investment earnings credited as of the immediately prior calculation date to the Principal and Interest Account); and

(b) for deposit into the Debt Service Reserve Account, the amount, if any, required as of the close of business on such Deposit Date to restore the Debt Service

Reserve Account to an amount equal to the Reserve Requirement, including reimbursement of the Qualified Credit Provider; and]

(c) for deposit into the Program Fee Account, the amount estimated by the City to be required as of the close of business on such Deposit Date to pay all fees and expenses with respect to the Bonds during the semi-annual period commencing on such Deposit Date.

In addition to the 2012A Deposit Requirement, there shall be deposited into the 2012A Dedicated Sub-Fund any other moneys received by the Trustee under and pursuant to the Indenture or this Forty-First Supplemental Indenture, when accompanied by directions from the person depositing such moneys that such moneys are to be paid into the 2012A Dedicated Sub-Fund and to one or more accounts therein.

Section 4.05. Use of Moneys in Principal and Interest Account for Payment of Bonds. Moneys in the Principal and Interest Account shall be used solely for payment of principal of, premium, if any, and interest due on each Payment Date with respect to the Bonds (including the optional redemption of Bonds pursuant to Section 3.01(a) hereof) and not otherwise provided for, ratably, without preference or priority of any kind.

[The Second Supplemental Indenture provides, and the City hereby covenants with the Owners of the Bonds, that the Common Debt Service Reserve Account will be created and maintained as provided in the Second Supplemental Indenture and that amounts held in the Common Debt Service Reserve Account (except for any amounts therein representing investment income required to be paid to the First Lien Trustee pursuant to Section 5.02 of the Second Supplemental Indenture) will be used solely for payment of principal of, premium, if any, and interest due on each Payment Date with respect to the Bonds and all other Common Reserve Bonds and not otherwise provided for, ratably, without preference or priority of any kind.]

[Moneys in the Debt Service Reserve Account (except for any amounts therein representing investment income required to be paid to the First Lien Trustee pursuant to Section 5.02 hereof) shall be used solely for the payment of the principal of, premium, if any, and interest on the Bonds, without preference or priority of any kind, but only if and to the extent moneys are not available for such purpose in the Principal and Interest Account.]

Section 4.06. Use of Moneys in the Capitalized Interest Account, Costs of Issuance Account and the Program Fee Account. Moneys in the Capitalized Interest Account shall be used for transfer on the Deposit Date to the Principal and Interest Account to pay interest on the Bonds. Moneys in the Capitalized Interest Account may be used for such other purposes as are set forth in an opinion of Bond Counsel to the effect that such other use of such moneys is necessary in such counsel's opinion to preserve the exemption from Federal income taxes of interest on the Bonds.

Moneys in the Costs of Issuance Account shall be used solely for the payment or reimbursement of Costs of Issuance of the Bonds as directed in a Certificate filed with the

Trustee. If after the payment of all Costs of Issuance, as specified in a Certificate filed with the Trustee, there shall be any balance remaining in the Costs of Issuance Account, such balance shall be transferred to the Program Fee Account.

Moneys in the Program Fee Account shall be used solely for the payment of fees and expenses with respect to the Bonds as set forth in a Certificate filed with the Trustee.

Section 4.07. Tax Covenants. The City covenants to take any action required by the provisions of the Code and within its power to take in order to preserve the exemption from federal income taxation of interest on the Bonds (other than with respect to an alternative minimum tax imposed on interest on the Bonds), including, but not limited to, the provisions of Section 148 of the Code relating to "arbitrage bonds." The City covenants to comply with the provisions of the Tax Certificates.

Section 4.08. Nonpresentment of Bonds. If any Bond shall not be presented for payment when the principal thereof becomes due, either at maturity, or at the date fixed for redemption thereof, or otherwise, if moneys sufficient to pay any such Bond shall have been made available to the Trustee for the benefit of the Registered Owner or Owners thereof, subject to the provisions of the immediately following paragraph, all liability of the City to the Registered Owner thereof for the payment of such Bond shall forthwith cease, determine and be completely discharged, and thereupon it shall be the duty of the Trustee to hold such moneys, without liability for interest thereon, for the benefit of the Registered Owner of such Bond who shall thereafter be restricted exclusively to such moneys, for any claim of whatever nature on his or her part under the Indenture or this Forty-First Supplemental Indenture or on, or with respect to, such Bond.

Any moneys so deposited with and held by the Trustee not so applied to the payment of Bonds within two years after the date on which the same shall have become due shall be repaid by the Trustee to the City upon direction of an Authorized Officer, and thereafter the Registered Owners of such Bonds shall be entitled to look only to the City for payment, and then only to the extent of the amount so repaid, and all liability of the Trustee with respect to such moneys shall thereupon cease, and the City shall not be liable for any interest thereon and shall not be regarded as a trustee of such moneys.

Before being required to make any such payment to the City, the Trustee may, at the expense of the City, publish such notice as may be deemed appropriate by the Trustee listing the Bonds so payable and not presented, and stating that such moneys remain unclaimed and that after a date set forth therein any balance thereof then remaining will be paid to the City. The obligation of the Trustee under this Section 4.08 to pay any such funds to the City shall be subject, however, to any provisions of law applicable to the Trustee or to such funds providing other requirements for disposition of unclaimed property.

Section 4.09. Moneys to Be Held in Trust. All moneys required to be deposited with or paid to the Trustee for the account of any Fund or Account referred to in any provision of this Forty-First Supplemental Indenture shall be held by the Trustee in trust as provided in Section 1003 of the Indenture, and shall, while held by the Trustee, constitute part of the Trust Estate and be subject to the lien or security interest created hereby.

Section 4.10. Common Debt Service Reserve Account. (a) The City shall maintain the Common Debt Service Reserve Account in an amount equal to the Reserve Requirement, which requirement may be satisfied with (i) one or more Qualified Reserve Account Credit Instruments, (ii) Qualified Investments, or (iii) a combination thereof. Any Qualified Investments held to the credit of the Common Debt Service Reserve Account shall not have maturities extending beyond five years (except for any investment agreement, repurchase agreement or forward purchase agreement approved by the Insurer and each other insurer at the time insuring payment of any Common Reserve Bonds) and shall be valued in accordance with Section 305 of the Indenture. If on any valuation date as provided in Section 305 of the Indenture the amount on deposit in the Common Debt Service Reserve Account is more than the Reserve Requirement, the amount of such excess shall be transferred by the Trustee to the First Lien Trustee for deposit into the Revenue Fund established under the General Airport Revenue Bond Ordinance.

(b) If at any time the Common Debt Service Reserve Account holds both a Qualified Reserve Account Credit Instrument and Qualified Investments, the Qualified Investments shall be liquidated and the proceeds applied for the purposes for which Common Debt Service Reserve Account moneys may be applied under the Second Supplemental Indenture prior to any draw being made on the Qualified Reserve Account Credit Instrument. If the Common Debt Service Reserve Account holds Qualified Reserve Account Credit Instruments issued by more than one issuer, draws shall be made under such credit instruments on a *pro rata* basis to the extent of available funds. Amounts deposited in the 2003A Dedicated Sub-Fund for the purpose of restoring amounts withdrawn from the Common Debt Service Reserve Account shall be applied first to reimburse the Qualified Credit Provider and thereby reinstate the Qualified Reserve Account Credit Instrument and next to make deposits into the Common Debt Service Reserve Account.

(c) The moneys in the Common Debt Service Reserve Account are held for the benefit of all Common Reserve Bonds issued or to be issued under the Indenture. On the date of initial issuance and sale of any Series of Third Lien Obligations intended to be Common Reserve Bonds, the City shall provide the Trustee a Certificate of the Chief Financial Officer to that effect and setting forth the amount of the deposit to be made from bond proceeds to fund the Reserve Requirement. Moneys in the Common Debt Service Reserve Account shall be held and disbursed for the benefit of all Common Reserve Bonds and such moneys are hereby pledged and assigned for that purpose.

(d) The City and the Trustee covenant and agree that the Common Debt Service Reserve Account is to be administered for the equal benefit, protection and security of the Owners of the Common Reserve Bonds and that, with respect to the Common Debt Service Reserve Account, all Outstanding Common Reserve Bonds are on a parity and rank equally without preference, priority or distinction.

Alternate Section 4.10. Debt Service Reserve Account. (a) The City shall maintain the Debt Service Reserve Account in an amount equal to the Reserve Requirement, which requirement may be satisfied with (i) one or more Qualified Reserve Account Credit Instruments, (ii) Qualified Investments, or (iii) a combination thereof. Any Qualified Investments held to the credit of the Debt Service Reserve Account shall not have maturities

extending beyond five years (except for any investment agreement, repurchase agreement or forward purchase agreement approved by the Insurer) and shall be valued in accordance with Section 305 of the Indenture. If on any valuation date as provided in Section 305 of the Indenture the amount on deposit in the Debt Service Reserve Account is more than the Reserve Requirement, the amount of such excess shall be transferred by the Trustee to the First Lien Trustee for deposit into the Revenue Fund established under the General Airport Revenue Bond Ordinance.

(b) If at any time the Debt Service Reserve Account holds both a Qualified Reserve Account Credit Instrument and Qualified Investments, the Qualified Investments shall be liquidated and the proceeds applied for the purposes for which Debt Service Reserve Account moneys may be applied under this Forty-First Supplemental Indenture prior to any draw being made on the Qualified Reserve Account Credit Instrument. If the Debt Service Reserve Account holds Qualified Reserve Account Credit Instruments issued by more than one issuer, draws shall be made under such credit instruments on a *pro rata* basis to the extent of available funds. Amounts deposited in the 2012A Dedicated Sub-Fund for the purpose of restoring amounts withdrawn from the Debt Service Reserve Account shall be applied first to reimburse the Qualified Credit Provider and thereby reinstate the Qualified Reserve Account Credit Instrument and next to make deposits into the Debt Service Reserve Account.

Section 4.11. Deposits into Project Account. Pending application as provided in Section 4.13, moneys in the Project Account shall be held in trust by the Trustee as provided in Section 4.09.

Section 4.12. Costs of 2012A Airport Projects. For the purposes of this Indenture, the costs of the 2012A Airport Projects shall include:

(a) Obligations incurred for labor and to contractors, builders, and materialmen in connection with the construction, installation and acquisition of the 2012A Airport Projects or any part thereof, and obligations incurred for the installation and acquisition of machinery and equipment;

(b) Payment to owners and others for real property including payments for options, easements or other contractual rights;

(c) All expenses incurred in the acquisition of real property, including all costs and expenses of whatever kind in connection with the exercise of the power of eminent domain, and including the cost of title searches and reports, abstracts of title, title certificates and opinions, title guarantees, title insurance policies, appraisals, negotiations and surveys;

(d) The amount of any damage incidence to or consequent upon the construction, installation and acquisition of the 2012A Airport Projects;

(e) The cost of any indemnity, fidelity and surety bonds, the fees and expenses of the Fiduciaries during construction, installation and acquisition of 2012A Airport Projects, and premiums on insurance, if any, in connection with such 2012A Airport Projects during construction, installation and acquisition, including builders' risk insurance;

(f) The cost of engineering and architectural services which includes borings and other preliminary investigations to determine foundation or other conditions, expenses necessary or incident to the development of contract documents and supervising construction, as well as for the performance of all other duties of engineers and architects set forth herein in relation to the construction, installation and acquisition of such 2012A Airport Projects or the issuance of the Bonds therefor;

(g) Costs of Issuance;

(h) Any cost properly chargeable to such 2012A Airport Projects prior to and during construction, installation and acquisition;

(i) The cost of restoring, repairing and placing in its original condition, as nearly as practicable, all public or private property damaged or destroyed in the construction of such 2012A Airport Projects and the cost thereof, or the amount required to be paid by the City as adequate compensation for such damage or destruction, and all costs lawfully incurred or damages lawfully payable, with respect to the restoration, relocation, removal, reconstruction or duplication of property made necessary or caused by the construction and installation of such 2012A Airport Projects and the cost thereof;

(j) Any obligation or expense incurred by the City for moneys advanced in connection with the construction, installation and acquisition of 2012A Airport Projects and the cost thereof including retirement of commercial paper notes; and

(k) All other items of cost and expense not elsewhere in this Section 4.12 specified, incident to the construction, installation and acquisition of 2012A Airport Projects and the financing thereof, including the payment of interest on Bonds.

Section 4.13. Disbursements from Project Account. (a) All disbursements from the Project Account shall be made in accordance with requisitions signed by the City Comptroller in respect of each payment, as to the following:

(i) Item number of the payment;

(ii) The name of the person, firm or corporation to whom the payment is due;

(iii) The amount to be paid;

(iv) The 2012A Airport Project and purpose, by general classification, for which payment is to be made;

(v) That the obligations in stated amounts have been incurred by the City, and that each item thereof is a proper charge against the Project Account (or such sub-account) and is due and has not been included in any prior requisition which has been paid;

(vi) That the payment is for costs which are permitted to be paid from Bond proceeds;

(vii) That there has not been filed with or served upon the City any notice of any lien, right to lien, or attachment upon or claim affecting the right to receive payment of any of the moneys payable to any of the persons, firms or corporations named which have not been released or will not be released simultaneously with the payment of such obligations, and in the event that any assignment of right to receive payment has been made and notice thereof has been given to the City and the City has accepted such assignment, the order directing payment shall recite that fact and direct the payment to be made to the assignee thereof as shown by the records of the City; and

(viii) If applicable, that certain specified disbursements are not required to be certified by a Consulting Engineer pursuant to (b) below, specifying the amount of such disbursements and the reason that such disbursements need not be so certified.

(b) In respect to disbursements from the Project Account in payment for work done in connection with the construction, acquisition and installation of 2012A Airport Projects, such requisition, signed by the Chief Financial Officer or the City Comptroller, shall be accompanied by a certificate signed by a Consulting Engineer certifying that the obligations in stated amounts have been incurred by the City, and that each item thereof is a proper charge against the designated sub-account of the Project Account and has not been included in any prior requisition which has been paid, and insofar as any such obligation was incurred for work, materials, equipment or supplies, such work was actually performed in the furtherance of the construction, acquisition and installation of such 2012A Airport Projects delivered at the site of the Airport for those purposes, or delivered for storage or fabrication at a place or places approved by a Consulting Engineer and under the control of the City. Notwithstanding the foregoing, no certificate of a Consulting Engineer shall be required with respect to disbursements for Costs of Issuance or other costs that the Chief Financial Officer or the City Comptroller shall have certified as being costs that are not directly related to the actual construction, acquisition and installation of 2012A Airport Projects such as land acquisition, payment of auditor's fees and other similar costs that may otherwise be paid from the Project Account in compliance with the Tax Certificates.

(c) Upon receipt of any such orders and accompanying certificates the Trustee shall pay each such obligation from the appropriate sub-account of the Project Account and the Trustee shall make disbursements in accordance with the directions from the Chief Financial Officer or the City Comptroller. The moneys held in the Project Account shall be invested in accordance with the requirements of Article V hereof.

Section 4.14. Progress Reports and Completion Certificate. (a) At least once each month during the period of the construction, installation and acquisition of each 2012A Airport Project, the cost of which has been paid in whole or in part from Bond proceeds, the City will cause the Consulting Engineer to prepare a progress report in connection with such construction, installation and acquisition of such 2012A Airport Project, including comparisons between the actual time elapsed and the actual costs incurred and the estimates of such time and costs, which shall have been set forth in a statement prepared by the Consulting Engineer and filed with the City. Copies of such progress reports shall be filed with the Trustee and mailed to the holders of the Bonds requesting copies thereof.

(b) Promptly after the completion of the construction, installation and acquisition of each such 2012A Airport Project, the City will deliver to the Trustee a Certificate stating the date of such completion.

Section 4.15. Permitted Transfers. (a) Moneys in the Project Account (or any sub-account therein) may be transferred or withdrawn as shall be specified by a Certificate of the City pursuant to paragraph (b) of this Section for any one or more of the following purposes: (i) to make transfers to one or more other Project Accounts held by the First Lien Trustee, the Trustee under the Second Lien Indenture or the Trustee to pay the costs of other Airport Projects, which costs are permitted to be paid from Bond proceeds, (ii) to make transfers into the Common Debt Service Reserve Account to make up any deficiency therein, (iii) to make transfers to the Principal and Interest Account, (iv) to redeem Bonds in accordance with the provisions of this Forty-First Supplemental Indenture, or (v) upon an Event of Default to pay the principal of and interest on the Bonds.

(b) Before any such transfer or withdrawal shall be made, the City shall file with the Trustee:

(i) its requisition therefor, stating the amount of the transfer or withdrawal and directing the Trustee as to the application of such amount;

(ii) A Counsel's Opinion stating that in the opinion of the signer, such transfer or withdrawal will not constitute a breach or default on the part of the City of any of the covenants or agreements contained in this Forty-First Supplemental Indenture; and

(iii) an opinion of Bond Counsel to the effect that such transfer or withdrawal will not adversely affect any exemption from Federal income taxes of interest on any Bonds theretofore issued.

ARTICLE V

Investment of Moneys

Section 5.01. Investment of Moneys. Moneys held in the funds, accounts and subaccounts established hereunder shall be invested and reinvested in accordance with the provisions governing investments contained in the Indenture. All such investments shall be held by or under the control of the Trustee and shall be deemed at all times a part of the fund, account or subaccount for which they were made.

Section 5.02. Investment Income. The interest earned on any investment of moneys held hereunder, any profit realized from such investment and any loss resulting from such investment shall be credited or charged to the fund, account or subaccount for which such investment was made [provided, however, that any interest earned on, and any profit resulting from, the investment of moneys in the Debt Service Reserve Account shall be transferred by the Trustee to the First Lien Trustee for deposit into the Revenue Fund established by the General Airport Revenue Bond Ordinance].

ARTICLE VI

Discharge of Lien

Section 6.01. Defeasance. If the City shall pay to the Registered Owners of the Bonds, or provide for the payment of, the principal, and interest and Redemption Price, if any, to become due thereon, at the times and in the manner stipulated in Section 1101 of the Indenture, then this Forty-First Supplemental Indenture shall be fully discharged and satisfied. Upon the satisfaction and discharge of this Forty-First Supplemental Indenture, the Trustee shall, upon the request of the City, execute and deliver to the City all such instruments as may be desirable to evidence such discharge and satisfaction and the Fiduciaries shall pay over or deliver to the City all Funds, Accounts and other moneys or securities held by them pursuant to this Forty-First Supplemental Indenture which are not required for the payment or redemption of the Bonds not theretofore surrendered or presented for such payment or redemption.

ARTICLE VII

Concerning the Trustee

Section 7.01. Acceptance of Trusts. The Trustee hereby accepts the trusts imposed upon it by this Forty-First Supplemental Indenture, and agrees to perform said trusts, but only upon and subject to the express terms and conditions set forth herein and in the Indenture. Except as otherwise expressly set forth in this Forty-First Supplemental Indenture, the Trustee assumes no duties, responsibilities or liabilities by reason of its execution of this Forty-First Supplemental Indenture other than as set forth in the Indenture and this Forty-First Supplemental Indenture, and this Forty-First Supplemental Indenture is executed and accepted by the Trustee subject to all the terms and conditions of its acceptance of the trust under the Indenture, as fully as if said terms and conditions were herein set forth at length.

Section 7.02. Dealing in Bonds. The Trustee, in its individual capacity, either as principal or agent, may also engage in or be interested in any financial or other transaction with the City, and may act as depositary, trustee or agent for any committee or body of the owners of Bonds secured hereby or other obligations of the City as freely as if it did not act in any capacity hereunder.

ARTICLE VIII

Supplemental Indentures

Section 8.01. Supplements or Amendments to Forty-First Supplemental Indenture. This Forty-First Supplemental Indenture may be supplemented or amended in the manner set forth in Articles VII and VIII, respectively, of the Indenture.

ARTICLE IX

Insurer Provisions

Section 9.01. Insurer Provisions. The City hereby designates _____ as the Insurer with respect to the Bonds. The Insurer shall be entitled to the benefits of Section 1104 of the Indenture. Anything contained in this Forty-First Supplemental Indenture or in the Bonds to the contrary notwithstanding, the existence of all rights given to the Insurer hereunder or under the Indenture are expressly conditioned on the timely and full performance of the payment obligations of the Insurer under the Policy.

This Section 9.01 contains certain covenants and restrictions for the benefit of _____ which apply in addition to, and not in substitution of, the provisions of the Indenture. The following covenants shall apply only to the Bonds and shall only be applicable during the period in which any Bonds are Outstanding or any amounts are due to _____ under the Policy, and _____'s rights have not terminated pursuant to clause (a) of this Section 9.01. The covenants contained in this Section 9.01 may only be enforced by _____ and may be modified, amended or waived at any time with the prior written consent of _____ and without the consent of the Trustee (so long as such modification or amendment imposes no additional duties on the Trustee) or any holder of the Bonds.

Section 9.02. Policy Provisions.

Section 9.03. Qualified Reserve Account Credit Instrument.

ARTICLE X

Indenture Amendment

Section 10.01. Written Consent to Indenture Amendment. The Thirty-Seventh Supplemental Indenture from the City to the Trustee dated April 1, 2010, authorizes the amendment of the Indenture (the "2010 Amendment"). The 2010 Amendment deletes in full Section 413 of the Indenture which contains restrictions on the sale or transfer of the Airport. In consideration for the security interests granted by the City for the benefit of the Owners of the Bonds, the Owners from time to time of the Bonds hereby consent to the Thirty-Seventh Supplemental Indenture and to the 2010 Amendment of the Indenture. Such consents shall be fully effective for all purposes of Article VIII of the Indenture. The consent of any Owner made pursuant to this Section may be revoked in writing as provided by subsection (b) of Section 803 of the Indenture.

ARTICLE XI

Miscellaneous

Section 11.01. Forty-First Supplemental Indenture as Part of Indenture. This Forty-First Supplemental Indenture shall be construed in connection with and as a part of

the Indenture and all terms, conditions and covenants contained in the Indenture, except as herein modified and except as restricted in the Indenture to Third Lien Obligations of another Series, shall apply and be deemed to be for the equal benefit, security and protection of the Bonds.

Section 11.02. Severability. If any provision of this Forty-First Supplemental Indenture shall be held or deemed to be or shall, in fact, be illegal, inoperative or unenforceable, the same shall not affect any other provision or provisions herein contained or render the same invalid, inoperative or unenforceable to any extent whatever.

Section 11.03. Payments Due on Saturdays, Sundays and Holidays. If any payment of interest or principal or redemption premium on the Bonds is due on a date that is not a Business Day, payment shall be made on the next succeeding Business Day with the same force and effect as if made on the date which is fixed for such payment, and no interest shall accrue on such amount for the period after such due date.

Section 11.04. Counterparts. This Forty-First Supplemental Indenture may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Section 11.05. Rules of Interpretation. Unless expressly indicated otherwise, references to Sections or Articles are to be construed as references to Sections or Articles of this instrument as originally executed. Use of the words “herein,” “whereby,” “hereunder,” “hereof,” “hereinbefore,” “hereinafter” and other equivalent words refer to this Forty-First Supplemental Indenture and not solely to the particular portion in which any such word is used.

Section 11.06. Captions. The captions and headings in this Forty-First Supplemental Indenture are for convenience only and in no way define, limit or describe the scope or intent of any provisions or Sections of this Forty-First Supplemental Indenture.

Section 11.07. Additional Notices. Copies of all notices, certificates or other communications given to the City or the Trustee pursuant to the requirements of the Indenture or this Forty-First Supplemental Indenture at the addresses set forth in Section 1105 of the Indenture shall be given to the Insurer and to any Qualified Credit Provider at the same time and in the same manner.

IN WITNESS WHEREOF, the City has caused these presents to be executed in its name and with its official seal hereunto affixed and attested by its duly authorized officials; and to evidence its acceptance of the trusts hereby created, the Trustee has caused these presents to be executed in its corporate name and attested by its duly authorized officers, as of the date first above written.

CITY OF CHICAGO

By: _____
Chief Financial Officer

[SEAL]

Attest:

By: _____
City Clerk

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

By: _____
Authorized Signatory

Attest:

By: _____
Authorized Signatory

FORTY-SECOND SUPPLEMENTAL INDENTURE

from

CITY OF CHICAGO

to

U.S. BANK NATIONAL ASSOCIATION,
AS TRUSTEE

securing

Chicago O'Hare International Airport
General Airport Third Lien Revenue [**Refunding**] Bonds,
Series 2012B

Dated as of _____ 1, 2012

Supplementing a Master Indenture of Trust securing Chicago O'Hare International Airport Third Lien Obligations dated as of March 1, 2002 between the City of Chicago and U.S. Bank National Association, as successor to LaSalle Bank National Association, as Trustee.

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FORTY-SECOND SUPPLEMENTAL INDENTURE

THIS FORTY-SECOND SUPPLEMENTAL INDENTURE, made and entered into as of _____ 1, 2012, from the City of Chicago (the "*City*"), a municipal corporation and home rule unit of local government duly organized and existing under the Constitution and laws of the State of Illinois, to U.S. BANK NATIONAL ASSOCIATION (the "*Trustee*"), a national banking association duly organized, existing and authorized to accept and execute trusts of the character herein set out under and by virtue of the laws of the United States of America, with a corporate trust office located at 209 South LaSalle Street, Chicago, Illinois, as successor to LaSalle Bank National Association, as Trustee.

W I T N E S S E T H:

WHEREAS, the City is a home rule unit of local government, duly organized and existing under the laws of the State of Illinois, and in accordance with the provisions of Section 6(a) of Article VII of the 1970 Constitution of the State of Illinois is authorized to own and operate commercial and general aviation facilities; and

WHEREAS, the City currently owns and operates an airport known as Chicago O'Hare International Airport; and

WHEREAS, the City has entered into a Master Indenture of Trust securing Chicago O'Hare International Airport Third Lien Obligations, dated as of March 1, 2002, with the Trustee (the "*Indenture*") which authorizes the issuance of Third Lien Obligations (as hereinafter defined) in one or more Series pursuant to one or more Supplemental Indentures and the incurrence by the City of Section 208 Obligations (as therein defined) and Section 209 Obligations (as therein defined); and

[WHEREAS, in order to provide funds for the financing of the payment, or the reimbursement for the payment, of the costs of one or more Airport Projects, as defined in the Indenture, including the 2012B Airport Projects (as hereinafter defined), the City has authorized the issuance and sale of \$_____,000 aggregate principal amount of Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds, Series 2012B (the "*Bonds*") pursuant to the Indenture and this Forty-Second Supplemental Indenture; and]

[WHEREAS, in order to refund prior to maturity or pay at maturity certain Prior Airport Obligations (as hereinafter defined), the City has authorized the issuance and sale of \$_____,000 aggregate principal amount of Chicago O'Hare International Airport General Airport Third Lien Revenue Refunding Bonds, Series 2012B (the "*Bonds*") pursuant to the Indenture and this Forty-Second Supplemental Indenture; and]

Whereas, the Bonds and the Trustee's Certificate of Authentication to be endorsed on such Bonds, are to be in substantially the following form with necessary and appropriate variations, omissions and insertions as permitted or required by the Indenture or this Forty-Second Supplemental Indenture, to wit:

[Form of Bond]

No. R-_____

\$_____

**United States of America
State of Illinois
City of Chicago**

Chicago O'Hare International Airport

**General Airport Third Lien Revenue [Refunding] Bond,
Series 2012B**

<u>INTEREST RATE</u>	<u>MATURITY DATE</u>	<u>DATED DATE</u>	<u>CUSIP</u>
_____ %	January 1, 20__	_____, 2012	_____

Registered Owner: Cede & Co.

Principal Amount:

CITY OF CHICAGO (the "City"), a municipal corporation and home rule unit of local government duly organized and existing under the laws of the State of Illinois, for value received, hereby promises to pay (but only out of the sources hereinafter provided) to the Registered Owner identified above, or registered assigns, on the maturity date specified above, unless this Bond shall have been called for redemption and payment of the redemption price shall have been duly made or provided for, upon presentation and surrender hereof, the principal sum specified above and to pay (but only out of the sources hereinafter provided) interest on the balance of said principal sum from time to time remaining unpaid from and including the date hereof or from and including the most recent Interest Payment Date (as defined in the hereinafter defined Indenture) with respect to which interest has been paid or duly provided for, until payment of said principal sum has been made or duly provided for, at the interest rate specified above, computed on the basis of a 360-day year consisting of twelve 30-day months, payable on _____ 1, 20__ and semiannually thereafter on each January 1 and July 1, and to pay interest on overdue principal and, to the extent permitted by law, on overdue premium, if any, and interest at the rate due on this Bond. Principal of, premium, if any, and interest on this Bond shall be payable in lawful money of the United States of America at the corporate trust office in Chicago, Illinois of U.S. Bank National Association, as trustee, or its successor in trust (the "Trustee"); *provided, however*, payment of the interest on any Interest Payment Date (as defined in the hereinafter defined Indenture) shall be (i) made to the registered owner hereof as of the close of business on the applicable Record Date (as defined in the hereinafter defined Indenture) with respect to such Interest Payment Date and shall be paid by check or draft mailed to such registered owner hereof at his or her address as it appears on the registration books of the City maintained by the Trustee as Bond Registrar or at such other address as is furnished in writing by such registered owner to the Trustee as Bond Registrar or (ii) made by wire transfer to such registered owner as of the close of business on such Record Date upon written notice of such wire transfer address in the continental United States by such owner to the Bond Registrar

given prior to such Record Date (which notice may provide that it will remain in effect until revoked), *provided* that each such wire transfer shall be made only with respect to an owner of \$1,000,000 or more in aggregate principal amount of the Bonds as of the close of business on the Record Date relating to such Interest Payment Date, except, in each case, that if and to the extent that there shall be a default in the payment of the interest due on such Interest Payment Date, such defaulted interest shall be paid to the registered owners as provided in the Indenture. So long as this Bond is restricted to being registered in the registration books of the City in the name of a Securities Depository (as defined in the Indenture), the provisions of the Indenture governing Book-Entry Bonds shall govern the payment of the principal of and interest on this Bond.

The Bonds are limited obligations of the City and shall not constitute an indebtedness of the City or a loan of credit thereof within the meaning of any constitutional or statutory limitation. Neither the faith and credit nor the taxing power of the City, the State of Illinois or any political subdivision thereof is pledged to the payment of the principal of the Bonds, or the interest or any premium thereon, or other costs incident thereto. The Bonds are payable solely from the revenues in the Indenture (as hereinafter defined) pledged to such payment, and no owner or owners of the Bonds shall ever have the right to compel any exercise of the taxing power of the City, the State of Illinois or any political subdivision thereof.

Reference is hereby made to the further provisions of this Bond set forth on the reverse hereof and such further provisions shall for all purposes have the same effect as if set forth at this place. All capitalized terms used in this Bond shall have the meanings assigned in the Indenture unless otherwise defined herein.

It is Hereby Certified, Recited and Declared that all acts and conditions required to be performed precedent to and in the execution and delivery of the Indenture and the issuance of this Bond have been performed in due time, form and manner as required by law, and that the issuance of this Bond and the series of which it forms a part does not exceed or violate any constitutional or statutory limitation.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Indenture unless and until the certificate of authentication hereon shall have been duly executed by the Trustee.

IN WITNESS WHEREOF, THE CITY OF CHICAGO HAS CAUSED THIS BOND TO BE EXECUTED IN ITS NAME BY THE MANUAL OR FACSIMILE SIGNATURE OF ITS MAYOR AND THE MANUAL OR FACSIMILE OF ITS CORPORATE SEAL TO BE PRINTED HEREON AND ATTESTED BY THE MANUAL OR FACSIMILE SIGNATURE OF ITS CITY CLERK.

Dated: _____

CITY OF CHICAGO

By: _____
Mayor

[SEAL]

Attest:

By: _____
City Clerk

[DTC LEGEND]

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("*DTC*"), to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), any transfer, pledge or other use hereof for value or otherwise by or to any person is wrongful inasmuch as the registered owner hereof, Cede Co., has an interest herein.

[FORM OF TRUSTEE'S CERTIFICATE OF AUTHENTICATION]

This Bond is one of the Bonds described in the within-mentioned Indenture.

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

By: _____
Authorized Signatory

[FORM OF REVERSE OF BOND]

This Bond is one of an authorized issue of bonds limited in aggregate principal amount to \$_____,000 (the "*Bonds*") issued pursuant to, under authority of and in full compliance with the Constitution and laws of the State of Illinois, particularly Article VII, Section 6(a) of the 1970 Constitution of the State of Illinois and an ordinance of the City Council of the City, and executed under a Master Indenture of Trust securing Chicago O'Hare International Airport Third Lien Obligations dated as of March 1, 2002, from the City to U.S. Bank National Association (as successor to LaSalle Bank National Association), as trustee (the "*Trustee*"), as heretofore supplemented and amended and as supplemented by a Forty-Second Supplemental Indenture securing Chicago O'Hare International Airport General Airport Third Lien Revenue **[Refunding]** Bonds, Series 2012B, dated _____ 1, 20__, from the City to the Trustee (collectively, the "*Indenture*"), for the purpose of **[(i) refunding prior to maturity certain outstanding Prior Airport Obligations (as defined in the Indenture,)] [(i) paying the costs of certain projects for Chicago O'Hare International Airport which constitute Airport Projects under the Indenture, including the funding of capitalized interest accounts relating to the Airport Projects,]** (ii) funding **[a portion of]** the Reserve Requirement (as defined in the Indenture) applicable to the Bonds, and (iii) paying costs and expenses incidental thereto and to the issuance of the Bonds.

The Bonds and the interest thereon are payable from Third Lien Revenues (as defined in the Indenture) and Pledged Other Available Moneys (as defined in the Indenture) pledged to the payment thereof under the Indenture and certain other moneys held by or on behalf of the Trustee.

Copies of the Indenture are on file at the corporate trust office of the Trustee, and reference to the Indenture and any and all supplements thereto and modifications and amendments thereof is made for a description of the pledge and covenants securing the Bonds, the nature, extent and manner of enforcement of such pledge, the rights and remedies of the registered owners of the Bonds, and the limitations on such rights and remedies.

This Bond is transferable by the registered owner hereof in person or by his or her attorney duly authorized in writing at the principal corporate trust office of the Bond Registrar but only in the manner, subject to the limitations and upon payment of the charges provided in the Indenture, and upon surrender and cancellation of this Bond. Upon such transfer a new registered Bond or Bonds, of authorized denomination or denominations, for the same aggregate principal amount will be issued to the transferee in exchange herefor.

The Bonds are issuable only as fully registered Bonds in the authorized denominations described in the Indenture.

Bonds may be transferred on the books of registration kept by the Bond Registrar or the owner in person or by his or her duly authorized attorney, upon surrender thereof, together with a written instrument of transfer executed by the owner or his or her duly authorized attorney. Upon surrender for registration of transfer of any Bond with all partial redemptions endorsed thereon at the principal office of the Bond Registrar, the City shall execute and the Trustee shall authenticate and deliver in the name of the transferee or transferees a new Bond or

Bonds of the same maturity, series and interest rate, aggregate principal amount and tenor and of any authorized denomination or denominations and bearing numbers not contemporaneously outstanding under the Indenture.

Bonds may be exchanged at the principal office of the Bond Registrar for an equal aggregate principal amount of Bonds in the appropriate form and in the same maturity, series and interest rate, aggregate principal amount and tenor and of any authorized denomination or denominations. The City shall execute and the Trustee shall authenticate and deliver Bonds which the Bondholder making the exchange is entitled to receive.

Such registration of transfer or exchange of Bonds shall be without charge to the owners of such Bonds, but any taxes or other governmental charges required to be paid with respect to the same shall be paid by the owners of the Bond requesting such transfer or exchange as a condition precedent to the exercise of such privilege.

The Bond Registrar shall not be required to register for transfer or exchange any undelivered Bond or Bonds after the giving of notice calling such Bond for redemption or partial redemption has been made.

The person in whose name any Bond is registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of or on account of principal, premium, if any, or interest shall be made only to or upon the order of the registered owner thereof or his duly authorized attorney, but such registration may be changed as hereinabove provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

The Bonds maturing on January 1, 20__ are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__ (maturity)	

The Bonds maturing on January 1, 20__ are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__ (maturity)	

The Bonds maturing on January 1, 20__ are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__ (maturity)	

If the City redeems Bonds pursuant to optional redemption or purchases Bonds subject to mandatory redemption and cancels the same, then an amount equal to the principal amount of Bonds of such maturity so redeemed or purchased shall be deducted from the mandatory redemption requirements as provided for such Bonds of such maturity in such order as the City shall determine.

The Bonds maturing on or after January 1, 20__, are subject to redemption otherwise than from mandatory Sinking Fund Payments, at the option of the City, on or after January 1, 20__, as a whole or in part at any time, and if in part, in such order of maturity as the City shall determine and within any maturity by lot, at a redemption price equal to the principal amount of each Bond to be redeemed, plus accrued interest to the date of the redemption.

Notice of any such redemption must be given by the Trustee by first-class mail (or registered mail in the case of registered owners of at least \$1,000,000 of Bonds) not less than 30 or more than 60 days prior thereto to the registered owners of the Bonds. Failure to mail any such notice to the registered owner of any Bond or any defect therein shall not affect the validity of the proceedings for such redemption of Bonds.

This Bond and all other Bonds of the series of which it forms a part are issued pursuant to and in full compliance with the Constitution and laws of the State of Illinois, particularly Article VII, Section 6(a) of the 1970 Constitution of the State of Illinois, and pursuant to ordinances adopted by the City Council of the City, which ordinances authorize the execution and delivery of the Indenture. This Bond and the series of which it forms a part are limited obligations of the City payable solely from the amounts pledged therefor under the Indenture.

No recourse shall be had for the payment of the principal of, premium, if any, or interest on any of the Bonds or for any claim based thereon or upon any obligation, covenant or agreement in the Indenture contained against any past, present or future officer, employee or agent, or member of the City Council of the City, or any successor to the City, as such, either directly or through the City, or any successor to the City, under any rule of law or equity, statute or constitution or by the enforcement of any assessment or penalty or otherwise, and all such liability of any such officer, employee or agent, or member of the City Council, as such, is hereby expressly waived and released as a condition of and in consideration for the execution of the Indenture and the issuance of any of the Bonds.

The owner of this Bond shall have no right to enforce the provisions of the Indenture or to institute action to enforce the covenants therein, or to take any action with respect to any event of default under the Indenture, or to institute, appear in or defend any suit or other proceedings with respect thereto, except as provided in the Indenture.

The Indenture prescribes the manner in which it may be discharged and after which the Bonds shall no longer be secured by or entitled to the benefits of the Indenture, except as provided in the Indenture and for the purposes of registration and exchange of Bonds and of such payment, including a provision that the Bonds shall be deemed to be paid if Federal Obligations, as defined therein, maturing as to principal and interest in such amounts and at such times as to insure the availability of sufficient moneys to pay the principal of, premium, if any, and interest on the Bonds and all necessary and proper fees, compensation and expenses of the Trustee shall have been deposited with the Trustee.

Modifications or alterations of the Indenture, or of any supplements thereto, may be made only to the extent and in the circumstances permitted by the Indenture.

[FORM OF ASSIGNMENT]

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	—	as tenants in common	UNIF GIFT MIN ACT-
TEN ENT	—	as tenants by the entireties	_____ Custodian _____
JT TEN	—	as joint tenants with right of survivorship and not as tenants in common	(Cust) _____ (Minor) _____ under Uniform Gifts to Minors Act _____ (State)

Additional abbreviations may also be used
though not in the above list.

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto _____

(Name and Address of Assignee)

the within Bond of the City of Chicago and does hereby irrevocably constitute and appoint _____

transfer said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____

Signature: _____

Signature Guaranteed: _____

Notice: The signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

NOW, THEREFORE, THIS FORTY-SECOND SUPPLEMENTAL INDENTURE WITNESSETH:

GRANTING CLAUSES

That the City, in consideration of the premises and the acceptance by the Trustee of the trusts hereby created and of the purchase and acceptance of the Bonds by the Registered Owners thereof, and of the sum of one dollar, lawful money of the United States of America, to it duly paid by the Trustee at or before the execution and delivery of these presents, and for other good and valuable consideration, the receipt of which is hereby acknowledged, in order to secure the payment of the principal of, premium, if any, and interest on the Bonds according to their tenor and effect, to secure the performance and observance by the City of all the covenants expressed or implied herein and in the Bonds, does hereby assign and grant a security interest in and to the following to the Trustee, and its successors in trust and assigns forever, for the securing of the performance of the obligations of the City hereinafter set forth (the "*Trust Estate*");

GRANTING CLAUSE FIRST

All right, title and interest of the City in and to Junior Lien Revenues and Third Lien Revenues (as those terms are defined in the Indenture), to the extent pledged and assigned in the granting clauses of the Indenture.

GRANTING CLAUSE SECOND

[For each of the Fiscal Years (as defined in the Indenture) 20__ to 20__, both inclusive,] Pledged Other Available Moneys, as specified herein, to be derived from PFC Revenues (as herein defined) including moneys to be withdrawn from the PFC Capital Fund (as herein defined); subject, however, to (i) the prior and superior pledge of and lien on the PFC Revenues and the moneys in the PFC Capital Fund as security for the payment of PFC Obligations (as herein defined) secured under the PFC Master Indenture (as herein defined); (ii) the payments by the City to fund the costs of certain capital projects at the Chicago/Gary International Airport from PFC Revenues pursuant to the Compact between the City and the City of Gary dated April 15, 1995 Relating to the Establishment of the Chicago-Gary Regional Airport Authority; (iii) the parity pledge of and lien on the PFC Revenues and the moneys in the PFC Capital Fund as security for the payment of the Third Lien Obligations issued or secured (A) under the Twenty-Seventh Supplemental Indenture, including the outstanding Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds, Series 2008A of the City, (B) under the Thirty-Sixth Supplemental Indenture, including the outstanding Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds, Series 2010F of the City, and (c) under the Thirty-Eighth Supplemental Indenture, including the outstanding Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds, Series 2011A of the City, (iv) the City's right to issue additional Third Lien Obligations that are also secured by PFC Revenues, including moneys to be withdrawn from the PFC Capital Fund, on a parity with the Bonds and (v) the City's right to issue Subordinated PFC Obligations (as herein defined) that are secured by a pledge of and lien on the PFC Revenues and the moneys in the PFC Capital Fund that is superior to the pledge and lien created by this Forty-Second Supplemental Indenture.

GRANTING CLAUSE THIRD

All moneys and securities from time to time held by the Trustee under the terms of this Forty-Second Supplemental Indenture, except for moneys deposited with or paid to the Trustee and held in trust hereunder for the redemption of Bonds, notice of the redemption of which has been duly given.

GRANTING CLAUSE FOURTH

Any and all other property, rights and interests of every kind and nature from time to time hereafter by delivery or by writing of any kind granted, bargained, sold, alienated, demised, released, conveyed, assigned, transferred, mortgaged, pledged, hypothecated or otherwise subjected hereto, as and for additional security hereunder by the City or by any other person on its behalf or with its written consent to the Trustee, and the Trustee is hereby authorized to receive any and all property thereof at any and all times and to hold and apply the same subject to the terms hereof.

TO HAVE AND TO HOLD all and singular the Trust Estate, whether now owned or hereafter acquired, unto the Trustee and its successors in said trust and assigns forever;

IN TRUST NEVERTHELESS, upon the terms and trusts herein set forth for the equal and proportionate benefit, security and protection of all present and future owners of the Bonds, without privilege, priority or distinction as to the lien or otherwise of any of the foregoing over any other of the foregoing except to the extent herein or in the Indenture otherwise specifically provided;

PROVIDED, HOWEVER, that if the City, its successors or assigns shall well and truly pay, or cause to be paid, the principal of, premium, if any, and interest on the Bonds due or to become due thereon, at the times and in the manner set forth therein according to the true intent and meaning thereof, and shall cause the payments to be made on the Bonds as required under Article VI hereof, or shall provide, as permitted hereby, for the payment thereof and shall well and truly cause to be kept, performed and observed all of its covenants and conditions pursuant to the terms of the Indenture and this Forty-Second Supplemental Indenture and shall pay or cause to be paid to the Trustee all sums of money due or to become due to it in accordance with the terms and provisions hereof, then upon the final payment thereof this Forty-Second Supplemental Indenture and the rights hereby granted shall cease, determine and be void; otherwise this Forty-Second Supplemental Indenture shall remain in full force and effect.

THIS FORTY-SECOND SUPPLEMENTAL INDENTURE FURTHER WITNESSETH, and it is expressly declared, that all Bonds issued and secured hereunder are to be issued, authenticated and delivered and all said property, rights and interests and any other amounts hereby assigned and pledged are to be dealt with and disposed of under, upon and subject to the terms, conditions, stipulations, covenants, agreements, trusts, uses and purposes as herein expressed, and the City has agreed and covenanted, and does hereby agree and covenant, with the Trustee and with the respective owners of the Bonds, as follows:

ARTICLE I

Definitions

All capitalized terms used herein unless otherwise defined shall have the same meaning as used in Article I of the Indenture. In addition, the following words and phrases shall have the following meanings for purposes of this Forty-Second Supplemental Indenture:

“Airport Obligations” means any bonds, notes or other evidences of indebtedness of the City (including the Bonds) payable from Revenues.

“Authorized Denomination” means the principal amount of \$5,000 or any integral multiple thereof.

“Bond Registrar” means the person designated to serve as Bond Registrar pursuant to Section 2.09.

“Bondholder” or *“holder”* or *“owner of the Bonds”* or *“registered owner”* means the Registered Owner of any Bond.

“Bonds” means the Chicago O’Hare International Airport General Airport Third Lien Revenue **[Refunding]** Bonds, Series 2012B, authorized to be issued pursuant to Article II.

“Business Day” means a day on which banks located in the city in which the principal corporate trust office of the Trustee is located are not required or authorized to remain closed, and are not in fact closed and on which the New York Stock Exchange is not closed.

“Capitalized Interest Account” means the account of that name established in the 2012B Dedicated Sub-Fund as described in Section 4.02.

“City” means the City of Chicago, a municipal corporation and home rule unit of local government, organized and existing under the Constitution and laws of the State.

“Costs of Issuance Account” means the account of that name established in the 2012B Dedicated Sub-Fund as described in Section 4.02.

“Date of Issuance” means _____, 2012, the date of original issuance and delivery of the Bonds hereunder.

“Debt Service Reserve Account” means the account of that name established in the 2012B Dedicated Sub-Fund as described in Section 4.02.

“DTC” means Depository Trust Company, and its successors and assigns.

“Forty-Second Supplemental Indenture” means this Forty-Second Supplemental Indenture and any amendments and supplements hereto.

“*Indenture*” means the Master Indenture of Trust securing Chicago O’Hare International Airport General Airport Third Lien Obligations, dated as of March 1, 2002, from the City to the Trustee, pursuant to which Third Lien Obligations are authorized to be issued, and any amendments and supplements thereto, including this Forty-Second Supplemental Indenture. References to Articles and Sections of the Indenture shall be deemed to refer to Articles and Sections of the Indenture as amended by the Eighth Supplemental Indenture and the Seventeenth Supplemental Indenture and as supplemented by the Twenty-Sixth Supplemental Indenture.

["Insurer" or "_____ " means _____, or any successor thereto or assignee thereof.]

“Interest Payment Date” means January 1 and July 1 of each year, commencing _____ 1, 20__.

“*Moody’s*” means Moody’s Investors Service, Inc., a corporation organized and existing under the laws of the State of Delaware, its successors and assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “Moody’s” shall be deemed to refer to any other nationally recognized securities rating agency designated by the City by notice to the Trustee.

“*Net Debt Service*” means, for any Bond Year, the Annual Third Lien Debt Service with respect to the Bonds, reduced by any proceeds of Airport Obligations held by the Trustee (including moneys held in the Capitalized Interest Account) for disbursement during that Bond Year to pay principal of and interest on the Bonds.

“Ordinance” means the ordinance duly adopted and approved by the City Council of the City on _____, 2012, which authorizes the issuance and sale of the Bonds and the execution of this Forty-Second Supplemental Indenture.

“*Other Available Moneys Certificate*” means the Other Available Moneys Certificate, substantially in the form attached hereto as *Exhibit A*, signed by the Chief Financial Officer and filed with the Trustee.

“Participant,” when used with respect to any Securities Depository, means any participant of such Securities Depository.

“*PFC Act*,” means the Aviation Safety and Capacity Expansion Act of 1990, Pub. L. 101-508, Title IX, Subtitle B, §§ 9110 and 9111, recodified as 49 U.S.C. § 40117, as amended from time to time.

“*PFC Approvals*,” means the Records of Decision and Final Agency Decisions of the Federal Aviation Administration relating to passenger facility charges imposed by the City at the Airport.

“*PFC Capital Fund*,” means the PFC Capital Fund of the City maintained under the PFC Master Indenture.

"PFC Master Indenture" means the Master Trust Indenture Securing Chicago O'Hare International Airport Passenger Facility Charge Obligations dated as of January 1, 2008, from the City to The Bank of New York Mellon Trust Company, N.A., as trustee, amending and restating the Master Trust Indenture Securing Chicago O'Hare International Airport Second Lien Passenger Facility Charge Obligations dated as of May 15, 2001, from the City to The Bank of New York Mellon Trust Company, N.A., as successor to BNY Midwest Trust Company, N.A., as trustee.

"PFC Obligations" means (a) any of the bonds, notes or evidences of indebtedness issued or secured by the City at any time under and pursuant to the PFC Master Indenture, (b) any Section 208 Obligations (as defined in the PFC Master Indenture) and (c) any Section 209 Obligations (as defined in the PFC Master Indenture).

"PFC Regulations" means Part 158 of the Federal Aviation Regulations (14 CFR Part 158), as amended from time to time, and any other regulation issued with respect to the PFC Act.

"PFC Revenue Deposit Account" means the account of that name established by Section 4.03.

"PFC Revenues" means all revenue received by the City from the passenger facility charges imposed by the City at the Airport pursuant to the PFC Act, the PFC Regulations, the PFC Approvals and an ordinance adopted by the City Council on January 12, 1993, including any interest earned thereon after such revenue has been remitted to the City as provided in the PFC Regulations.

"Pledged Other Available Moneys" means, for each [of the] Fiscal Year[s 20__ to 2018, both inclusive,] the amounts to be withdrawn from the PFC Capital Fund and deposited into the PFC Revenue Deposit Account that the Chief Financial Officer has determined to be Other Available Moneys as evidenced by the Other Available Moneys Certificate.

[*"Policy"* means the _____ Insurance Policy issued by the Insurer with respect to the Bonds.]

"Principal and Interest Account" means the account of that name established in the 2012B Dedicated Sub-Fund as described in Section 4.02.

[*"Prior Airport Obligations"* means _____.]

"Project Account" means the account of that name established in the 2012B Dedicated Sub-Fund as described in Section 4.02.

"Program Fee Account" means the account of that name established in the 2012B Dedicated Sub-Fund as described in Section 4.02.

"Qualified Credit Provider" means the issuer of a Qualified Reserve Account Credit Instrument, if any.

“Qualified Reserve Account Credit Instrument” means a letter of credit, surety bond or non-cancellable insurance policy issued by a domestic or foreign bank, insurance company or other financial institution whose debt obligations on the date of issuance thereof are rated in the highest rating category by S&P and Moody’s and, if rated by A.M. Best & Company, is rated in the highest rating category by A.M. Best & Company. Any such letter of credit, surety bond or insurance policy shall be issued in the name of the Trustee and shall contain no restrictions on the ability of the Trustee to receive payment thereunder other than a certification of the Trustee that the funds drawn thereunder are to be used for purposes for which moneys in the Debt Service Reserve Account may be used under this Forty-Second Supplemental Indenture.

“Record Date” means June 15 and December 15 of each year.

“Registered Owner” means the person or persons in whose name or names a Bond shall be registered on the books of the City kept for that purpose in accordance with provisions hereof.

“Reserve Requirement” means, as of the date of computation, an amount equal to **[the lesser of (a) ten percent (10%) of the original principal amount of the Bonds and (b)]** the maximum amount of principal of and interest on the Bonds payable in the current or any future Bond Year.

“Securities Depository” means DTC and any other securities depository registered as a clearing agency with the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934, as amended, and appointed as the securities depository for the Bonds.

“S&P” means Standard & Poor’s Corporation, a corporation organized and existing under the laws of the State of New York, its successors and assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “S&P” shall be deemed to refer to any other nationally recognized securities rating agency designated by the City by notice to the Trustee.

“State” means the State of Illinois.

“Subordinated PFC Obligations” means any bonds, notes or evidences of indebtedness, so designated and issued by the City as permitted by Section 405 of the PFC Master Indenture and also designated by the City as Subordinated PFC Obligations for all purposes of this Forty-Second Supplemental Indenture which designation shall be evidenced by a Certificate of the City filed with the Trustee.

“Tax Certificates” means the Tax Compliance Certificate and the General Tax Certificate of the City with respect to the Bonds, each dated the date of issuance of the Bonds.

“Trust Estate” means the property conveyed to the Trustee pursuant to the Granting Clauses hereof.

“*Trustee*” means U.S. Bank National Association, a national banking association organized and existing under the laws of the United States of America (as successor trustee to LaSalle Bank National Association), and its successors and any entity resulting from or surviving any consolidation or merger to which it or its successors may be a party, and any successor Trustee at the time serving as successor trustee hereunder.

“*2012B Airport Projects*” means the Airport Projects that are “approved projects” as such term is defined under the PFC Regulations and are being financed with the proceeds of the Bonds as described in the Tax Certificates.

“*2012B Dedicated Sub-Fund*” means the fund of that name established and described in Section 4.02.

ARTICLE II

The Bonds

Section 2.01. Authorized Amount of Bonds. No Bonds may be issued under the provisions of this Forty-Second Supplemental Indenture except in accordance with this Article. **[The Bonds are being issued to provide funds to pay and retire the Prior Airport Obligations, to fund the Reserve Requirement and to pay costs of issuance of the Bonds.]** **[The Bonds are being issued to provide funds to pay, or to reimburse the City for payment of costs of the 2012B Airport Projects, to fund the Reserve Requirement, to fund a capitalized interest account and to pay costs of issuance of the Bonds.]** Except as provided in Section 2.08 hereof, the total original principal amount of Bonds that may be issued hereunder is hereby expressly limited to \$_____,000.

Section 2.02. Issuance of Bonds; Denominations; Numbers. The Bonds shall be issued in the aggregate principal amount of \$_____,000 and shall be designated “City of Chicago, Chicago O’Hare International Airport General Airport Third Lien Revenue **[Refunding]** Bonds, Series 2012B.”

The Bonds shall be issued as registered bonds without coupons. The Bonds shall be issued only in Authorized Denominations. The Bonds shall be numbered consecutively from 1 upward bearing numbers not then contemporaneously outstanding (in order of issuance) according to the records of the Bond Registrar.

The Bonds shall be dated as of the Interest Payment Date next preceding their date of authentication, unless such date of authentication is an Interest Payment Date, in which case the Bonds shall be dated as of such Interest Payment Date, or unless such Bonds are authenticated prior to the first Interest Payment Date, in which event the Bonds shall be dated as of the Date of Issuance.

The Bonds shall mature on January 1 of each of the following years and bear interest at the following interest rates per annum:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
-------------	-------------------------	----------------------

20__	\$,000	. %
20__		,000	
20__		,000	

Interest on the Bonds shall be payable on January 1 and July 1 of each year, commencing _____ 1, 20___. The Bonds shall bear interest from the date thereof or from and including the most recent Interest Payment Date with respect to which interest has been paid or duly provided for. Interest on the Bonds shall be calculated on the basis of a 360-day year consisting of twelve 30-day months.

Section 2.03. Payments on the Bonds. Interest on the Bonds shall be payable on each applicable Interest Payment Date. The Bonds shall bear interest from the date thereof or from and including the most recent Interest Payment Date with respect to which interest has been paid or duly provided for. The principal of, premium, if any, and the interest on the Bonds shall be payable in lawful money of the United States of America. Except as provided in Section 2.10 hereof, the principal of and redemption premium, if any, on all Bonds shall be payable at the principal corporate trust office of the Trustee upon the presentation and surrender of the Bonds as the same become due and payable. Except as provided in Sections 2.09 and 2.10 hereof, the interest on the Bonds shall be paid by check drawn upon the Trustee and mailed to the persons in whose names the Bonds are registered at his or her address as it appears on the registration books maintained by the Bond Registrar at the close of business on the Record Date next preceding each Interest Payment Date or at such other address as is furnished in writing by such Registered Owner to the Bond Registrar. Interest on the Bonds shall be paid by wire transfer to any Registered Owner who at the close of business on such Record Date has given written notice of its wire transfer address in the continental United States to the Bond Registrar prior to such Record Date (which notice may provide that it will remain in effect until revoked), *provided* that each such wire transfer shall be made only with respect to a Registered Owner of \$1,000,000 or more in aggregate original principal amount of the Bonds as of the close of business on such Record Date.

Section 2.04. Execution; Limited Obligations. The Bonds shall be executed on behalf of the City with the official manual or facsimile signature of the Mayor of the City and attested with the official manual or facsimile signature of its City Clerk, and shall have affixed, impressed, imprinted or otherwise reproduced thereon the corporate seal of the City or a facsimile thereof. The Bonds are issued pursuant to and in full compliance with the Constitution and laws of the State, and pursuant to the Ordinance, which authorizes the execution and delivery of this Forty-Second Supplemental Indenture. The Bonds are not general obligations of the City but limited obligations payable from the Third Lien Revenues and the Pledged Other Available Moneys (except to the extent paid out of moneys attributable to the proceeds derived from the sale of the Bonds or to income from the temporary investment thereof) and shall be a valid claim of the respective Registered Owners thereof only against the 2012B Dedicated Sub-Fund, the 2012B PFC Revenue Deposit Account, the Debt Service Reserve Account, and other moneys held by the Trustee or otherwise pledged therefor, which amounts are hereby pledged, assigned and otherwise held as security for the equal and ratable payment of the Bonds and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the Bonds, except as may be otherwise expressly authorized in the Indenture or in this Forty-Second Supplemental Indenture. The Bonds shall not constitute an indebtedness of the City or a

loan of credit thereof within the meaning of any constitutional or statutory limitation, and neither the faith and credit nor the taxing power of the City, the State or any political subdivision thereof is pledged to the payment of the principal of, premium, if any, or interest on the Bonds or other costs incident thereto. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such officer before the delivery of such Bonds, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, as if he or she had remained in office until delivery.

Section 2.05. Authentication. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Forty-Second Supplemental Indenture unless and until such certificate of authentication in substantially the form hereinabove set forth shall have been duly executed by the Trustee, and such executed certificate of the Trustee upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Forty-Second Supplemental Indenture. The Trustee's certificate of authentication on any Bond shall be deemed to have been executed by it if (a) signed by an authorized signatory of the Trustee, but it shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds issued hereunder, and (b) the date of authentication on the Bond is inserted in the place provided therefor on the certificate of authentication.

Section 2.06. Form of Bonds; Temporary Bonds. The Bonds issued under this Forty-Second Supplemental Indenture shall be substantially in the form hereinbefore set forth, with such appropriate variations, omissions and insertions as are permitted or required by this Forty-Second Supplemental Indenture.

Pending preparation of definitive Bonds, or by agreement with the purchasers of the Bonds, the City may issue and, upon its request, the Trustee shall authenticate, in lieu of definitive Bonds, one or more temporary printed or typewritten Bonds in Authorized Denominations and of substantially the tenor recited above. Upon request of the City, the Trustee shall authenticate definitive Bonds in exchange for and upon surrender of any equal principal amount of temporary Bonds. Until so exchanged, temporary Bonds shall have the same rights, remedies and security hereunder as definitive Bonds.

Section 2.07. Delivery of Bonds. Upon the execution and delivery of this Forty-Second Supplemental Indenture, the City shall execute and deliver to the Trustee, and the Trustee shall authenticate, the Bonds and deliver them to the purchasers as may be directed by the City as hereinafter in this Section 2.07 provided.

Prior to the delivery by the Trustee of any of the Bonds there shall be filed with the Trustee:

- (a) A copy, duly certified by the City Clerk, of the Ordinance;
- (b) A copy, duly certified by the City Clerk, of the General Airport Revenue Bond Ordinance;
- (c) A copy, duly certified by the City Clerk, of the Second Lien Indenture;
- (d) A copy, duly certified by the City Clerk, of the Indenture;

(e) Original executed counterpart of this Forty-Second Supplemental Indenture;

(f) A Counsel's Opinion to the effect that (i) the Indenture and this Forty-Second Supplemental Indenture have been duly and lawfully authorized by all necessary action on the part of the City, have been duly and lawfully executed by authorized officers of the City, are in full force and effect and are valid and binding upon the City and enforceable in accordance with their terms (except as limited by any applicable bankruptcy, liquidation, reorganization, insolvency or other similar laws or by general principles of equity if equitable remedies are sought); (ii) the Indenture and this Forty-Second Supplemental Indenture create the valid pledge of Third Lien Revenues, moneys and securities which they purport to create; and (iii) upon their execution, authentication and delivery, the Bonds will have been duly and validly authorized and issued in accordance with the Constitution and laws of the State, the Indenture and this Forty-Second Supplemental Indenture;

(g) A written order as to the delivery of the Bonds, executed by an Authorized Officer stating (i) the identity of the purchasers, aggregate purchase price and date and place of delivery of the Bonds and (ii) that no Event of Default has occurred and is continuing under the Indenture or this Forty-Second Supplemental Indenture;

(h) The Certificate of the City required by Section 206(e) of the Indenture;
and

[(i) Either the Certificate required by Section 206(f) of the Indenture or the Certificate of the City required by Section 207(b) of the Indenture.]

Section 2.08. Mutilated, Lost, Stolen or Destroyed Bonds. If any Bond is mutilated, lost, stolen or destroyed, the City may execute and the Trustee may authenticate a new Bond of like date, maturity, interest rate and denomination as the Bond mutilated, lost, stolen or destroyed, *provided* that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the Trustee, and in the case of any lost, stolen or destroyed Bond, there shall be first furnished to the City and the Trustee evidence of such loss, theft or destruction satisfactory to the City and the Trustee, together with indemnity satisfactory to them. In the event any such Bond shall have matured, instead of issuing a substitute Bond the City may pay the same without surrender thereof. The City and the Trustee may charge the Registered Owner of such Bond with their reasonable fees and expenses in this connection. All Bonds so surrendered to the Trustee shall be cancelled and destroyed, and evidence of such destruction shall be given to the City. Upon the date of final maturity or redemption of all of the Bonds, the Trustee shall destroy any inventory of unissued certificates.

Section 2.09. Registration and Exchange of Bonds; Persons Treated as Owners. The City shall cause books for the registration and for the transfer of the Bonds as provided in this Forty-Second Supplemental Indenture to be kept by the Trustee as the Bond Registrar of the City. Upon surrender for transfer of any Bond at the principal office of the Bond Registrar, duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner or his or her attorney duly authorized in writing, the City shall execute and the

Bond Registrar shall authenticate and deliver in the name of the transferee or transferees a fully registered Bond for a like **[maturity, interest rate and]** aggregate principal amount.

Bonds may be exchanged at the principal office of the Bond Registrar for a like aggregate principal amount of fully registered Bonds of the same maturity **[and interest rate]** of other authorized denominations. The City shall execute and the Bond Registrar shall authenticate and deliver Bonds which the Bondowners making the exchange are entitled to receive, bearing numbers not contemporaneously then outstanding. The execution by the City of any Bond of any denomination shall constitute full and due authorization of such denomination and the Bond Registrar shall thereby be authorized to authenticate and deliver such Bond.

The Bond Registrar shall not be required to register for transfer or exchange any undelivered Bond or any Bond after the giving of notice calling such Bond for redemption or partial redemption.

The person in whose name any fully registered Bond is registered at the close of business on any Record Date with respect to any Interest Payment Date shall be entitled to receive the interest payable on such Interest Payment Date notwithstanding the cancellation of such registered Bond upon any transfer or exchange thereof subsequent to the Record Date and prior to such Interest Payment Date, except if and to the extent there shall be a default in the payment of the interest due on such Interest Payment Date, in which case such defaulted interest shall be paid to the person in whose name such Bond is registered either at the close of business on the day preceding the date of payment of such defaulted interest or on a subsequent Record Date for such payment if one shall have been established as hereinafter provided. A subsequent Record Date may be established by or on behalf of the City by notice mailed to the Registered Owners of Bonds not less than 10 days preceding such Record Date, which Record Date shall be not more than 30 days prior to the subsequent interest payment date.

Except as provided in the Indenture, as to any Bond the person in whose name the same shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of principal, premium, if any, or interest on any Bond shall be made only to or upon the written order of the Registered Owner thereof or his legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

In each case the Bond Registrar shall require the payment by the Bondowner requesting exchange or transfer of any tax or other governmental charge required to be paid with respect to such exchange or transfer, but otherwise no charge shall be made to the Bondowner for such exchange or transfer.

Section 2.10. Book-Entry Provisions. The provisions of this Section shall apply so long as the Bonds are maintained in book-entry form with DTC or another Securities Depository, any provisions of this Forty-Second Supplemental Indenture to the contrary notwithstanding.

(a) *Payments.* The Bonds shall be payable to the Securities Depository, or its nominee, as the Registered Owner of the Bonds, in next day funds on each date on which the

principal of, premium, if any, and interest on the Bonds is due as set forth in this Forty-Second Supplemental Indenture and in the Bonds. Such payments shall be made to the offices of the Securities Depository specified by the Securities Depository to the City and the Trustee in writing. Without notice to or the consent of the beneficial owners of the Bonds, the City and the Securities Depository may agree in writing to make payments of principal and interest in a manner different from that set forth herein. If such different manner of payment is agreed upon, the City shall give the Trustee notice thereof, and the Trustee shall make payments with respect to the Bonds in the manner specified in such notice as set forth herein. Neither the City nor the Trustee shall have any obligation with respect to the transfer or crediting of the principal of, premium, if any, and interest on the Bonds to Participants or the beneficial owners of the Bonds or their nominees.

(b) *Replacement of the Securities Depository.* If the City receives notice that the Securities Depository has received notice from its Participants having interests in at least 50% in principal amount of the Bonds that the Securities Depository or its successor is incapable of discharging its responsibilities as a securities depository or that it is in the best interests of the beneficial owners that they obtain certificated Bonds, the City shall cause the Trustee to authenticate and deliver Bond certificates. The City shall have no obligation to make any investigation to determine the occurrence of any events that would permit the City to make any determination described in this paragraph.

(c) *Discontinuance of Book-Entry or Change of Securities Depository.* If, following a determination or event specified in paragraph (b) above, the City discontinues the maintenance of the Bonds in book-entry form with the then current Securities Depository, the City will issue replacement Bonds to the replacement Securities Depository, if any, or, if no replacement Securities Depository is selected for the Bonds, directly to the Participants as shown on the records of the former Securities Depository or, to the extent requested by any Participant, to the beneficial owners of the Bonds shown on the records of such Participant. Replacement Bonds shall be in fully registered form and in Authorized Denominations, be payable as to interest on the Interest Payment Date of the Bonds by check or draft mailed to each Registered Owner at the address of such Registered Owner as it appears on the bond registration books maintained by the City for such purpose at the principal corporate trust office of the Trustee or at the option of any Registered Owner of not less than \$1,000,000 original principal amount of Bonds, by wire transfer to any address in the continental United States of America on such Interest Payment Date to such Registered Owner as of such Record Date, if such Registered Owner provides the Trustee with written notice of such wire transfer address not later than the Record Date (which notice may provide that it will remain in effect with respect to subsequent Interest Payment Dates unless and until changed or revoked by subsequent notice). Principal and redemption premium, if any, on the replacement Bonds are payable only upon presentation and surrender of such replacement Bond or Bonds at the principal corporate trust office of the Trustee.

(d) *Effect of Book-Entry System.* The Securities Depository and its Participants and the beneficial owners of the Bonds, by their acceptance of the Bonds, agree that the City and the Trustee shall not have liability for the failure of such Securities Depository to perform its obligations to the Participants and the beneficial owners of the Bonds, nor shall the

City or the Trustee be liable for the failure of any Participant or other nominee of the beneficial owners to perform any obligation of the Participant to a beneficial owner of the Bonds.

ARTICLE III

Redemption of Bonds Before Maturity

Section 3.01. Redemption Dates and Prices. The Bonds shall be subject to redemption prior to maturity in the amounts, at the times and in the manner provided in this Article III.

(a) *Optional Redemption.* The Bonds maturing on or after January 1, 20__, are subject to redemption at the option of the City on or after January 1, 20__, as a whole or in part at any time, and if in part, in such order of maturity as the City shall determine and within **[any] [Bonds of the same]** maturity by lot, at a redemption price equal to the principal amount of each Bond to be redeemed, plus accrued interest to the date of the redemption.

(b) *Mandatory Sinking Fund Redemption.* The Bonds maturing on January 1, 20__ are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__ (maturity)	

The Bonds maturing on January 1, 20__ are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__ (maturity)	

The Bonds maturing on January 1, 20__ are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__	
20__ (maturity)	

If the City redeems Bonds pursuant to optional redemption or purchases Bonds subject to mandatory redemption and cancels the same, then an amount equal to the principal amount of Bonds of such maturity so redeemed or purchased shall be deducted from the mandatory redemption requirements as provided for such Bonds of such maturity in such order as the Chief Financial Officer of the City shall determine.

Section 3.02. Notice of Redemption. Notice of the redemption of Bonds or any portion thereof pursuant to Section 3.01 hereof identifying the Bonds or portions thereof to be redeemed, specifying the redemption date, the Redemption Price, the places and dates of payment, that from the redemption date interest will cease to accrue, and whether the redemption is conditioned upon sufficient moneys being available on the redemption date (or any other condition), shall be given by the Trustee by mailing a copy of such redemption notice not less than 30 nor more than 60 days prior to the date fixed for redemption, to the Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the registration books. Redemption notices shall be sent by first class mail, except that notices to Registered Owners of at least \$1,000,000 of Bonds shall be sent by registered mail. Failure to mail any such notice to the Registered Owner of any Bond or any defect therein shall not affect the validity of the proceedings for such redemption of Bonds.

Any notice mailed as provided in this Section shall be conclusively presumed to have been duly given, whether or not the Registered Owner of any Bond receives the notice.

Section 3.03. Deposit of Funds. For the redemption of any of the Bonds, the City shall cause to be deposited in the Principal and Interest Account moneys sufficient to pay when due the principal of and premium, if any, and interest on the redemption date to be applied in accordance with the provisions of Section 4.05 hereof.

Section 3.04. Partial Redemption of Bonds. (a) If a Bond is of a denomination larger than the minimum Authorized Denomination, all or a portion of such Bond (equal to the minimum Authorized Denomination or any integral multiple thereof) may be redeemed but such Bond shall be redeemed only in a principal amount equal to the minimum Authorized Denomination or any integral multiple thereof.

(b) Upon surrender of any Bond for redemption in part only, the City shall execute and the Bond Registrar shall authenticate and deliver to the Registered Owner thereof, at the expense of the City, a new Bond or Bonds of Authorized Denominations in aggregate principal amount equal to the unredeemed portion of the Bond surrendered.

Section 3.05. Selection of Bonds for Redemption. If less than all of the Bonds of a maturity are called for redemption, the Bonds (or portions thereof) to be redeemed shall be selected by lot by the Trustee.

ARTICLE IV

Revenues and Funds

Section 4.01. Source of Payment of Bonds. The Bonds are not general obligations of the City but are limited obligations as described in Section 2.04 hereof and as provided herein and in the Indenture.

Section 4.02. Creation of Sub-Fund and Accounts in the Third Lien Revenue Fund.

(a) *Creation of 2012B Dedicated Sub-Fund.* There is hereby created by the City and ordered established with the Trustee a separate and segregated sub-fund within the Third Lien Revenue Fund, such sub-fund to be designated the "Chicago O'Hare International Airport 2012B Third Lien Bond Dedicated Sub-Fund" (hereinafter called the "*2012B Dedicated Sub-Fund*"). Moneys on deposit in the 2012B Dedicated Sub-Fund, and in each Account established therein as hereinafter provided, shall be held in trust by the Trustee for the sole and exclusive benefit of the Registered Owners of the Bonds, and shall not be used or available for the payment of any other Third Lien Obligations.

(b) *Creation of Accounts.* There are hereby created by the City and ordered established with the Trustee separate Accounts within the 2012B Dedicated Sub-Fund, designated as follows:

(i) *Capitalized Interest Account*: an Account to be designated the “Chicago O’Hare International Airport 2012B Third Lien Capitalized Interest Account” (hereinafter called the “*Capitalized Interest Account*”);

(ii) *Costs of Issuance Account*: an Account to be designated the “Chicago O’Hare International Airport 2012B Third Lien Costs of Issuance Account” (hereinafter called the “*Costs of Issuance Account*”);

(iii) *Program Fee Account*: an Account to be designated the “Chicago O’Hare International Airport 2012B Third Lien Program Fee Account” (hereinafter called the “*Program Fee Account*”);

(iv) *Principal and Interest Account*: an Account to be designated the “Chicago O’Hare International Airport 2012B Third Lien Principal and Interest Account” (hereinafter called the “*Principal and Interest Account*”);

(v) *Project Account*: an Account to be designated the “Chicago O’Hare International Airport 2012B Third Lien Project Account” (hereinafter called the “*Project Account*”); and

(vi) *Debt Service Reserve Account*: an Account to be designated the “Chicago O’Hare International Airport 2012B Third Lien Debt Service Reserve Account” (the “*Debt Service Reserve Account*”).

Section 4.03. PFC Revenue Deposit Account. (a) There is hereby created by the City and ordered established with the Trustee a separate and segregated account within the Revenue Fund to be designated the “Chicago O’Hare International Airport 2012B Third Lien Bond PFC Revenue Deposit Account” (hereinafter called the “*PFC Revenue Deposit Account*”). Moneys on deposit in the PFC Revenue Deposit Account shall be held in trust by the Trustee for the sole and exclusive benefit of the Registered Owners of the Bonds, and shall not be used or available for the payment of any other Third Lien Obligations.

(b) On June 20 of each [of the] Fiscal [Year] [Years 20__ to 20__, both inclusive,] the City shall withdraw from the PFC Capital Fund and pay to the Trustee for deposit into the PFC Revenue Deposit Account an amount equal to the 2012B Deposit Requirement with respect to the next ensuing July 1 Deposit Date, as determined pursuant to Section 4.05.

(c) On December 20 of each [of the] Fiscal [Year] [Years 20__ to 20__, both inclusive,] the City shall withdraw from the PFC Capital Fund and pay to the Trustee for deposit into the PFC Revenue Deposit Account an amount equal to the greater of (i) the 2012B Deposit Requirement with respect to the next ensuing January 1 Deposit Date, as determined pursuant to Section 4.05, and (ii) the amount required so that the aggregate sum withdrawn from the PFC Capital Fund and deposited in the PFC Revenue Deposit Account during the then current Fiscal Year will be not less than one and ten-hundredths times the Net Debt Service with respect to the Bonds for the Bond Year commencing during such Fiscal Year.

(d) Each deposit to the PFC Revenue Deposit Account required by paragraphs (b) or (c) of this Section shall be made on the required date or as soon thereafter as

moneys in the PFC Capital Fund are legally available to satisfy such deposit requirement. If the available amount in the PFC Capital Fund is less than the amount needed to meet any deposit requirement, then the City shall deposit the maximum amount then available for withdrawal from the PFC Capital Fund and the City's obligation to make the required deposits to the PFC Revenue Deposit Account shall continue until the applicable 2012B Deposit Requirement under Section 4.05 has been fully satisfied.

(e) Any moneys held in the PFC Revenue Deposit Account shall be withdrawn by the Trustee and paid over to the City free from the lien of this Forty-Second Supplemental Indenture on the earliest date in each Fiscal Year, after January 5 and prior to June 20 of such Fiscal Year, that each prior 2012B Deposit Requirement, as determined pursuant to Section 4.05, has been fully satisfied.

Section 4.04. Application of Bond Proceeds. The proceeds received by the City from the sale of the Bonds shall be applied as follows:

[(a) ***Deposit to Capitalized Interest Account:*** the Trustee shall deposit the amount of \$ _____ into the Capitalized Interest Account;

(b) ***Deposit to Costs of Issuance Account:*** the Trustee shall deposit the amount of \$ _____ into the Costs of Issuance Account;

(c) ***Deposit to Project Account:*** the Trustee shall deposit the amount of \$ _____ into the Project Account; and

(d) ***Deposit to Debt Service Reserve Account:*** the Trustee shall deposit the amount of \$ _____ into the Debt Service Reserve Account, being an amount equal to the Reserve Requirement; and

(e) ***Payments to the Insurer:*** the amount of \$ _____ shall be applied to pay the premium due the Insurer for the Policy; and the amount of \$ _____ shall be applied to pay a portion of the premium due the Insurer for the Debt Service Reserve Surety Bond to be issued by the Insurer, constituting a Qualified Reserve Account Credit Instrument to be credited to the Debt Service Reserve Account to satisfy the Reserve Requirement; and

(f) ***Transfer to _____ Lien Trustee:*** the amount of \$ _____ shall be transferred to the _____ Lien Trustee to be applied in accordance with the City's letter of instructions to the _____ Lien Trustee.]

Section 4.05. Deposits into 2012B Dedicated Sub-Fund and Accounts Therein. On January 1 and July 1 of each year, commencing _____ 1, 20__ (each such date referred to herein as the "*Deposit Date*") there shall be deposited into the 2012B Dedicated Sub-Fund *first*, from amounts on deposit in the PFC Revenue Deposit Account and *second*, if needed, from amounts on deposit in the Third Lien Revenue Fund, an amount equal to the aggregate of the following amounts, which amounts shall have been calculated by the Trustee on the next preceding December 5 or June 5 (in the case of each January 1 or July 1,

respectively) (such aggregate amount with respect to any Deposit Date being referred to herein as the “2012B Deposit Requirement”):

(a) for deposit into the Principal and Interest Account, an amount equal to the aggregate of: (i) commencing July 1, 20__, one-half of the Principal Installment, if any, coming due on the Bonds on the January 1 next succeeding such date of calculation and (ii) the amount of interest due on the Bonds on the current Deposit Date (reduced by moneys transferred from the Capitalized Interest Account and, in the case of each January 1 Deposit Date, by investment earnings credited as of the immediately prior calculation date to the Principal and Interest Account);

(b) for deposit into the Debt Service Reserve Account, the amount, if any, required as of the close of business on such Deposit Date to restore the Debt Service Reserve Account to an amount equal to the Reserve Requirement, including reimbursement of the Qualified Credit Provider; and

(c) for deposit into the Program Fee Account, the amount estimated by the City to be required as of the close of business on such Deposit Date to pay all fees and expenses with respect to the Bonds during the semi-annual period commencing on such Deposit Date.

In addition to the 2012B Deposit Requirement, there shall be deposited into the 2012B Dedicated Sub-Fund any other moneys received by the Trustee under and pursuant to the Indenture or this Forty-Second Supplemental Indenture, when accompanied by directions from the person depositing such moneys that such moneys are to be paid into the 2012B Dedicated Sub-Fund and to one or more accounts therein.

Section 4.06. Use of Moneys in Principal and Interest Account and Debt Service Reserve Account for Payment of Bonds. Moneys in the Principal and Interest Account shall be used solely for payment of principal of, premium, if any, and interest due on each Payment Date with respect to the Bonds (including the optional redemption of Bonds pursuant to Section 3.01(a) hereof) and not otherwise provided for, ratably, without preference or priority of any kind.

Moneys in the Debt Service Reserve Account (except for any amounts therein representing investment income required to be paid to the First Lien Trustee pursuant to Section 5.02 hereof) shall be used solely for the payment of the principal of, premium, if any, and interest on the Bonds, without preference or priority of any kind, but only if and to the extent moneys are not available for such purpose in the Principal and Interest Account.

Section 4.07. Use of Moneys in the Capitalized Interest Account, the Costs of Issuance Account and the Program Fee Account. Moneys in the Capitalized Interest Account shall be used for transfer on the Deposit Date to the Principal and Interest Account to pay interest on the Bonds. Moneys in the Capitalized Interest Account may be used for such other purposes as are set forth in an opinion of Bond Counsel to the effect that such other use of such moneys is necessary in such counsel’s opinion to preserve the exemption from Federal income taxes of interest on the Bonds.

Moneys in the Costs of Issuance Account shall be used solely for the payment or reimbursement of Costs of Issuance of the Bonds as directed in a Certificate filed with the Trustee. If after the payment of all Costs of Issuance, as specified in a Certificate filed with the Trustee, there shall be any balance remaining in the Costs of Issuance Account, such balance shall be transferred to the Program Fee Account.

Moneys in the Program Fee Account shall be used solely for the payment of fees and expenses with respect to the Bonds as set forth in a Certificate filed with the Trustee.

Section 4.08. Tax Covenants. The City covenants to take any action required by the provisions of the Code and within its power to take in order to preserve the exemption from federal income taxation of interest on the Bonds (other than with respect to an alternative minimum tax imposed on interest on the Bonds), including, but not limited to, the provisions of Section 148 of the Code relating to "arbitrage bonds." The City covenants to comply with the provisions of the Tax Certificates.

Section 4.09. Nonpresentment of Bonds. If any Bond shall not be presented for payment when the principal thereof becomes due, either at maturity, or at the date fixed for redemption thereof, or otherwise, if moneys sufficient to pay any such Bond shall have been made available to the Trustee for the benefit of the Registered Owner or Owners thereof, subject to the provisions of the immediately following paragraph, all liability of the City to the Registered Owner thereof for the payment of such Bond shall forthwith cease, determine and be completely discharged, and thereupon it shall be the duty of the Trustee to hold such moneys, without liability for interest thereon, for the benefit of the Registered Owner of such Bond who shall thereafter be restricted exclusively to such moneys, for any claim of whatever nature on his or her part under the Indenture or this Forty-Second Supplemental Indenture or on, or with respect to, such Bond.

Any moneys so deposited with and held by the Trustee not so applied to the payment of Bonds within two years after the date on which the same shall have become due shall be repaid by the Trustee to the City upon direction of an Authorized Officer, and thereafter the Registered Owners of such Bonds shall be entitled to look only to the City for payment, and then only to the extent of the amount so repaid, and all liability of the Trustee with respect to such moneys shall thereupon cease, and the City shall not be liable for any interest thereon and shall not be regarded as a trustee of such moneys.

Before being required to make any such payment to the City, the Trustee may, at the expense of the City, publish such notice as may be deemed appropriate by the Trustee listing the Bonds so payable and not presented, and stating that such moneys remain unclaimed and that after a date set forth therein any balance thereof then remaining will be paid to the City. The obligation of the Trustee under this Section 4.09 to pay any such funds to the City shall be subject, however, to any provisions of law applicable to the Trustee or to such funds providing other requirements for disposition of unclaimed property.

Section 4.10. Moneys to Be Held in Trust. All moneys required to be deposited with or paid to the Trustee for the account of any Fund or Account referred to in any provision of this Forty-Second Supplemental Indenture shall be held by the Trustee in trust as provided in

Section 1003 of the Indenture, and shall, while held by the Trustee, constitute part of the Trust Estate and be subject to the lien or security interest created hereby.

Section 4.11. Debt Service Reserve Account. (a) The City shall maintain the Debt Service Reserve Account in an amount equal to the Reserve Requirement, which requirement may be satisfied with (i) one or more Qualified Reserve Account Credit Instruments, (ii) Qualified Investments, or (iii) a combination thereof. Any Qualified Investments held to the credit of the Debt Service Reserve Account shall be valued in accordance with Section 305 of the Indenture. If on any valuation date as provided in Section 305 of the Indenture the amount on deposit in the Debt Service Reserve Account is more than the Reserve Requirement, the amount of such excess shall be transferred by the Trustee to the First Lien Trustee for deposit into the Revenue Fund established under the General Airport Revenue Bond Ordinance.

(b) If at any time the Debt Service Reserve Account holds both a Qualified Reserve Account Credit Instrument and Qualified Investments, the Qualified Investments shall be liquidated and the proceeds applied for the purposes for which Debt Service Reserve Account moneys may be applied under this Forty-Second Supplemental Indenture prior to any draw being made on the Qualified Reserve Account Credit Instrument. If the Debt Service Reserve Account holds Qualified Reserve Account Credit Instruments issued by more than one issuer, draws shall be made under such credit instruments on a *pro rata* basis to the extent of available funds. Amounts deposited in the 2012B Dedicated Sub-Fund for the purpose of restoring amounts withdrawn from the Debt Service Reserve Account shall be applied first to reimburse the Qualified Credit Provider and thereby reinstate the Qualified Reserve Account Credit Instrument and next to make deposits into the Debt Service Reserve Account.

Section 4.12. Deposits into Project Account. Pending application as provided in Section 4.14, moneys in the Project Account shall be held in trust by the Trustee as provided in Section 4.10.

Section 4.13. Costs of 2012B Airport Projects. For the purposes of this Indenture, the costs of the 2012B Airport Projects shall include:

(a) Obligations incurred for labor and to contractors, builders, and materialmen in connection with the construction, installation and acquisition of the 2012B Airport Projects or any part thereof, and obligations incurred for the installation and acquisition of machinery and equipment;

(b) Payment to owners and others for real property including payments for options, easements or other contractual rights;

(c) All expenses incurred in the acquisition of real property, including all costs and expenses of whatever kind in connection with the exercise of the power of eminent domain, and including the cost of title searches and reports, abstracts of title, title certificates and opinions, title guarantees, title insurance policies, appraisals, negotiations and surveys;

(d) The amount of any damage incidence to or consequent upon the construction, installation and acquisition of the 2012B Airport Projects;

(e) The cost of any indemnity, fidelity and surety bonds, the fees and expenses of the Fiduciaries during construction, installation and acquisition of 2012B Airport Projects, and premiums on insurance, if any, in connection with such 2012B Airport Projects during construction, installation and acquisition, including builders' risk insurance;

(f) The cost of engineering and architectural services which includes borings and other preliminary investigations to determine foundation or other conditions, expenses necessary or incident to the development of contract documents and supervising construction, as well as for the performance of all other duties of engineers and architects set forth herein in relation to the construction, installation and acquisition of such 2012B Airport Projects or the issuance of the Bonds therefor;

(g) Costs of Issuance;

(h) Any cost properly chargeable to such 2012B Airport Projects prior to and *during construction, installation and acquisition*;

(i) The cost of restoring, repairing and placing in its original condition, as nearly as practicable, all public or private property damaged or destroyed in the construction of such 2012B Airport Projects and the cost thereof, or the amount required to be paid by the City as adequate compensation for such damage or destruction, and all costs lawfully incurred or damages lawfully payable, with respect to the restoration, relocation, removal, reconstruction or duplication of property made necessary or caused by the construction and installation of such 2012B Airport Projects and the cost thereof;

(j) Any obligation or expense incurred by the City for moneys advanced in connection with the construction, installation and acquisition of 2012B Airport Projects and the cost thereof; and

(k) All other items of cost and expense not elsewhere in this Section 4.13 specified, incident to the construction, installation and acquisition of 2012B Airport Projects and the financing thereof, including the payment of interest on Bonds.

Section 4.14. Disbursements from Project Account. (a) All disbursements from the Project Account shall be made in accordance with requisitions signed by the City Comptroller in respect of each payment, as to the following:

(i) Item number of the payment;

(ii) The name of the person, firm or corporation to whom the payment is due;

(iii) The amount to be paid;

(iv) The 2012B Airport Project and purpose, by general classification, for which payment is to be made;

(v) That the obligations in stated amounts have been incurred by the City, and that each item thereof is a proper charge against the Project Account (or such

sub-account) and is due and has not been included in any prior requisition which has been paid;

(vi) That the payment is for costs which, pursuant to the PFC Approvals, are permitted to be paid from Bond proceeds;

(vii) That there has not been filed with or served upon the City any notice of any lien, right to lien, or attachment upon or claim affecting the right to receive payment of any of the moneys payable to any of the persons, firms or corporations named which have not been released or will not be released simultaneously with the payment of such obligations, and in the event that any assignment of right to receive payment has been made and notice thereof has been given to the City and the City has accepted such assignment, the order directing payment shall recite that fact and direct the payment to be made to the assignee thereof as shown by the records of the City; and

(viii) If applicable, that certain specified disbursements are not required to be certified by a Consulting Engineer pursuant to (b) below, specifying the amount of such disbursements and the reason that such disbursements need not be so certified.

(b) In respect to disbursements from the Project Account in payment for work done in connection with the construction, acquisition and installation of 2012B Airport Projects, such requisition, signed by the Chief Financial Officer or the City Comptroller, shall be accompanied by a certificate signed by a Consulting Engineer certifying that the obligations in stated amounts have been incurred by the City, and that each item thereof is a proper charge against the designated sub-account of the Project Account and has not been included in any prior requisition which has been paid, and insofar as any such obligation was incurred for work, materials, equipment or supplies, such work was actually performed in the furtherance of the construction, acquisition and installation of such 2012B Airport Projects delivered at the site of the Airport for those purposes, or delivered for storage or fabrication at a place or places approved by a Consulting Engineer and under the control of the City. Notwithstanding the foregoing, no certificate of a Consulting Engineer shall be required with respect to disbursements for Costs of Issuance or other costs that the Chief Financial Officer or the City Comptroller shall have certified as being costs that are not directly related to the actual construction, acquisition and installation of 2012B Airport Projects such as land acquisition, payment of auditor's fees and other similar costs that may otherwise be paid from the Project Accounts in compliance with the Tax Certificates.

(c) Upon receipt of any such orders and accompanying certificates the Trustee shall pay each such obligation from the appropriate sub-account of the Project Account and the Trustee shall *make disbursements in accordance with the directions from the Chief Financial Officer or the City Comptroller*. The moneys held in the Project Account shall be invested in accordance with the requirements of Article V hereof.

Section 4.15. Progress Reports and Completion Certificate. (a) At least once each month during the period of the construction, installation and acquisition of each 2012B Airport Project, the cost of which has been paid in whole or in part from Bond proceeds, the City will cause the Consulting Engineer to prepare a progress report in connection with such

construction, installation and acquisition of such 2012B Airport Project, including comparisons between the actual time elapsed and the actual costs incurred and the estimates of such time and costs, which shall have been set forth in a statement prepared by the Consulting Engineer and filed with the City. Copies of such progress reports shall be filed with the Trustee and mailed to the holders of the Bonds requesting copies thereof.

(b) Promptly after the completion of the construction, installation and acquisition of each such 2012B Airport Project, the City will deliver to the Trustee a Certificate stating the date of such completion.

Section 4.16. Permitted Transfers. (a) Moneys in the Project Account (or any sub-account therein) may be transferred or withdrawn as shall be specified by a Certificate of the City pursuant to paragraph (b) of this Section for any one or more of the following purposes: (i) to make transfers to one or more other Project Accounts held by the First Lien Trustee, the Trustee under the Second Lien Indenture or the Trustee to pay the costs of other Airport Projects, which costs, pursuant to the PFC Approvals, are permitted to be paid from Bond proceeds, (ii) to make transfers into the Debt Service Reserve Account to make up any deficiency therein, (iii) to make transfers to the Principal and Interest Account, (iv) to redeem Bonds in accordance with the provisions of this Forty-Second Supplemental Indenture, or (v) upon an Event of Default to pay the principal of and interest on the Bonds.

(b) Before any such transfer or withdrawal shall be made, the City shall file with the Trustee:

(i) its requisition therefor, stating the amount of the transfer or withdrawal and directing the Trustee as to the application of such amount;

(ii) A Counsel's Opinion stating that in the opinion of the signer, such transfer or withdrawal will not constitute a breach or default on the part of the City of any of the covenants or agreements contained in this Forty-Second Supplemental Indenture; and

(iii) an opinion of Bond Counsel to the effect that such transfer or withdrawal will not adversely affect any exemption from Federal income taxes of interest on any Bonds theretofore issued.

ARTICLE V

Investment of Moneys

Section 5.01. Investment of Moneys. Moneys held in the funds, accounts and subaccounts established hereunder shall be invested and reinvested in accordance with the provisions governing investments contained in the Indenture. All such investments shall be held by or under the control of the Trustee and shall be deemed at all times a part of the fund, account or subaccount for which they were made.

Section 5.02. Investment Income. The interest earned on any investment of moneys held hereunder, any profit realized from such investment and any loss resulting from such investment shall be credited or charged to the fund, account or subaccount for which such

investment was made; *provided, however*, that any interest earned, and any profit resulting from, the investment of moneys on deposit in the Debt Service Reserve Account shall be transferred by the Trustee to the First Lien Trustee for deposit into the Revenue Fund established under the General Airport Revenue Bond Ordinance.

ARTICLE VI

Discharge of Lien

Section 6.01. Defeasance. If the City shall pay to the Registered Owners of the Bonds, or provide for the payment of, the principal, and interest and Redemption Price, if any, to become due thereon, at the times and in the manner stipulated in Section 1101 of the Indenture, then this Forty-Second Supplemental Indenture shall be fully discharged and satisfied. Upon the satisfaction and discharge of this Forty-Second Supplemental Indenture, the Trustee shall, upon the request of the City, execute and deliver to the City all such instruments as may be desirable to evidence such discharge and satisfaction and the Fiduciaries shall pay over or deliver to the City all Funds, Accounts and other moneys or securities held by them pursuant to this Forty-Second Supplemental Indenture which are not required for the payment or redemption of the Bonds not theretofore surrendered or presented for such payment or redemption.

ARTICLE VII

Concerning the Trustee

Section 7.01. Acceptance of Trusts. The Trustee hereby accepts the trusts imposed upon it by this Forty-Second Supplemental Indenture, and agrees to perform said trusts, but only upon and subject to the express terms and conditions set forth herein and in the Indenture. Except as otherwise expressly set forth in this Forty-Second Supplemental Indenture, the Trustee assumes no duties, responsibilities or liabilities by reason of its execution of this Forty-Second Supplemental Indenture other than as set forth in the Indenture and this Forty-Second Supplemental Indenture, and this Forty-Second Supplemental Indenture is executed and accepted by the Trustee subject to all the terms and conditions of its acceptance of the trust under the Indenture, as fully as if said terms and conditions were herein set forth at length.

Section 7.02. Dealing in Bonds. The Trustee, in its individual capacity, either as principal or agent, may also engage in or be interested in any financial or other transaction with the City, and may act as depositary, trustee or agent for any committee or body of the owners of Bonds secured hereby or other obligations of the City as freely as if it did not act in any capacity hereunder.

ARTICLE VIII

Supplemental Indentures

Section 8.01. Supplements or Amendments to Forty-Second Supplemental Indenture. This Forty-Second Supplemental Indenture may be supplemented or amended in the manner set forth in Articles VII and VIII, respectively, of the Indenture.

ARTICLE IX

Insurer Provisions

Section 9.01. Insurer Provisions. The City hereby designates _____ as the Insurer with respect to the Bonds. The Insurer shall be entitled to the benefits of Section 1104 of the Indenture. Anything contained in this Forty-Second Supplemental Indenture or in the Bonds to the contrary notwithstanding, the existence of all rights given to the Insurer hereunder or under the Indenture are expressly conditioned on the timely and full performance of the payment obligations of the Insurer under the Policy.

This Section 9.01 contains certain covenants and restrictions for the benefit of _____ which apply in addition to, and not in substitution of, the provisions of the Indenture. The following covenants shall apply only to the Bonds and shall only be applicable during the period in which any Bonds are Outstanding or any amounts are due to _____ under the Policy, and _____'s rights have not terminated pursuant to (a) below. The covenants contained in this Section 9.01 may only be enforced by _____ and may be modified, amended or waived at any time with the prior written consent of _____ and without the consent of the Trustee (so long as such modification or amendment imposes no additional duties on the Trustee) or any holder of the Bonds.

Anything contained in this Forty-Second Supplemental Indenture or in the Bonds to the contrary notwithstanding, the existence of all rights given to _____ hereunder or thereunder are expressly conditioned on the timely and full performance of the payment obligations of _____ under the Policy.

Section 9.02. Policy Provisions.

Section 9.03. Qualified Reserve Account Credit Instrument.

ARTICLE X

Indenture Amendment

Section 10.01. Written Consent to Indenture Amendment. The Thirty-Seventh Supplemental Indenture from the City to the Trustee dated April 1, 2010, authorizes the amendment of the Indenture (the "*2010 Amendment*"). The 2010 Amendment deletes in full Section 413 of the Indenture which contains restrictions on the sale or transfer of the Airport. In consideration for the security interests granted by the City for the benefit of the Owners of the Bonds, the Owners from time to time of the Bonds hereby consent to the Thirty-Seventh Supplemental Indenture and to the 2010 Amendment of the Indenture. Such consents shall be fully effective for all purposes of Article VIII of the Indenture. The consent of any Owner made pursuant to this Section may be revoked in writing as provided by subsection (b) of Section 803 of the Indenture.

ARTICLE XI

Miscellaneous

Section 11.01. Forty-Second Supplemental Indenture as Part of Indenture.

This Forty-Second Supplemental Indenture shall be construed in connection with and as a part of the Indenture and all terms, conditions and covenants contained in the Indenture, except as herein modified and except as restricted in the Indenture to Third Lien Obligations of another Series, shall apply and be deemed to be for the equal benefit, security and protection of the Bonds.

Section 11.02. Severability. If any provision of this Forty-Second Supplemental Indenture shall be held or deemed to be or shall, in fact, be illegal, inoperative or unenforceable, the same shall not affect any other provision or provisions herein contained or render the same invalid, inoperative or unenforceable to any extent whatever.

Section 11.03. Payments Due on Saturdays, Sundays and Holidays. If any payment of interest or principal or redemption premium on the Bonds is due on a date that is not a Business Day, payment shall be made on the next succeeding Business Day with the same force and effect as if made on the date which is fixed for such payment, and no interest shall accrue on such amount for the period after such due date.

Section 11.04. Counterparts. This Forty-Second Supplemental Indenture may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Section 11.05. Rules of Interpretation. Unless expressly indicated otherwise, references to Sections or Articles are to be construed as references to Sections or Articles of this instrument as originally executed. Use of the words "herein," "whereby," "hereunder," "hereof," "hereinbefore," "hereinafter" and other equivalent words refer to this Forty-Second Supplemental Indenture and not solely to the particular portion in which any such word is used.

Section 11.06. Captions. The captions and headings in this Forty-Second Supplemental Indenture are for convenience only and in no way define, limit or describe the scope or intent of any provisions or Sections of this Forty-Second Supplemental Indenture.

[Section 11.07. Additional Notices. Copies of all notices, certificates or other communications given to the City or the Trustee pursuant to the requirements of the Indenture or this Forty-Second Supplemental Indenture at the addresses set forth in Section 1105 of the Indenture shall be given to the Insurer and to any Qualified Credit Provider at the same time and in the same manner.]

IN WITNESS WHEREOF, the City has caused these presents to be executed in its name and with its official seal hereunto affixed and attested by its duly authorized officials; and to evidence its acceptance of the trusts hereby created, the Trustee has caused these presents to be executed in its corporate name and attested by its duly authorized officers, as of the date first above written.

CITY OF CHICAGO

By: _____
Chief Financial Officer

[SEAL]

Attest:

By: _____
City Clerk

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

By: _____
Authorized Signatory

Attest:

By: _____
Authorized Signatory

OTHER AVAILABLE MONEYS CERTIFICATE

I, _____, Chief Financial Officer of the City of Chicago, certify that the amount of Pledged Other Available Moneys for each **[of the] Fiscal [Year] [Years 20__ to 20__, both inclusive,]** to be deposited into the PFC Revenue Deposit Account maintained under the Forty-Second Supplemental Indenture securing Chicago O'Hare International Airport General Airport Third Lien Revenue **[Refunding]** Bonds, Series 2012B dated as of _____ 1, 2012 (the "*Supplemental Indenture*") shall be the greater of (a) the sum of the 2012B Deposit Requirements, as determined pursuant to Section 4.05 of the Supplemental Indenture, for the July 1 and January 1 Deposit Dates of the Bond Year commencing during that Fiscal Year and (b) one and ten-hundredths times the Net Debt Service with respect to the Third Lien Obligations issued under and secured by the Supplemental Indenture for the Bond Year commencing during that Fiscal Year. As of the date of this Certificate, such Third Lien Obligations consist of the \$_____ aggregate principal amount of Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds, Series 2012B, of the City.

I further certify and determine that the Pledged Other Available Moneys are PFC Revenues to be withdrawn from the PFC Capital Fund **[during each of the Fiscal Years 20__ to 20__, both inclusive]**.

I have delivered this Certificate to U.S. Bank National Association as successor trustee under the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations dated March 1, 2002, as amended and supplemented, and as further supplemented by the Forty-Second Supplemental Indenture. All capitalized terms used in this Certificate shall have the same meaning as used in the Supplemental Indenture.

IN WITNESS WHEREOF, I have hereunto set my hand, this _____ day of _____, 2012.

Chief Financial Officer

FORTY-THIRD SUPPLEMENTAL INDENTURE

from

City of Chicago

to

U.S. BANK NATIONAL ASSOCIATION,
as trustee

securing

Chicago O'Hare International Airport
General Airport Third Lien Revenue Bonds,
Series 2012C

Dated as of _____ 1, 2012

Supplementing a Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations dated as of March 1, 2002, as amended, between the City of Chicago and U.S. Bank National Association, as successor to LaSalle Bank National Association, as Trustee.

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FORTY-THIRD SUPPLEMENTAL INDENTURE

THIS FORTY-THIRD SUPPLEMENTAL INDENTURE, made and entered into as of _____, 2012, from the City Of Chicago (the "*City*"), a municipal corporation and home rule unit of local government duly organized and existing under the Constitution and laws of the State of Illinois, to U.S. Bank National Association (the "*Trustee*"), a national banking association duly organized, existing and authorized to accept and execute trusts of the character herein set out under and by virtue of the laws of the United States of America, with its principal corporate trust office located at 209 South LaSalle Street, Chicago, Illinois, as Trustee;

W I T N E S S E T H:

WHEREAS, the City is a home rule unit of local government, duly organized and existing under the laws of the State of Illinois, and in accordance with the provisions of Section 6(a) of Article VII of the 1970 Constitution of the State of Illinois is authorized to own and operate commercial and general aviation facilities; and

WHEREAS, the City owns and operates an airport known as Chicago O'Hare International Airport; and

WHEREAS, the City has determined to refund prior to maturity or pay at maturity certain Prior Airport Obligations (as hereinafter defined); and

WHEREAS, the City has entered into a Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations, dated as of March 1, 2002, as amended, with the Trustee (as previously supplemented, the "*Indenture*") which authorizes the issuance of such Third Lien Obligations in one or more Series pursuant to one or more Supplemental Indentures and the incurrence by the City of Section 208 Obligations (as therein defined); and

WHEREAS, in order to refund certain Prior Airport Obligations, the City has authorized the issuance and sale of \$ _____ aggregate principal amount of Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds, Series 2012C (the "*Bonds*"); and

WHEREAS, the Bonds, and the Trustee's Certificate of Authentication to be endorsed on such Bonds, are to be in substantially the following forms with necessary and appropriate variations, omissions and insertions as permitted or required by the Indenture or this Forty-Third Supplemental Indenture, to wit:

[FORM OF BOND]

No. R-_____

\$_____

**United States of America
State of Illinois
City of Chicago**

Chicago O'Hare International Airport

General Airport Third Lien Revenue Bond, Series 2012C

<u>INTEREST MODE</u>	<u>[FIXED INTEREST RATE]</u>	<u>MATURITY DATE</u>	<u>DATED DATE</u>	<u>CUSIP</u>
----------------------	------------------------------	----------------------	-------------------	--------------

Registered Owner:

Principal Amount:

City of Chicago (the "*City*"), a municipal corporation and home rule unit of local government duly organized and existing under the laws of the State of Illinois, for value received, hereby promises to pay (but only out of the sources hereinafter provided) to the Registered Owner identified above, or registered assigns, on the maturity date specified above, unless this Bond shall have been called for redemption and payment of the redemption price shall have been duly made or provided for, upon presentation and surrender hereof, the principal amount specified above and to pay (but only out of the sources hereinafter provided) interest on the balance of said principal sum from time to time remaining unpaid from and including the date hereof or from and including the most recent Interest Payment Date (as defined in the hereinafter defined Indenture) with respect to which interest has been paid or duly provided for, until payment of said principal sum has been made or duly provided for, at the rates and on the dates described herein, and to pay interest on overdue principal and, to the extent permitted by law, on overdue premium, if any, and interest at the rates due on this Bond. Principal of, premium, if any, and interest on this Bond shall be payable in lawful money of the United States of America at the principal corporate trust office of U.S. Bank National Association, Chicago, Illinois, as Trustee, or its successor in trust (the "*Trustee*") (or, if so determined by the Trustee, at the principal corporate trust office of a Paying Agent); provided, however, that payment of the interest on any Interest Payment Date (as defined in the Indenture) shall be (i) made to the registered owner hereof as of the close of business on the applicable Record Date (as defined in the Indenture) with respect to such Interest Payment Date and shall be paid by check or draft mailed to such registered owner hereof at his or her address as it appears on the registration books of the City maintained by the Trustee as Bond Registrar or at such other address as is furnished in writing by such registered owner to the Trustee as Bond Registrar as of the close of business on such Record Date or (ii) made by wire transfer to such registered owner as of the close of business on such Record Date upon written notice of such wire transfer address in the continental United States by such owner to the Bond Registrar given prior to such Record Date (which notice may provide that it will remain in effect until revoked), provided that each such

wire transfer shall only be made with respect to an owner of \$1,000,000 or more in aggregate principal amount of the Bonds as of the close of business on the Record Date relating to such Interest Payment Date; except, in each case, that if and to the extent that there shall be a default in the payment of the interest due on such Interest Payment Date, such defaulted interest shall be paid to the registered owners as provided in the Indenture. So long as this Bond is restricted to being registered in the registration books of the City in the name of a Securities Depository (as defined in the Indenture), the provisions of the Indenture governing book-entry Bonds shall govern the payment of the principal of and interest on this Bond.

The Bonds are limited obligations of the City and shall not constitute an indebtedness of the City or a loan of credit thereof within the meaning of any constitutional or statutory limitation. Neither the faith and credit nor the taxing power of the City, the State of Illinois or any political subdivision thereof is pledged to the payment of the principal of the Bonds, or the interest or any premium thereon, or other costs incident thereto. The Bonds are payable solely from the revenues in the Indenture (as hereinafter defined) pledged to such payment, and no owner or owners of the Bonds shall ever have the right to compel any exercise of the taxing power of the City, the State of Illinois or any political subdivision thereof.

Reference is hereby made to the further provisions of this Bond set forth on the reverse hereof and such further provisions shall for all purposes have the same effect as if set forth at this place. All capitalized terms used in this Bond shall have the meanings assigned in the Indenture unless otherwise defined herein.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts and conditions required to be performed precedent to and in the execution and delivery of the Indenture and the issuance of this Bond have been performed in due time, form and manner as required by law, and that the issuance of this Bond and the series of which it forms a part does not exceed or violate any constitutional or statutory limitation.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Indenture unless and until the certificate of authentication hereon shall have been duly executed by the Trustee.

IN WITNESS WHEREOF, the City of Chicago has caused this Bond to be executed in its name by the manual or facsimile signature of its Mayor and the manual or facsimile of its corporate seal to be printed hereon and attested by the manual or facsimile signature of its City Clerk.

Dated: _____

CITY OF CHICAGO

By: _____
Mayor

[SEAL]

Attest:

By: _____
City Clerk

[FORM OF DTC LEGEND]

[FORM OF TRUSTEE'S CERTIFICATE OF AUTHENTICATION]

This Bond is one of the Bonds described in the within-mentioned Indenture.

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

By: _____
Authorized Signature

[FORM OF REVERSE OF SERIES 2012C BOND]

This Bond is one of an authorized series of bonds limited in aggregate principal amount to \$_____ (the "*Bonds*") issued pursuant to, under authority of and in full compliance with the Constitution and laws of the State of Illinois, particularly Article VII, Section 6(a) of the 1970 Constitution of the State of Illinois and an ordinance of the City Council of the City, and executed under a Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations dated as of March 1, 2002, as amended, from the City to U.S. Bank National Association, in the City of Chicago, Illinois (the "*Trustee*"), as supplemented by a Forty-Third Supplemental Indenture Securing Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds, Series 2012C, dated as of _____, 2012, from the City to the Trustee (collectively, the "*Indenture*"), for the purpose of (i) refunding prior to maturity or paying at maturity certain outstanding Prior Airport Obligations (as defined in the Indenture), and (ii) paying costs and expenses incidental thereto and to the issuance of the Bonds.

The Bonds and the interest thereon are payable from Third Lien Revenues (as defined in the Indenture) pledged to the payment thereof under the Indenture and certain other moneys held by or on behalf of the Trustee, including all moneys drawn by the Trustee under the irrevocable Letter of Credit (together with any Alternate Letter of Credit or Fixed Rate Letter of Credit, the "*Letter of Credit*") of **[Name of Bank]**, a banking corporation organized under the laws of _____ (together with any bank issuing an Alternate Letter of Credit or Fixed Rate Letter of Credit, the "*Bank*"), in favor of the Trustee, issued at the request and for the account of the City, and from any other moneys held by the Trustee under the Indenture for such purpose. The City and **[Name of Bank]**, as issuer of the initial Letter of Credit, have entered into a Reimbursement Agreement dated as of _____, 2012, pursuant to which the City has agreed, among other things, to reimburse **[Name of Bank]**, for amounts drawn under the initial Letter of Credit.

The initial Letter of Credit expires on _____, _____, and terminates upon the earlier occurrence of certain events described therein. The City may, but is not required, to extend the initial Letter of Credit or provide an Alternate Letter of Credit or Fixed Rate Letter of Credit after the expiration or termination of the initial Letter of Credit. Upon the expiration or termination of the initial Letter of Credit, any Alternate Letter of Credit or a Fixed Rate Letter of Credit, the Bonds shall be subject to mandatory tender for purchase five Business Days preceding the proposed expiration or termination date (the "*Credit Substitution Date*").

Copies of the Indenture are on file at the principal corporate trust office of the Trustee, and reference to the Indenture and any and all supplements thereto and modifications and amendments thereof is made for a description of the pledge and covenants securing the Bonds, the nature, extent and manner of enforcement of such pledge, the rights and remedies of the registered owners of the Bonds, and the limitations on such rights and remedies.

The Bonds are issuable only as fully registered Bonds in the authorized denominations described in the Indenture.

Interest Rate on Bonds

Prior to the Fixed Rate Conversion (as defined in the Indenture), the Bonds shall bear interest at a Variable Rate which may be a Weekly Rate or Flexible Rate. Interest on the Bonds shall be payable in arrears on each Interest Payment Date. "*Interest Payment Date*" means as to any Weekly Mode, the first Business Day of each calendar month, commencing _____, 2012; as to any Flexible Period, the Flexible Date on which the next succeeding Flexible Period begins and the Mode Adjustment Date at the end of a Flexible Mode; and as to the Fixed Mode, January 1 and July 1. The interest on the Bonds in a Weekly Mode or Flexible Mode shall be payable on the applicable Interest Payment Date as herein described, computed on the basis of a 365 or 366-day year, as applicable, for the number of days actually elapsed. The interest on the Bonds in the Fixed Mode shall be payable semiannually on January 1 and July 1 of each year, computed on the basis of a 360-day year, consisting of twelve 30-day months. The Bonds shall bear interest for each Rate Period at the rate determined by the Remarketing Agent (hereinafter defined) for such Rate Period.

During each Rate Period within an Interest Mode prior to Fixed Rate Conversion, the Bonds shall bear interest at the applicable Variable Rate determined as set forth below.

(A) During each Rate Period, the Variable Rate shall be that interest rate that, in the sole judgment of [Name of Remarketing Agent], or its successors or assigns as the Remarketing Agent (the "*Remarketing Agent*"), is necessary to enable the Remarketing Agent to sell the Bonds at a price equal to 100% of the principal amount thereof and accrued interest, if any, thereon. The Remarketing Agent shall determine the Variable Rate on each Rate Determination Date. The Variable Rate so determined shall become effective on the next succeeding Rate Adjustment Date unless the Rate Determination Date is also the Rate Adjustment Date, in which case, it shall become effective on such date.

(B) In determining the Variable Rate pursuant to the Indenture, the Remarketing Agent shall take into account to the extent applicable (1) market interest rates for comparable securities held by tax-exempt open-end municipal bond funds or other institutional or private investors with substantial portfolios (a) with interest rate adjustment periods and demand purchase options substantially identical to the Bonds, (b) bearing interest at a variable rate intended to maintain a value equal to 100 percent of the principal amount thereof, and (c) rated by a national credit rating agency in the same category as the Bonds; (2) other financial market rates and indices which may have a bearing on the Variable Rate (including, but not limited to, rates borne by commercial paper, tax-exempt commercial paper, HUD project notes, Treasury Bills, commercial bank prime rates, certificate of deposit rates, federal funds rates, the London Interbank Offered Rate, indices maintained by *The Bond Buyer* and other publicly available tax-exempt interest rate indices); (3) general financial market conditions (including current forward supply); and (4) industry, economic or financial conditions which may affect or be relevant to the Bonds.

(C) The determination by the Remarketing Agent in accordance with the Indenture of the Variable Rate to be borne by the Bonds shall be conclusive and binding on the owners of the Bonds. Failure by the Trustee to give any notice required under the Indenture, or any defect therein, shall not affect the interest rate borne by the Bonds or the rights of the owners of the Bonds to tender such Bonds for purchase pursuant to the Indenture.

(D) If for any reason the position of Remarketing Agent is vacant or the Remarketing Agent fails to act on the Rate Determination Date, the Variable Rate shall be determined by the Trustee in the manner set forth in the Indenture.

(E) Anything in the Indenture or in the Bonds to the contrary notwithstanding, the maximum interest rate on the Bonds shall be the lesser of (i) 18 percent per annum, or (ii) if the Bonds are secured by a Letter of Credit, the maximum interest rate on the Bonds used for purposes of calculating the stated amount of the Letter of Credit.

Conversion to Fixed Rate on Bonds

(A) At the option of the City, the rate of interest payable on the Bonds shall be permanently converted from a Variable Rate to a Fixed Rate. The Fixed Rate Conversion Date shall be any Interest Payment Date for which the applicable notices described in the Indenture

have been given. In order to exercise the Fixed Rate Conversion option, the City shall deliver a Mode Adjustment Notice to the Notice Parties directing such Fixed Rate Conversion, which notice must be accompanied by a Fixed Rate Letter of Credit or a binding commitment therefor or a statement by the City to the effect that no Fixed Rate Letter of Credit will be effective after the Fixed Rate Conversion Date. The City shall also deliver to the Trustee the opinion of Bond Counsel described below. The notice shall specify the Fixed Rate Conversion Date, which shall be not less than 35 days following the receipt by the Trustee of the Fixed Rate Conversion notice.

(B) No Fixed Rate shall be established unless, on or before 35 days prior to the Fixed Rate Conversion Date, an opinion of Bond Counsel has been delivered to the Trustee to the effect that the Fixed Rate Conversion in accordance with the provisions of the Indenture (1) is lawful under the Constitution and laws of the State of Illinois and complies with the provisions of the Indenture, and (2) will not adversely affect the exemption of interest on the Bonds from Federal income taxation (other than with respect to an alternative minimum tax imposed on interest on the Bonds). Such opinion shall be confirmed by such Bond Counsel on the Fixed Rate Conversion Date. Unless and until the conditions for Fixed Rate Conversion set forth in the Indenture are satisfied, the Bonds shall continue to bear interest at a Variable Rate as provided in the Indenture.

(C) Upon the Fixed Rate Conversion, the Bonds shall be subject to mandatory purchase as provided below, and the owners shall be notified of the Fixed Rate Conversion as provided herein and in the Indenture.

Interest Modes

(A) Prior to the Fixed Rate Conversion, each Interest Mode shall be either a Weekly Mode or Flexible Mode as described in the Indenture. The Interest Mode from the Date of Issuance until further designated by the Remarketing Agent will be a Weekly Mode. Thereafter, unless Fixed Rate Conversion has occurred, from time to time, the Remarketing Agent may designate an alternate Interest Mode (other than a Fixed Mode). The Remarketing Agent shall evidence each such designation by giving a Mode Adjustment Notice to the Notice Parties in accordance with the Indenture. If, at the end of any Interest Mode, the Remarketing Agent does not designate an alternate Interest Mode as described herein, the next succeeding Interest Mode shall be of the same length as the Interest Mode then ending; provided, however, no Interest Mode shall extend beyond the final maturity date of the Bonds.

(B) Not later than five days following receipt by the Trustee of such Mode Adjustment Notice, the Trustee shall notify each owner in accordance with the Indenture of the new interest Mode. Failure by the Trustee to give such notice by mail, or any defect therein, shall not affect the validity of any mandatory purchase or extend the time when such mandatory purchase shall be made.

(C) For each Interest Mode, the frequency of each Interest Payment Date, the Record Date, the Rate Determination Date, the Rate Adjustment Date, the Mode Adjustment Notice, the Tender Notice, the Purchase Date, the Mandatory Purchase Date and the Notice of Mode Adjustment Date, shall be determined in accordance with the provisions of the Indenture.

Purchase of Bonds Upon Demand of Owners

(A) During any Weekly Mode, any Bond (other than a Pledged Bond or a Bank-owned Bond) shall be purchased by the Trustee in accordance with the Indenture on any Purchase Date at the Purchase Price thereof upon the demand of the owner. As a condition precedent to the purchase of Bonds on any Purchase Date, the owner must deliver to the Trustee at the Delivery Office of the Trustee (i) a Tender Notice not later than the time specified in the Indenture and (ii) unless other delivery has been made satisfactory to the Trustee at any time the Bonds are held in book-entry form by a Securities Depository (as defined in the Indenture), the Bonds, together with an appropriate instrument of transfer or a bond power endorsed in blank, not later than 12:00 noon (New York City time) on the Purchase Date. Owners delivering Bonds to the Trustee after the applicable time on the applicable date as set forth above during a Weekly Mode shall not be entitled to receive payment from the Trustee until the Business Day following the date of delivery of the Bonds.

(B) Provided the Tender Notice and the Bonds are delivered by the times and in the manner specified herein, tendered Bonds shall be purchased by the Trustee on the Purchase Date which shall be on the Business Day specified in the Tender Notice which is at least seven days (which day must be a Business Day) immediately following receipt of the Tender Notice by the Trustee and not later than the then next succeeding Mode Adjustment Date.

(C) Any Tender Notice received by the Trustee pursuant to the provisions hereof and the Indenture shall be effective upon receipt and shall be irrevocable. Owners of Bonds not providing the Trustee with the Bonds for which a Tender Notice has been delivered to the Trustee ("*Undelivered Bonds*") shall be deemed to have tendered such Bonds in accordance with the Indenture, provided there shall have been irrevocably deposited in trust with the Trustee amounts sufficient to pay the Purchase Price of the Undelivered Bonds on the Purchase Date. In the event of a failure by an owner to deliver his or her Bond on or prior to the Purchase Date, such owner shall not be entitled to any payment (including any interest accrued from or subsequent to such Purchase Date) other than the Purchase Price for such Undelivered Bonds, and any Undelivered Bonds shall no longer be entitled to the benefits of the Indenture except for the purpose of payment of the Purchase Price therefor and interest thereon to such Purchase Date.

Mandatory Purchase

(A) The Bonds shall be subject to mandatory purchase prior to maturity at the Purchase Price:

- (1) on the Mode Adjustment Date beginning any Flexible Mode,
- (2) on the Fixed Rate Conversion Date,
- (3) on any Credit Substitution Date,
- (4) on the Interest Payment Date for any Flexible Period, and

(5) on the day ten days after the Bank delivers notice to the Trustee of the occurrence of an event of default under the Reimbursement Agreement and that the Letter of Credit is being terminated pursuant to its terms by the Bank

(each such date to be a “*Mandatory Purchase Date*”).

(B) The Trustee shall give notice to each owner that his or her Bond is subject to mandatory purchase on the Mandatory Purchase Date as provided in the Indenture.

Exchange and Transfer of Bonds

Bonds (other than Undelivered Bonds) may be transferred on the books of registration kept by the Bond Registrar by the owner in person or by his or her duly authorized attorney, upon surrender thereof, together with a written instrument of transfer executed by the owner or his or her duly authorized attorney. Upon surrender for registration of transfer of any Bond with all partial redemptions endorsed thereon at the principal office of the Bond Registrar, the City shall execute and the Trustee shall authenticate and deliver in the name of the transferee or transferees a new Bond or Bonds of the same maturity and interest rate, aggregate principal amount and tenor and of any authorized denomination or denominations and bearing numbers not contemporaneously outstanding under the Indenture.

Bonds (other than Undelivered Bonds) may be exchanged at the principal office of the Bond Registrar for an equal aggregate principal amount of Bonds in the appropriate form and in the same maturity and interest rate, aggregate principal amount and tenor and of any authorized denomination or denominations. The City shall execute and the Trustee shall authenticate and deliver Bonds which the Bondholder making the exchange is entitled to receive.

Such registration of transfer or exchange of Bonds shall be without charge to the owners of such Bonds, but any taxes or other governmental charges required to be paid with respect to the same shall be paid by the owners of the Bond requesting such transfer or exchange as a condition precedent to the exercise of such privilege.

The Bond Registrar shall not be required to register for transfer or exchange any Undelivered Bond or any Bond (i) with respect to which the Trustee or the Remarketing Agent, as the case may be, shall have received a Tender Notice, (ii) after the giving of notice calling such Bond for redemption or partial redemption has been made, (iii) after the giving of notice of the Credit Substitution Date or Mandatory Purchase Date (following receipt by the Trustee of notice from the Bank of the occurrence of an event of default under the Reimbursement Agreement), or (iv) after the Remarketing Agent has given a Mode Adjustment Notice pursuant to the Indenture or the City has given a notice of Fixed Rate Conversion pursuant to the Indenture; provided that after such Mode Adjustment Date, Credit Substitution Date, Mandatory Purchase Date or Fixed Rate Conversion, the Bond Registrar shall be required to register the transfer or exchange of Bonds.

The person in whose name any Bond is registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of or on account of principal, premium, if any, or interest shall be made only to or upon the order of the registered owner thereof or his or her duly authorized attorney, but such registration may be changed as

hereinabove provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

Redemption Prior to Maturity

So long as the Bonds do not bear interest at a Fixed Rate, the Bonds are subject to redemption at the option of the City on any Interest Payment Date in whole or in part at a redemption price of 100% of the principal amount thereof, without premium, plus accrued interest to the redemption date.

When the Bonds bear interest at a Fixed Rate, the Bonds shall be subject to redemption at the option of the City in whole on any date or in part on any Interest Payment Date occurring on or after the date determined in accordance with the provisions of the Indenture at the redemption prices determined in accordance with the provisions of the Indenture.

The Bonds are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed plus accrued interest to the date of redemption:

<u>Year</u>	<u>Principal Amount</u>
	\$

(maturity)

If the City redeems Bonds pursuant to optional redemption or purchases such Bonds and cancels the same, then an amount equal to the principal amount of Bonds of such maturity so redeemed or purchased shall be deducted from the mandatory redemption requirements as provided for such Bonds of such maturity in such order as the City Comptroller shall determine.

Upon the conversion of the Bonds to a Fixed Rate in accordance with the provisions of the Indenture, the City may direct the Trustee to select in advance of the date on which the Trustee would otherwise do so the Bonds to be redeemed pursuant to the foregoing schedule.

Notice of any such redemption must be given by the Trustee by first class mail not less than 30 nor more than 60 days prior thereto to the registered owners of the Bonds. Failure to mail any such notice to the registered owner of any Bond or any defect therein shall not affect the validity of the proceedings for such redemption of Bonds.

This Bond and all other Bonds of the series of which it forms a part are issued pursuant to an ordinance adopted by the City Council of the City, which ordinance authorizes the execution and delivery of the Indenture. This Bond and the series of which it forms a part are

limited obligations of the City payable solely from the amounts pledged therefor under the Indenture.

No recourse shall be had for the payment of the principal of, premium, if any, or interest on any of the Bonds or for any claim based thereon or upon any obligation, covenant or agreement in the Indenture contained, against any past, present or future officer, employee or agent, or member of the City Council, of the City, or any successor to the City, as such, either directly or through the City, or any successor to the City, under any rule of law or equity, statute or constitution or by the enforcement of any assessment or penalty or otherwise, and all such liability of any such officer, employee or agent, or member of the City Council, as such, is hereby expressly waived and released as a condition of and in consideration for the execution of the Indenture and the issuance of any of the Bonds.

The owner of this Bond shall have no right to enforce the provisions of the Indenture or to institute action to enforce the covenants therein, or to take any action with respect to any event of default under the Indenture, or to institute, appear in or defend any suit or other proceedings with respect thereto, except as provided in the Indenture.

The Indenture prescribes the manner in which it may be discharged and after which the Bonds shall no longer be secured by or entitled to the benefits of the Indenture, except as provided in the Indenture and for the purposes of registration and exchange of Bonds and of such payment, including a provision that the Bonds shall be deemed to be paid if Federal Obligations, as defined therein, maturing as to principal and interest in such amounts and at such times as to insure the availability of sufficient moneys to pay the principal of, premium, if any, and interest on the Bonds and all necessary and proper fees, compensation and expenses of the Trustee shall have been deposited with the Trustee.

Modifications or alterations of the Indenture, or of any supplements thereto, may be made only to the extent and in the circumstances permitted by the Indenture.

[FORM OF ASSIGNMENT]

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	—	as tenants in common	UNIF GIFT MIN ACT-
TEN ENT	—	as tenants by the entireties	Custodian
JT TEN	—	as joint tenants with right of	(Cust) (Minor)
		survivorship and not as tenants in	under Uniform Gifts to Minors Act
		common	(State)

Additional abbreviations may also be used
though not in the above list.

For Value Received, the undersigned sells, assigns and transfers unto _____

(Name and Address of Assignee)

the within Bond of the City of Chicago and does hereby irrevocably constitute and appoint _____
to transfer said Bond on the books kept for registration thereof with full power of substitution in
the premises.

Dated: _____

Signature Guaranteed: _____

NOTICE: The signature to this assignment must correspond with the name as it appears upon
the face of the within Bond in every particular, without alteration or enlargement or
any change whatever.

[SCHEDULE TO BE ATTACHED ONLY WHEN BONDS ARE IN FLEXIBLE MODE]

Beginning of Flexible Rate Period	End of Flexible Rate Period	Mandatory Purchase Date	Current Flexible Rate	Signature of Trustee
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NOW, THEREFORE, THIS FORTY-THIRD SUPPLEMENTAL INDENTURE WITNESSETH:

GRANTING CLAUSES

That the City, in consideration of the premises and the acceptance by the Trustee
of the trusts hereby created and of the purchase and acceptance of the Bonds by the Registered

Owners thereof, and of the sum of one dollar, lawful money of the United States of America, to it duly paid by the Trustee at or before the execution and delivery of these presents, and for other good and valuable consideration, the receipt of which is hereby acknowledged, in order to secure the payment of the principal of, premium, if any, and interest on the Bonds according to their tenor and effect, to secure the rights of the Bank (as hereinafter defined) to reimbursement of amounts paid by the Bank as a result of a draw or draws on the Letter of Credit for the payment of principal of or interest on the Bonds and the payment of other Series 2012C Bank Obligations (as hereinafter defined) and for payment of the purchase price of Bonds as provided herein and to secure the performance and observance by the City of all the covenants expressed or implied herein, in the Bonds and in the Reimbursement Agreement (as hereinafter defined), does hereby assign and grant a security interest in and to the following to the Trustee, and its successors in trust and assigns forever, for the securing of the performance of the obligations of the City hereinafter set forth (the "*Trust Estate*"):

GRANTING CLAUSE FIRST

All right, title and interest of the City in and to Junior Lien Revenues and Third Lien Revenues, to the extent pledged and assigned in the granting clauses of the Indenture.

GRANTING CLAUSE SECOND

All moneys and securities from time to time held by the Trustee under the terms of this Forty-Third Supplemental Indenture, except for moneys deposited with or paid to the Trustee and held in trust hereunder for the redemption of Bonds, notice of the redemption of which has been duly given.

GRANTING CLAUSE THIRD

Any and all other property, rights and interests of every kind and nature from time to time hereafter by delivery or by writing of any kind granted, bargained, sold, alienated, demised, released, conveyed, assigned, transferred, mortgaged, pledged, hypothecated or otherwise subjected hereto, as and for additional security hereunder by the City or by any other person on its behalf or with its written consent to the Trustee, and the Trustee is hereby authorized to receive any and all such property at any and all times and to hold and apply the same subject to the terms hereof.

TO HAVE AND TO HOLD all and singular the Trust Estate, whether now owned or hereafter acquired, unto the Trustee and its successors in said trust and assigns forever;

IN TRUST NEVERTHELESS, upon the terms and trusts herein set forth for the equal and proportionate benefit, security and protection of all present and future owners of the Bonds, the Series 2012C Bank Obligations and all other Third Lien Obligations issued or secured from time to time under the provisions of this Forty-Third Supplemental Indenture, without privilege, priority or distinction as to the lien or otherwise of any of the foregoing over any other of the foregoing except to the extent herein or in the Indenture otherwise specifically provided;

PROVIDED, HOWEVER, that if the City, its successors or assigns, shall well and truly pay, or cause to be paid, the principal of, premium, if any, and interest on the Bonds and the

Series 2012C Bank Obligations due or to become due thereon, at the times and in the manner set forth therein according to the true intent and meaning thereof, and shall cause the payments to be made on the Bonds and the Series 2012C Bank Obligations as required under Article IV hereof, or shall provide, as permitted hereby, for the payment thereof and shall well and truly cause to be kept, performed and observed all of its covenants and conditions pursuant to the terms of the Indenture, this Forty-Third Supplemental Indenture and the Reimbursement Agreement and shall pay or cause to be paid to the Trustee and the Bank all sums of money due or to become due to it in accordance with the terms and provisions hereof and of the Reimbursement Agreement, then upon the final payment thereof this Forty-Third Supplemental Indenture and the rights hereby granted shall cease, determine and be void; otherwise this Forty-Third Supplemental Indenture shall remain in full force and effect.

This Forty-Third Supplemental Indenture Further Witnesseth, and it is expressly declared, that all Bonds issued and secured hereunder are to be issued, authenticated and delivered and all said property, rights and interests and any other amounts hereby assigned and pledged are to be dealt with and disposed of under, upon and subject to the terms, conditions, stipulations, covenants, agreements, trusts, uses and purposes as herein expressed, and the City has agreed and covenanted, and does hereby agree and covenant, with the Trustee and with the respective owners of the Bonds, as follows:

ARTICLE I

Definitions

All capitalized terms used herein unless otherwise defined shall have the same meaning as used in Article I of the Indenture. In addition, the following words and phrases shall have the following meanings for purposes of this Forty-Third Supplemental Indenture:

“Alternate Letter of Credit” means an irrevocable direct pay letter of credit issued in accordance with Section 5.01(b) hereof.

“Authorized Denominations” means during the Weekly Mode and Flexible Mode, \$100,000 or any integral multiple hereof, and, during the Fixed Mode, \$5,000 or any integral multiple thereof.

“Available Moneys” means (i) moneys which have been paid to the Trustee by the City and have been on deposit with the Trustee for at least 91 days during and prior to which no Event of Bankruptcy shall have occurred and have not been commingled with any other moneys held for less than such 91 days during or prior to which no Event of Bankruptcy shall have occurred, (ii) moneys on deposit with the Trustee representing proceeds from the issuance and sale of the Bonds or representing proceeds from the resale by the Remarketing Agent of Bonds purchased by the Remarketing Agent or the Trustee, which in each case were at all times since their deposit with the Trustee held in a separate and segregated account or accounts or sub-account or sub-accounts in which no moneys which were not Available Moneys were at any time held, (iii) moneys drawn under the Letter of Credit which in each case were at all times since their deposit with the Trustee held in a separate and segregated account or accounts or

sub-account or sub-accounts in which no moneys other than those drawn under the Letter of Credit were at any time held, (iv) moneys which are derived from any other source if the Trustee has received an unqualified opinion of nationally recognized bankruptcy counsel acceptable to the Trustee and any rating agencies which have rated the Bonds that payment of such amounts to the Trustee do not constitute voidable preferences pursuant to the provisions of the United States Bankruptcy Code in the event of bankruptcy by or against the City, (v) if a Letter of Credit is not then in effect, moneys which are held by the Trustee and made available for the purposes herein, and (vi) proceeds from the investment of the foregoing types of moneys once such moneys have become Available Moneys; provided that such proceeds, moneys or income shall not be deemed to be Available Moneys if, among other things, an injunction, restraining order or stay is in effect preventing such proceeds, moneys, or income from being applied to make such payment or purchase.

“Bank” means **[Name of Bank]**, in its capacity as issuer of the initial Letter of Credit, its successors in such capacity, and their assigns. If an Alternate Letter of Credit has been issued and delivered in accordance with Section 5.01(b) hereof, or if a Fixed Rate Letter of Credit has been issued in accordance with Section 5.01(c) hereof, *“Bank”* shall mean the issuer of such Alternate Letter of Credit or Fixed Rate Letter of Credit, as the case may be, its successors in such capacity, and their assigns, provided that if the term *“Bank”* as used in this Forty-Third Supplemental Indenture clearly refers to a bank or other institution which issued a prior Letter of Credit, the term *“Bank”* shall include such bank or other institution to the extent the context shall require.

“Bank-owned Bonds” means Bonds purchased pursuant to clause (a)(4) of Section 2.08 hereof until such time as such Bonds are released by the Bank pursuant to the terms of the Reimbursement Agreement.

“Bond Registrar” means the person designated to serve as Bond Registrar pursuant to Section 2.14 hereof.

“Bondholder” or *“holder”* or *“owner of the Bonds”* or *“registered owner”* means the Registered Owner of any Bond.

“Bonds” means the Chicago O’Hare International Airport General Airport Third Lien Revenue Bonds, Series 2012C, authorized to be issued pursuant to Section 2.01 hereof.

“Business Day” means a day on which banks located in the city in which the principal corporate trust office of the Trustee is located and, if the Letter of Credit is in effect, in the city in which drafts may be presented under the Letter of Credit, are not required or authorized to remain closed, and are not in fact closed and on which the New York Stock Exchange is not closed.

“City” means the City of Chicago, a municipal corporation and home rule unit of local government, organized and existing under the Constitution and laws of the State.

“Code” means the United States Internal Revenue Code of 1986, as amended. References to the Code and to Sections of the Code shall include relevant final, temporary or

proposed regulations thereunder as in effect from time to time and as applicable to obligations issued on the date of issuance of the Bonds.

“Costs of Issuance Account” means the account of that name established in the 2012C Dedicated Sub-Fund as described in Section 4.02 hereof.

“Credit Substitution Date” means the fifth Business Day preceding the expiration, cancellation or termination date of the Letter of Credit then in effect.

“Custody Account” means the account of that name established in Section 9.11 hereof.

“DTC” means The Depository Trust Company, New York, New York, or its nominee, and its successors and assigns, or any other depository performing similar functions.

“Date of Issuance” means the date of original issuance and delivery of the Bonds hereunder.

“Debt Service Reserve Account” means the account of that name established in the 2012C Dedicated Sub-Fund as described in Section 4.02 hereof.

“Delivery Office” shall mean the following offices of the Remarketing Agent and the Trustee, respectively:

Remarketing Agent: **[Name of Remarketing Agent]**

Attention: _____

Trustee: U.S. Bank National Association
 135 South LaSalle Street
 Chicago, Illinois 60603
 Attention: Corporate Trust Administration

“Event of Bankruptcy” means the filing of a petition in bankruptcy or the commencement of a proceeding under the United States Bankruptcy Code or any other applicable law concerning insolvency, reorganization or bankruptcy by or against the City as debtor, other than any involuntary proceeding that has been finally dismissed without entry of an order for relief or similar order and as to which all appeal periods have expired.

“Exempt Facilities” means airports and functionally related and subordinate facilities within the meaning of and qualifying under Section 142(a)(1) of the Code.

“Fixed Mode” means an Interest Mode designated as such in a Mode Adjustment Notice and extending from the designated Mode Adjustment Date to the stated maturity date of the Bonds pursuant to Section 2.04 hereof.

“Fixed Rate” means the rate of interest borne by the Bonds in the Fixed Mode.

“Fixed Rate Conversion” means the conversion of the interest rate to be borne by all Bonds to the Fixed Rate pursuant to Section 2.04 hereof.

“Fixed Rate Conversion Date” means the date which has been designated by the City as the date upon which the Bonds begin to bear interest at the Fixed Rate as provided in Section 2.04 hereof, whether or not the Fixed Rate Conversion actually occurs on such date.

“Fixed Rate Letter of Credit” means an irrevocable direct pay letter of credit issued in accordance with Section 5.01(c) hereof.

“Flexible Date” means, with respect to each Bond in the Flexible Mode, the first Business Day next succeeding the last day of any Flexible Period. *“Flexible Date”* also means, with respect to each Bond, the Mode Adjustment Date commencing a Flexible Mode.

“Flexible Mode” means an Interest Mode during which the rate of interest borne by the Bonds is determined on a Flexible Date as set forth in Section 2.03(c) hereof.

“Flexible Period” means, with respect to each Bond, each consecutive Rate Period (from 1 to 270 days) established pursuant to Section 2.03(c) hereof during which such Bond shall bear interest at the Flexible Rate.

“Flexible Rate” means, with respect to each Bond for a Flexible Period, a fixed rate on such Bond established pursuant to Section 2.03(d) hereof.

“Forty-Third Supplemental Indenture” means this Forty-Third Supplemental Indenture and any amendments and supplements hereto.

“Indenture” means the Master Indenture of Trust Securing Chicago O’Hare International Airport General Airport Third Lien Obligations, dated as of March 1, 2002, as amended, from the City to the Trustee, pursuant to which Third Lien Obligations are authorized to be issued, and any amendments and supplements thereto, including this Forty-Third Supplemental Indenture. References to Articles and Sections of the Indenture shall be deemed to refer to Articles and Sections of the Indenture as amended.

“Interest Mode” means a period of time relating to the frequency with which the interest rate on the Bonds is determined pursuant to Sections 2.03 and 2.04 hereof. An Interest Mode may be a Weekly Mode, a Flexible Mode or the Fixed Mode.

“Interest Payment Date” means as to any Weekly Mode, the first Business Day of each calendar month; as to any Flexible Period, the Flexible Date on which the next succeeding Flexible Period begins and the Mode Adjustment Date at the end of a Flexible Mode; and as to the Fixed Mode, January 1 and July 1.

“Interest Period” means, with respect to the Bonds, the period from and including each Interest Payment Date for each Interest Mode to and including the day immediately preceding the following Interest Payment Date for such Interest Mode, except that the first Interest Period shall be the period from and including the Date of Issuance to and including the day immediately preceding the first Interest Payment Date.

“Letter of Credit” means the irrevocable direct pay Letter of Credit relating to the Bonds issued by the Bank to the Trustee contemporaneously with the original issuance of the Bonds, or any extensions thereof, provided that upon the issuance and delivery of an Alternate Letter of Credit in accordance with Section 5.01(b) hereof or a Fixed Rate Letter of Credit in accordance with Section 5.01(c) hereof, *“Letter of Credit”* shall mean such Alternate Letter of Credit or Fixed Rate Letter of Credit, or any extension thereof, as the case may be.

“Letter of Credit Account” means the account of that name established in the 2012C Dedicated Sub-Fund as described in Section 4.02 hereof.

“Mandatory Purchase Date” means any date on which the Bonds shall be subject to mandatory purchase pursuant to Section 2.08 hereof.

“Mode Adjustment Date” means the Date of Issuance and thereafter each date on which an Interest Mode is adjusted.

“Mode Adjustment Notice” means the notice distributed to the Notice Parties of a new Interest Mode.

“Moody’s” means Moody’s Investors Service, Inc., a corporation organized and existing under the laws of the State of Delaware, its successors and assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, *“Moody’s”* shall be deemed to refer to any other nationally recognized securities rating agency designated by the City by notice to the Trustee.

“Notice Parties” shall mean the City, the Trustee, any Co-Trustee, the Bank, the Remarketing Agent, any Paying Agent and the Bond Registrar; provided, however, that with respect to any party which is giving or sending a required notice hereunder *“Notice Parties”* shall not include the party giving or sending such notice.

“Ordinance” means the ordinance duly adopted and approved by the City Council of the City on _____, 2012, Part C and, to the extent applicable, Parts A and D, which authorize the issuance and sale of the Bonds and the execution of this Forty-Third Supplemental Indenture and the Reimbursement Agreement.

“Participant,” when used with respect to any Securities Depository, means any participant of such Securities Depository.

“Paying Agent” means any Paying Agent designated by the Trustee pursuant to Section 9.12 hereof, and any successor thereto.

“Pledged Bonds” means Bonds held in the Custody Account hereunder.

“Principal and Interest Account” means the account of that name established in the 2012C Dedicated Sub-Fund as described in Section 4.02 hereof.

“Principal and Interest Account Requirement” means (a) from _____, 2012, and thereafter for as long as the Bonds bear a Variable Rate, an amount equal to (i) six

month's interest on the Bonds based upon the aggregate principal amount of Bonds Outstanding as of the first day of the current Bond Year and an assumed interest rate of 12 percent, plus (ii) one-half of the Principal Installment coming due on the Bonds on the next succeeding January 1, and (b) during such time as the Bonds bear interest at a Fixed Rate, an amount, calculated as of each January 2, equal to the total Principal Installments and interest due on the Bonds during the twelve-month period ending on the next succeeding January 1.

"Prior Airport Obligations" means _____.

"Program Fee Account" means the account of that name established in the 2012C Dedicated Sub-Fund as described in Section 4.02 hereof.

"Program Fees" means:

(a) the fees, expenses and other charges payable to each Fiduciary, including the Trustee and any Paying Agent, pursuant to the provisions of Section 1006 of the Indenture; provided that if at any time there shall be any Series of Third Lien Obligations Outstanding other than the Bonds, then "Program Fees," for purposes of this Forty-Third Supplemental Indenture, shall mean only such portion of such fees, expenses and other charges as shall be payable with respect to, or properly allocable to, the duties performed by each such Fiduciary with respect to the Bonds;

(b) the fees, expenses and other charges payable hereunder or under the Remarketing Agreement to the Remarketing Agent;

(c) the fees, expenses and other charges constituting Series 2012C Bank Obligations (exclusive of amounts, representing reimbursement of draws under the Letter of Credit or interest thereon or prepayment penalties with respect thereto) payable under the Reimbursement Agreement to the Bank; and

(d) any other fees, expenses and other charges of a similar nature payable by the City to any person hereunder or otherwise with respect to the Bonds.

"Purchase Date" means the Business Day designated by the owner of a Bond in the Weekly Mode in a Tender Notice as the date for purchase by the Trustee of such Bond in accordance with Section 2.06 hereof.

"Purchase Price" means an amount equal to 100% of the principal amount of any Bond tendered or deemed tendered pursuant to Section 2.06 or Section 2.08 hereof, plus accrued and unpaid interest thereon to the Purchase Date, except that if the Purchase Date under Section 2.06 hereof or the Mandatory Purchase Date under Section 2.08 hereof is an Interest Payment Date for any Bond, the Purchase Price of such Bond shall not include accrued and unpaid interest thereon due and payable on such Interest Payment Date (provision for which is made in Section 4.06 of this Forty-Third Supplemental Indenture).

"Rate Adjustment Date" means the date as of which the interest rate determined for a Rate Period shall be effective, which (i) during a Weekly Mode shall be the day immediately succeeding each Rate Determination Date, (ii) during a Flexible Mode shall be the

Flexible Date commencing each Flexible Period, and (iii) during the Fixed Mode shall be the Fixed Rate Conversion Date; provided, however, that in the event a new Interest Mode shall be designated, the Mode Adjustment Date shall be a Rate Adjustment Date.

“Rate Determination Date” means, with respect to the Bonds, (i) during a Weekly Mode, each Tuesday, or if such Tuesday is not a Business Day, the immediately succeeding Business Day, (ii) for a Flexible Period, not later than 12:30 p.m., New York City time, on the Flexible Date commencing such Flexible Period, and (iii) for the Fixed Mode, a date not later than the Business Day before the Rate Adjustment Date.

“Rate Period” means the period from a Rate Adjustment Date to but not including the next succeeding Rate Adjustment Date.

“Record Date” means during a Weekly Mode and Flexible Mode, the close of business on the Business Day immediately preceding each Interest Payment Date, and during the Fixed Mode, June 15 and December 15 of each year.

“Registered Owner” or *“Owner”* means the person or persons in whose name or names a Bond shall be registered on the books of the City kept for that purpose in accordance with the provisions hereof.

“Reimbursement Agreement” means the Reimbursement Agreement dated as of _____, 2012 between the City and the Bank pursuant to which the Letter of Credit is issued by the Bank and delivered to the Trustee, and any and all modifications, alterations, amendments and supplements thereto; except that, upon the issuance and delivery of an Alternate Letter of Credit in accordance with Section 5.01(b) hereof or a Fixed Rate Letter of Credit in accordance with Section 5.01(c) hereof, *“Reimbursement Agreement”* shall mean the reimbursement or credit agreement between the City and the issuer of such Alternate Letter of Credit or Fixed Rate Letter of Credit, as the case may be, and any and all modifications, alterations, amendments and supplements thereto.

“Remarketing Agent” means [Name of Remarketing Agent], and its successors and assigns.

“Remarketing Agreement” means the Remarketing Agreement dated as of _____, 2012, among the City, the Trustee and the Remarketing Agent, or any replacement or substitute remarketing agreement with respect to the Bonds entered into by the City.

“Reserve Requirement” means [an amount equal to the lesser of (a) \$_____, or (b) the maximum amount of Annual Third Lien Debt Service payable on the Bonds for the current or any future Bond Year.]

“Securities Depository” means DTC and any other securities depository registered as a clearing agency with the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934, as amended, and appointed as the securities depository for the Bonds.

“Series 2012C Bank Note” means, collectively, any and all notes issued by the City to the order of the Bank under the Reimbursement Agreement in connection with the issuance of the Bonds.

“Series 2012C Bank Obligations” means any and all amounts due and owing to the Bank under the Series 2012C Bank Note and the Reimbursement Agreement, including, but not limited to, reimbursement of amounts paid by the Bank as a result of a draw or draws on the Letter of Credit, the repayment of amounts due under the Series 2012C Bank Note together with interest thereon and fees and charges payable to the Bank.

“S&P” means Standard & Poor’s, a division of McGraw-Hill, Inc., its successors and assigns, and, if S&P shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “S&P” shall be deemed to refer to any other nationally recognized securities rating agency designated by the City by notice to the Trustee.

“State” means the State of Illinois.

“Tender Notice” means, except as otherwise provided in Section 2.15(f)(ii) hereof, written notice of an owner delivered to the Trustee evidencing an owner’s election to tender Bonds in the Weekly Mode, all in accordance with Section 2.06 hereof.

“Trust Estate” means the property conveyed to the Trustee pursuant to the Granting Clauses hereof.

“Trustee” means U.S. Bank National Association, a national banking association organized and existing under the laws of the United States of America, and its successors and any entity resulting from or surviving any consolidation or merger to which it or its successors may be a party, and any successor Trustee at the time serving as successor trustee hereunder.

“2012C Dedicated Sub-Fund” means the fund of that name established and described in Section 4.02 hereof.

“Undelivered Bonds” means (i) Bonds which are deemed to have been purchased as provided in Section 2.08 hereof or (ii) Bonds for which a valid and effective Tender Notice has been received, but, in either case, which Bonds have not been delivered to the Trustee or any Paying Agent as required hereunder.

“Variable Rate” means the rate of interest payable on the Bonds prior to the Fixed Rate Conversion, determined for each Interest Mode as provided in Section 2.03 hereof.

“Weekly Mode” means an Interest Mode during which the rate of interest borne by the Bonds is determined as set forth in Section 2.03(b) hereof.

“Weekly Rate” means, for each Rate Period during any Weekly Mode, the rate of interest established pursuant to Section 2.03(d) hereof.

ARTICLE II

The Bonds

Section 2.01. Authorized Amount of Bonds. No Bonds may be issued under the provisions of this Forty-Third Supplemental Indenture except in accordance with this Article. The Bonds are being issued to provide funds to pay and retire the Prior Airport Obligations and to pay Costs of Issuance of the Bonds. Except as provided in Section 2.13 hereof, the total principal amount of Bonds that may be issued hereunder is expressly limited to \$_____.

Section 2.02. Issuance of Bonds; Denominations; Numbers. The Bonds shall be designated "City of Chicago, Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds, Series 2012C" and shall, except as otherwise provided in this Section 2.02, be dated the date of delivery of the Bonds and shall bear interest from the date thereof, and thereafter shall be dated on and shall bear interest from the Interest Payment Date next preceding the date of authentication, unless the date of authentication is an Interest Payment Date to which interest has been paid or duly provided for, in which case from the date thereof or unless no interest has been paid or duly provided for on the Bonds, in which case from the date of delivery of the Bonds until paid, in each case at the rates set forth in Sections 2.03 and 2.04 hereof, and shall mature, unless sooner paid, on **January 1, ____**, on which date all unpaid principal and interest on the Bonds shall be due and payable.

The Bonds shall be issued as registered bonds without coupons. During any Weekly Mode or Flexible Mode, the Bonds shall be issued in denominations of \$100,000 each or any integral multiple thereof, and during the Fixed Mode the Bonds shall be issued in denominations of \$5,000 each or any integral multiple thereof. The Bonds shall be numbered consecutively from R-1 upwards bearing numbers not then contemporaneously outstanding (in order of issuance) according to the records of the Bond Registrar.

The principal of, premium, if any, and interest on the Bonds shall be payable in lawful money of the United States of America. The principal of and premium, if any, on all Bonds shall be payable at the principal corporate trust office of the Trustee upon the presentation and surrender of the Bonds as the same become due and payable. The interest on the Bonds shall be paid by check drawn upon the Trustee and mailed to the persons in whose names the Bonds are registered at his or her address as it appears on the registration books maintained by the Bond Registrar at the close of business on the Record Date next preceding each Interest Payment Date or at such other address as is furnished in writing by such owner to the Bond Registrar. Interest on the Bonds shall be paid by wire transfer to any registered owner who at the close of business on such Record Date has given written notice of his or her wire transfer address in the continental United States to the Bond Registrar prior to such Record Date (which notice may provide that it will remain in effect until revoked), provided that each such wire transfer shall *only be made with respect to an owner of \$1,000,000 or more in aggregate principal amount of the Bonds as of the close of business on such Record Date.*

Promptly on each Record Date, the Trustee shall calculate the amount of interest to be paid on the next succeeding Interest Payment Date and shall, not later than 12:00 noon,

New York City time, on the Record Date next preceding such Interest Payment Date, notify the City of the amount of interest to be paid.

Section 2.03. Interest Rates on Bonds.

(a) *General.* The interest on the Bonds in a Weekly Mode or Flexible Mode shall be payable on the applicable Interest Payment Date as herein described, computed on the basis of a 365 or 366-day year, as applicable, for the number of days actually elapsed. The initial Interest Payment Date shall be _____, 2012. The interest on the Bonds in the Fixed Mode shall be payable semiannually on January 1 and July 1 of each year, computed on the basis of a 360-day year, consisting of twelve 30-day months. The Bonds shall bear interest for each Rate Period at the rate determined by the Remarketing Agent for such Rate Period. For the period from and including the date of initial authentication and delivery of the Bonds to and including _____, 2012, the interest rate on the Bonds shall be _____% per annum.

(b) *Weekly Mode.* For a Weekly Mode the interest rate for the Bonds shall be determined in the following manner. At or before 2:00 p.m., New York City time, on each Rate Determination Date for each Weekly Mode the Remarketing Agent shall determine, in accordance with subparagraph (d) hereof, the Weekly Rate to be borne by the Bonds during the relevant Rate Period. The Weekly Rate so determined shall be effective as of the relevant Rate Adjustment Date. The Remarketing Agent shall promptly notify the Trustee of the Weekly Rate, promptly confirmed in writing.

(c) *Flexible Mode.* (1) For a Flexible Mode the interest rate on the Bonds shall be determined in the following manner. At or before 12:30 p.m., New York City time, on the Rate Determination Date for each Flexible Period the Remarketing Agent shall determine, in accordance with subparagraph (d) hereof, the Flexible Rate to be borne by the related Bond or Bonds during the relevant Rate Period. The Flexible Rate so determined shall be effective as of the relevant Rate Adjustment Date.

(2) Each Flexible Period shall be determined by the Remarketing Agent (which may be from one to 270 days) based upon the Remarketing Agent's judgment after consultation with the City that the length of the Flexible Period will be beneficial to the City. Interest on the Bonds bearing interest at a Flexible Rate will accrue from the Flexible Date commencing such Flexible Period to, and including, the last day of such Period.

Each Flexible Period shall be established by the Remarketing Agent such that:

(i) the Interest Payment Date for such Flexible Period is not less than ten days prior to the stated expiration date or termination date of the Letter of Credit then in effect;

(ii) the Interest Payment Date for such Flexible Period shall be a Business Day;

(iii) in the event any Bonds are subject to mandatory redemption or the City has given a directive to the Trustee to redeem Bonds pursuant to Section 3.01 hereof, no

Flexible Period for such Bonds shall extend beyond the mandatory redemption date or redemption date provided in such directive; provided that in either case if the Bonds shall be redeemed in part, the Flexible Period for the Bonds not to be so redeemed may, but shall not be required to, extend beyond the redemption date provided in such directive; and

(iv) no Flexible Period determined by the Remarketing Agent shall extend beyond a Mode Adjustment Date, Fixed Rate Conversion Date or Credit Substitution Date.

There can be different Flexible Periods and thus different Flexible Rates for the Bonds at any one time.

The Flexible Period for each Bond that is not remarketed by the Remarketing Agent shall have a duration of one day; provided, however, that if the day succeeding any Flexible Period of one day's duration would not be a Business Day, such Flexible Period shall have a duration equal to the number of days required so that the day immediately succeeding the last day of such Flexible Period shall be a Business Day. Such Bond shall bear interest at the Flexible Rate corresponding to the duration of such Flexible Period, as determined by the Remarketing Agent, from the applicable Rate Adjustment Date through the expiration of such Flexible Period.

(3) The Remarketing Agent shall promptly notify the City, the Trustee and the Bank of the Flexible Rate and Flexible Period so determined, promptly confirmed in writing.

(d) The Remarketing Agent shall determine each Variable Rate on each Rate Determination Date as that rate which, in the sole judgment of the Remarketing Agent, shall be the interest rate borne by a Bond necessary to enable the Remarketing Agent to sell such Bond on such Rate Determination Date at a price equal to 100% of the principal amount and accrued interest, if any, thereon. In determining each Variable Rate pursuant to this Section 2.03, the Remarketing Agent shall take into account to the extent applicable (1) market interest rates for comparable securities held by tax exempt, open-end municipal bond funds or other institutional or private investors with substantial portfolios (i) with interest rate adjustment periods and demand purchase options substantially identical to the Bonds, (ii) bearing interest at a variable rate intended to maintain a value equal to 100% of the principal amount thereof, and (iii) rated by a national credit rating agency in the same category as the Bonds; (2) other financial market rates and indices which may have a bearing on the Variable Rate (including, but not limited to, rates borne by commercial paper, tax-exempt commercial paper, HUD project notes, Treasury Bills, commercial bank prime rates, certificate of deposit rates, federal funds rates, the London Interbank Offered Rate, indices maintained by *The Bond Buyer*, and other publicly available tax-exempt interest rate indices); (3) general financial market conditions (including current forward supply); and (4) industry, economic or financial conditions which may affect or be relevant to the Bonds.

(e) The determination by the Remarketing Agent in accordance with this Section 2.03 of the Weekly Rate, the Flexible Period and the Flexible Rate shall be conclusive

and binding on the owners of the Bonds and the Notice Parties. Failure by the Trustee or any Paying Agent to give any notice required hereunder, or any defect therein, shall not affect the interest rate borne by the Bonds or the rights of the owners thereof pursuant to Section 2.06 hereof.

(f) If for any reason the position of Remarketing Agent is vacant or the Remarketing Agent fails to act on the Rate Determination Date, (i) if the Bonds are in a Weekly Mode, the Weekly Rate for the immediately preceding Rate Period shall remain in effect until a new Remarketing Agent is appointed or the Remarketing Agent determines a new Weekly Rate, and (ii) if the Bonds are in the Flexible Mode, each successive Flexible Period shall be equal to 30 days and the Flexible Rate shall be equal to *The Bond Buyer Tax-Exempt Prime Commercial Paper Rate (30 days)* for the most recent period or any comparable composite rate for short-term, tax-exempt securities, as determined by the Trustee.

(g) Anything herein or in the Bonds to the contrary notwithstanding, no payment constituting interest on the Bonds shall be required to the extent that it exceeds the lesser of (i) _____% per annum, or (ii) if the Bonds are secured by a Letter of Credit, the maximum interest rate on the Bonds used for purposes of calculating the stated amount of the Letter of Credit.

Section 2.04. Conversion to Fixed Rate on Bonds.

(a) At the option of the City, the rate of interest payable on the Bonds shall be permanently converted from a Variable Rate to the Fixed Rate. The Fixed Rate Conversion Date shall be any Interest Payment Date for which the applicable notices described in subparagraph (d) of this Section 2.04 have been given. In order to exercise the Fixed Rate Conversion option, the City shall deliver a Mode Adjustment Notice to the Notice Parties directing such Fixed Rate Conversion. The Mode Adjustment Notice shall specify the period during which the Fixed Rate shall be determined and the Fixed Rate Conversion Date, which shall be not less than 35 days following the receipt by the Trustee of such Fixed Rate Conversion notice. Such notice shall be accompanied by a Fixed Rate Letter of Credit or a binding commitment therefor or if no Fixed Rate Letter of Credit will be effective after the Fixed Rate Conversion Date, a statement by the City to that effect.

(b) No Fixed Rate shall be established unless, on or before 35 days prior to the Fixed Rate Conversion Date, an opinion of Bond Counsel has been delivered to the Trustee to the effect that the Fixed Rate Conversion in accordance with the provisions of this Forty-Third Supplemental Indenture (1) is lawful under the Constitution and laws of the State and complies with the provisions of this Forty-Third Supplemental Indenture, and (2) will not adversely affect the exclusion of interest on the Bonds from gross income for Federal income tax purposes (other than with respect to an alternative minimum tax imposed on interest on the Bonds). Such opinion of Bond Counsel shall be confirmed in writing by such Bond Counsel on the Fixed Rate Conversion Date.

(c) Unless and until the conditions for Fixed Rate Conversion set forth in this Section 2.04 are satisfied, the Bonds shall continue in the then current Interest Mode and continue to bear interest at a Variable Rate determined as provided in Section 2.03 hereof.

(d) Unless the City exercises its option not to convert as described in subparagraph (e) below, the Trustee shall give telephonic notice, confirmed in writing, to the Bank of the date of the Fixed Rate Conversion and shall mail by first class mail a notice to each owner of the Bonds not less than 30 days prior to the Fixed Rate Conversion Date stated in the notice from the City stating:

(1) that the interest rate on the Bonds may be converted to a Fixed Rate;

(2) the Fixed Rate Conversion Date;

(3) that after the Fixed Rate Conversion the owners of the Bonds will no longer have the right to tender Bonds to the Trustee for purchase, specifying the last times and dates prior to the Fixed Rate Conversion Date on which such Bonds must be delivered for purchase, and upon which notice must be given; and

(4) that all Bonds will be purchased pursuant to Section 2.08 hereof on the Fixed Rate Conversion Date.

(e) The City shall have the option, to be exercised prior to the date the Trustee mails a notice to each owner of the Bonds pursuant to subparagraph (d) above, to elect not to convert the Bonds to the Fixed Mode. The City shall give any such notice to the Notice Parties in writing. If the City elects not to convert the Bonds to the Fixed Mode, the Bonds shall continue in the then current Interest Mode and continue to bear interest at a Variable Rate determined as provided in Section 2.03 hereof.

(f) Not later than the last Business Day preceding the Fixed Rate Conversion Date, the Remarketing Agent shall determine the Fixed Rate as that rate of interest which, in the sole judgment of the Remarketing Agent, would result as nearly as practicable in the market value of the Bonds on the Fixed Rate Conversion Date being equal to 100% of the principal amount thereof. Notice of the Fixed Rate shall be promptly given by the Remarketing Agent to the Trustee and the other Notice Parties. In determining the Fixed Rate pursuant to this Section, the Remarketing Agent shall take into account to the extent applicable (1) market interest rates for comparable securities which are held by institutional and private investors with substantial portfolios (i) with a term equal to the period to maturity remaining on the Bonds, (ii) the interest on which is exempt from Federal income taxation, (iii) rated, if the Bonds are rated by a national credit rating agency, in the same rating category as the Bonds, and (iv) with redemption provisions similar to those of the Bonds; (2) other financial market rates and indices which have a bearing on the Fixed Rate (including, but not limited to, rates borne by industrial development bonds, pollution control revenue bonds, public power bonds, housing bonds, other revenue bonds, general obligation bonds, United States Treasury obligations, commercial bank prime rates, certificate of deposit rates, federal funds rates, indices maintained by *The Bond Buyer* and other publicly available tax-exempt interest rate indices); (3) general financial market conditions (including current forward supply); and (4) industry, economic or financial conditions which may affect or be relevant to the Bonds. Upon the date stated in the Mode Adjustment Notice as the Fixed Rate Conversion Date, the Fixed Rate shall be effective and shall be equal to the Fixed Rate so determined by the Remarketing Agent.

(g) The determination of the Fixed Rate by the Remarketing Agent in accordance with this Section shall be conclusive and binding on the owners of the Bonds and the other Notice Parties.

(h) If for any reason the position of Remarketing Agent is vacant or the Remarketing Agent fails to act by the Fixed Rate Conversion Date, the Bonds shall continue to bear interest in the then current Interest Mode and continue to bear interest at the Variable Rate determined as provided in Section 2.03 hereof.

(i) Upon any Fixed Rate Conversion as provided in this Section, the Bonds shall be subject to mandatory purchase in accordance with Section 2.08 hereof, and the owners shall be notified of the Fixed Rate Conversion as provided herein and therein. No Bonds (other than Bonds remarketed as Fixed Rate Bonds) shall be remarketed by the Remarketing Agent subsequent to the date of notice of Fixed Rate Conversion unless the Remarketing Agent procures an acknowledgment from the purchaser of such remarketed Bonds of receipt of notice of (1) the Fixed Rate Conversion and (2) the fact that there may not be a Fixed Rate Letter of Credit in effect after the Fixed Rate Conversion. The Bonds shall be deemed purchased and shall be delivered to the Remarketing Agent for remarketing in accordance with Section 2.07 hereof.

(j) Not later than 31 days prior to a proposed *Fixed Rate Conversion Date*, the City may direct the Trustee in writing to select in advance of the date on which the Trustee would otherwise do so the Bonds to be redeemed prior to maturity pursuant to Section 3.01(b) hereof on each subsequent mandatory redemption date specified in such direction. Thereafter, but not later than ten days prior to the effective date of such conversion, the Trustee shall:

(1) assign a distinctive number (a "*Tentative Serial Bond Number*") to each \$5,000 in principal amount of the Bonds then outstanding;

(2) treating each Tentative Serial Bond Number as a separate Bond, select by lot in such manner as the Trustee deems appropriate and fair the particular Bonds to be redeemed on each subsequent mandatory redemption date specified in the City's direction, in such manner that the aggregate principal amount of Bonds required by Section 3.01(b) hereof to be redeemed on each such date shall be so redeemed;

(3) assign to each Bond selected to be redeemed prior to maturity a distinctive number (a "*Permanent Serial Bond Number*") corresponding to its Tentative Serial Bond Number, whereupon the Tentative Serial Bond Numbers previously assigned to all such Bonds and to any Bonds not so selected shall lapse and shall no longer be effective; and

(4) provide the City, the Remarketing Agent and the Bank with copies of a list of all Permanent Serial Bond Numbers assigned to the Bonds and the date on which each Bond bearing a Permanent Serial Bond Number is scheduled to be redeemed prior to its stated maturity.

The Trustee shall cause to be noted on each Bond thereafter authenticated the Permanent Serial Bond Number or Numbers, if any, assigned to such Bond and the date on which the Bond or a portion thereof in the principal amount of \$5,000 bearing such permanent

Serial Bond Number is scheduled to be redeemed. In addition the Remarketing Agent shall apply for and, if available, cause to be printed on each Bond scheduled to be redeemed on a particular date pursuant to the preceding provisions of this Section a separate CUSIP number that, either on its face or by reference to an index or directory or otherwise, identifies the date on which such Bond is scheduled to be redeemed prior to its stated maturity date.

Solely for the purpose of selecting Bonds for redemption prior to maturity, whether at the option of the City pursuant to Section 3.01(b) hereof or otherwise, all of the Bonds scheduled to be redeemed on a particular date pursuant to the preceding provisions of this Section shall be deemed to mature on that date.

If any condition to the Fixed Rate Conversion to a Fixed Rate shall not have been satisfied on the Fixed Rate Conversion Date, the mandatory redemption dates determined pursuant to this Section 2.04(j) shall be of no force or effect.

Section 2.05. Interest Modes.

(a) The Interest Mode from the Date of Issuance until further designated by the Remarketing Agent shall be a Weekly Mode. Thereafter, in order to designate a new Interest Mode which shall apply to all Bonds (other than as provided in Section 2.04 hereof which allows the City to convert to the Fixed Mode), the Remarketing Agent, in consultation with the City, shall provide a Mode Adjustment Notice to the Notice Parties stating (1) the Mode Adjustment Date, which date shall be an Interest Payment Date at least 20 days, in the case of a change to a Weekly Mode or Flexible Mode, after the date on which the Mode Adjustment Notice is received by the Trustee, and (2) the Interest Mode that will be effective on such Mode Adjustment Date; furthermore, in the case of a change from a Flexible Mode to any other Interest Mode, such Mode Adjustment Date must be an Interest Payment Date with respect to all Bonds. The Remarketing Agent may designate a new Interest Mode upon a determination by the Remarketing Agent that a change to the Interest Mode would result in the lowest overall cost to the City.

(b) Not later than five days following receipt by the Trustee of a Mode Adjustment Notice, the Trustee shall mail to each Bond owner by registered or certified mail a notice containing the same information as that contained in the Mode Adjustment Notice.

(c) The owners of the Bonds, by their acceptance of the Bonds, agree to tender their Bonds to the Trustee, as more specifically provided for in Section 2.08 hereof.

(d) If for any reason following the delivery of any Mode Adjustment Notice, a new Interest Mode, a new Rate Period or the Fixed Rate is not effective, the Bonds shall continue to bear interest in the then current Interest Mode, and all rights, privileges and obligations of the Bondholders and the Notice Parties shall continue as they were as though such Mode Adjustment Notice had not been given, except the provisions of Section 2.08 hereof shall be applicable. The failure of a new Interest Mode, a new Rate Period or the Fixed Rate to become effective shall not be deemed to be a default under this Forty-Third Supplemental Indenture.

(e) From the date on which (1) the City gives notice to the Trustee of its election to redeem any Bonds pursuant to Section 3.01 hereof, (2) the Trustee gives the notice of a mandatory purchase pursuant to Section 2.08 hereof, or (3) the Remarketing Agent gives a Mode Adjustment Notice, to the day on which such redemption, purchase or Interest Mode adjustment is scheduled to occur, no new Interest Mode may become effective with respect to Bonds affected by such events. The Remarketing Agent shall upon designation of a Mode Adjustment Date or Fixed Rate Conversion Date only remarket Bonds for delivery not later than such Mode Adjustment Date or Fixed Rate Conversion Date, as the case may be.

(f) For each Interest Mode, the Interest Payment Date and method of calculating interest due, the Record Date, the dates of the Mode Adjustment Notice, the Optional Tender Notice, the Optional Tender Date, the date of delivery of Bonds upon Optional Tender, the Rate Determination Date, the Rate Adjustment Date and the date of the Notice of Variable/Fixed Rate shall be determined in accordance with the schedule set forth upon the following pages, provided that in the event of any conflict between the provisions of this Section 2.05(f) and any other provisions of this Forty-Third Supplemental Indenture, such other provisions shall govern:

	Flexible Mode	Weekly Mode
Interest Payment Date and Method of Calculation	Flexible Date on which next succeeding Flexible Period begins and Mode Adjustment Date at end of Flexible Mode; on actual days elapsed over 365/366 day year	First Business Day of month; on actual days elapsed over 365/366 day year
Record Date	Business Day preceding Interest Payment Date	Business Day preceding Interest Payment Date
Mode Adjustment Notice	Trustee to mail notice to owner not later than 15 days preceding Mode Adjustment Date	Trustee to mail notice to owner not later than 15 days preceding Mode Adjustment Date
Optional Tender Notice	None	Irrevocable written Tender Notice to Trustee; not later than 3:00 p.m. New York City time on any Business Day
Optional Tender Date	None	Business Day specified in written Tender Notice at least seven days following notice
Delivery of Bonds Upon Optional Tender	None	12:00 noon New York City time on Purchase Date

	Flexible Mode	Weekly Mode
Rate Determination Date	For each Bond by 12:30 p.m. New York City time on the Flexible Date commencing the relevant Flexible Period	By 2:00 p.m., New York City time, each Tuesday or, if Tuesday is not a Business Day, the immediately succeeding Business Day
Rate Adjustment Date and Rate Period	For each Bond, the Flexible Date commencing the relevant Flexible Period for such Bond; effective for relevant Flexible Period (not to exceed 270 days)	Wednesday of each week or the Business Day immediately succeeding the Rate Determination Date, effective through the immediately succeeding Rate Determination Date
Notice of Variable/Fixed Rate	Notice to owner through confirmation mailed by Remarketing Agent promptly after Flexible Date commencing the relevant Flexible Period	

Fixed Mode

Interest Payment Date and Method of Calculation	Semi-annually on January 1 and July 1; on 360 day year of twelve 30-day months
Record Date	June 15 and December 15
Mode Adjustment Notice	Trustee to mail notice to owner not later than 30 days preceding Fixed Rate Conversion Date
Optional Tender Notice	None
Optional Tender/Purchase Date	None
Delivery of Bonds Upon Optional Tender	None
Rate Determination Date	One time determination of the Fixed Rate by last Business Day preceding Fixed Rate Conversion Date
Rate Adjustment Date	Fixed Rate Conversion Date, effective until redemption or final maturity of Bonds
Notice of Variable/Fixed Rate	Remarketing Agent to mail owner notice of Fixed Rate promptly after determination thereof

Section 2.06. Purchase of Bonds.

(a) During any Weekly Mode, any Bond (other than Pledged Bonds or Bank-owned Bonds) shall be purchased by the Trustee in accordance with Section 9.06 hereof on any Purchase Date at the Purchase Price thereof upon the demand of the owner. As a condition precedent to the purchase of Bonds on any Purchase Date, the owner must deliver to the Trustee at its Delivery Office (i) a Tender Notice not later than 3:00 p.m., New York City time, on any Business Day, and (ii) unless other delivery has been made satisfactory to the Trustee at any time the Bonds are held in book-entry form by a Securities Depository, the Bonds, together with an

appropriate instrument of transfer or a blank bond power, not later than 12:00 noon, New York City time, on the Purchase Date. Owners delivering Bonds to the Trustee after the applicable time on the applicable date as set forth above shall not be entitled to receive payment of the Purchase Price from the Trustee until the Business Day following the date of delivery of the Bonds.

Provided the Tender Notice and Bonds are delivered by the time and in the manner specified herein, tendered Bonds shall be purchased by the Trustee on the Purchase Date which shall be on the Business Day specified in the Tender Notice which is at least seven days (which day must be a Business Day) immediately following receipt of the Tender Notice by the Trustee and not later than the then next succeeding Mode Adjustment Date.

(b) Any Tender Notice received by the Trustee pursuant to this Section shall be effective upon receipt and shall be irrevocable. Any Bond for which such Tender Notice has been received shall be deemed to have been tendered on the Purchase Date, and such owner shall not be entitled to any payment (including any interest accrued from or subsequent to the Purchase Date) other than the Purchase Price for such Undelivered Bonds, and any Undelivered Bonds shall no longer be entitled to the benefits of the Indenture, except for the payment of the Purchase Price therefor and interest thereon to such Purchase Date.

(c) It is the express intention of the parties hereto that any purchase, sale or transfer of Bonds, as provided in this Section, shall not constitute or be construed to be the extinguishment of any Bonds or the reissuance of any Bonds.

(d) The Tender Notice shall state (i) the CUSIP number of the Bond, (ii) the principal amount thereof, and if less than all of the Bond is being tendered for purchase, the amount being tendered, (iii) the name of the registered owner of the Bond and (iv) the date such Bond is to be purchased, and the written Tender Notice shall be signed by the owner thereof, with such signature guaranteed by a commercial bank or trust company having an office or correspondent in New York City or a member organization of a registered national stock exchange.

Section 2.07. Remarketing of Bonds.

(a) Upon the tender of any Bonds in accordance with Section 2.06 or 2.08 hereof, the Remarketing Agent shall offer for sale and use its best efforts to sell such Bonds (or portion thereof) on any Purchase Date or Mandatory Purchase Date for such Bonds at the Purchase Price. If the Bonds are not remarketed, the Remarketing Agent shall continue to use its best efforts to remarket the Bonds unless otherwise directed by the City.

(b) The Remarketing Agent shall not remarket any Bonds pursuant to this Section 2.07 (i) if an Event of Default shall have occurred and be continuing hereunder with respect to the Bonds or (ii) except in compliance with this Forty-Third Supplemental Indenture.

Section 2.08. Mandatory Purchase.

(a) The Bonds shall be subject to mandatory purchase prior to maturity at the Purchase Price (1) on the Mode Adjustment Date beginning any Flexible Mode, (2) on the Fixed

Rate Conversion Date or on any Credit Substitution Date, (3) on the Interest Payment Date for any Flexible Period, and (4) on the day ten days after the Bank delivers notice to the Trustee of the occurrence of an event of default under the Reimbursement Agreement and that the Letter of Credit is being terminated pursuant to its terms by the Bank.

(b) The Trustee shall, prior to the Fixed Rate Conversion Date, give notice to each owner pursuant to Section 2.04(d) hereof.

(c) In connection with any mandatory purchase of Bonds upon a Mode Adjustment Date, the Trustee shall not later than five days following receipt of the Mode Adjustment Notice from the Remarketing Agent pursuant to Section 2.05(a) hereof send by first class mail a notice of mandatory purchase to each owner which in substance shall state the following:

- (1) the Mode Adjustment Date as set forth in Section 2.05 hereof;
- (2) that all owners of Bonds shall be deemed to have tendered their Bonds for purchase on the applicable Mode Adjustment Date; and
- (3) delivery instructions for the Bonds to be surrendered for mandatory purchase and the time by which such Bonds must be delivered.

Failure by the Trustee to give such notice by mail or any defect therein shall not affect the validity of any mandatory purchase or extend the time when such mandatory purchase shall be made.

(d) In connection with any mandatory purchase of Bonds upon a day described in paragraph (a)(4) of this Section, the Trustee shall not later than five days following receipt of the notice from the Bank send by registered or certified mail a notice of mandatory purchase to each owner which in substance shall state the following:

- (1) the Mandatory Purchase Date;
- (2) that all owners of Bonds subject to such mandatory purchase shall be deemed to have tendered their Bonds for purchase; and
- (3) delivery instructions for the Bonds to be surrendered for mandatory purchase and the time by which the Bonds must be delivered.

Failure to give any such notice to any owner of the Bonds or any defect therein shall not affect the validity of any such mandatory purchase or extend the time when such mandatory purchase shall be made.

(e) *In connection with any Credit Substitution Date (other than as described in (d) above),* the Trustee shall promptly give immediate notice by registered or certified mail, not less than 20 days and not more than 25 days prior to each Credit Substitution Date, to the Bank and to each owner of Bonds that all Bonds shall be subject to mandatory purchase on such Credit Substitution Date. Such notice shall state in substance the following:

(1) on and after such Credit Substitution Date the Bonds will not be entitled to the benefit of the then existing Letter of Credit, and whether any Alternate Letter of Credit or Fixed Rate Letter of Credit will thereafter be in effect;

(2) whether any rating on the Bonds issued by Moody's, S&P or any other rating agency then in effect will be reduced, suspended or withdrawn; provided if the Trustee shall not have been given notice and evidence that any such rating will or will not be reduced, suspended or withdrawn, the notice shall state that such rating on the Bonds may be reduced, suspended or withdrawn; and

(3) that all owners of Bonds shall be deemed to have tendered such Bonds for purchase on such Credit Substitution Date.

Failure to give any such notice to any owner of the Bonds or any defect therein shall not affect the validity of any such mandatory purchase or extend the time when such mandatory purchase shall be made.

(f) In connection with Bonds in a Flexible Mode, the Remarketing Agent shall send by first class mail a confirmation notice to owners upon the purchase of Bonds by such owner which in substance shall state the following:

- (1) the Flexible Rate;
- (2) the Flexible Period;
- (3) the Interest Payment Date; and
- (4) the Mandatory Purchase Date.

(g) In the event the Bonds become subject to mandatory purchase pursuant to this Section 2.08, the Trustee shall hold any investments (or the proceeds thereof) in the Letter of Credit Account without reinvestment until the applicable Mandatory Purchase Date.

Section 2.09. Execution; Limited Obligations. The Bonds shall be executed on behalf of the City with the official manual or facsimile signature of the Mayor of the City and attested with the official manual or facsimile signature of its City Clerk, and shall have affixed, impressed, imprinted or otherwise reproduced thereon the corporate seal of the City or a facsimile thereof. The Bonds are issued pursuant to and in full compliance with the Constitution and laws of the State, and pursuant to an ordinance duly adopted by the City Council of the City, which ordinance authorizes the execution and delivery of this Forty-Third Supplemental Indenture. The Bonds and the Series 2012C Bank Obligations are not general obligations of the City but limited obligations payable solely from the Third Lien Revenues (except to the extent paid out of moneys attributable to the proceeds derived from the sale of the Bonds or to income from the temporary investment thereof) and from moneys drawn under the Letter of Credit and shall be a valid claim of the respective Registered Owners thereof only against the 2012C Dedicated Sub-Fund and other moneys held by the Trustee or otherwise pledged therefor, which amounts are hereby pledged, assigned and otherwise held as security for the equal and ratable payment of the Bonds and the Series 2012C Bank Obligations and shall be used for no other

purpose than to pay the principal of, premium, if any, and interest on the Bonds and the Series 2012C Bank Obligations, except as may be otherwise expressly authorized in the Indenture or in this Forty-Third Supplemental Indenture. The Bonds shall not constitute an indebtedness of the City or a loan of credit thereof within the meaning of any constitutional or statutory limitation, and neither the faith and credit nor the taxing power of the City, the State or any political subdivision thereof is pledged to the payment of the principal of, premium, if any, or the interest on the Bonds or other costs incident thereto. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such officer before the delivery of such Bonds, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, as if he or she had remained in office until delivery.

Section 2.10. Authentication. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Forty-Third Supplemental Indenture unless and until such certificate of authentication in substantially the form hereinabove set forth shall have been duly executed by the Trustee, and such executed certificate of the Trustee, upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Forty-Third Supplemental Indenture. The Trustee's certificate of authentication on any Bond shall be deemed to have been executed by it if (a) signed by an authorized signatory of the Trustee, but it shall not be necessary that the same signatory sign the certificate of authentication on all of the Bonds issued hereunder, and (b) the date of authentication on the Bond is inserted in the place provided therefor on the certificate of authentication.

Section 2.11. Form of Bonds; Temporary Bonds. The Bonds issued under this Forty-Third Supplemental Indenture shall be substantially in the form hereinbefore set forth, with such appropriate variations, omissions and insertions as are permitted or required by this Forty-Third Supplemental Indenture.

Pending preparation of definitive Bonds, or by agreement with the purchasers of the Bonds, the City may issue and, upon its request, the Trustee shall authenticate, in lieu of definitive Bonds, one or more temporary printed or typewritten Bonds in Authorized Denominations of substantially the tenor recited above. Upon request of the City, the Trustee shall authenticate definitive Bonds in exchange for and upon surrender of an equal principal amount of temporary Bonds. Until so exchanged, temporary Bonds shall have the same rights, remedies and security hereunder as definitive Bonds.

Section 2.12. Delivery of Bonds. Upon the execution and delivery of this Forty-Third Supplemental Indenture, the City shall execute and deliver to the Trustee, and the Trustee shall authenticate, the Bonds and deliver them to the purchasers as may be directed by the City as hereinafter in this Section 2.12 provided.

Prior to the delivery by the Trustee of any of the Bonds there shall be filed with the Trustee:

- (1) A copy, duly certified by the City Clerk of the City, of the Ordinance;
- (2) A copy, duly certified by the City Clerk of the City, of the General Airport Revenue Bond Ordinance;

(3) Original executed counterparts of the Indenture, this Forty-Third Supplemental Indenture, the Reimbursement Agreement and the Remarketing Agreement and the executed Letter of Credit;

(4) A Counsel's Opinion or Opinions to the effect that (i) the City had the right and power to adopt the General Airport Revenue Bond Ordinance and the Ordinance; (ii) the General Airport Revenue Bond Ordinance and the Ordinance have been duly and lawfully adopted by the City Council, are in full force and effect and are valid and binding upon the City and enforceable in accordance with their terms; (iii) the Indenture and this Forty-Third Supplemental Indenture have been duly and lawfully authorized by all necessary action on the part of the City, have been duly and lawfully executed by authorized officers of the City, are in full force and effect and are valid and binding upon the City and enforceable in accordance with their terms (except as limited by any applicable bankruptcy, liquidation, reorganization, insolvency or other similar laws or by general principles of equity if equitable remedies are sought); (iv) the Indenture and this Forty-Third Supplemental Indenture create the valid pledge of Third Lien Revenues and moneys and securities which they purport to create; and (v) upon the execution, authentication and delivery thereof, the Bonds will have been duly and validly authorized and issued in accordance with the Constitution and laws of the State, the Indenture, this Forty-Third Supplemental Indenture and the Ordinance;

(5) A written order as to the delivery of the Bonds, signed by an Authorized Officer and stating (i) the identity of the purchasers, the aggregate purchase price and date and place of delivery and (ii) that no Event of Default has occurred and is continuing under the General Airport Revenue Bond Ordinance, the Indenture or this Forty-Third Supplemental Indenture;

(6) The certificate of the City required by Section 206(e) of the Indenture; and

(7) Either (a) a Certificate of an Independent Airport Consultant or a Certificate of the City complying with Section 206(f) of the Indenture or (b) a Certificate of the City complying with Section 207(b) of the Indenture.

Section 2.13. Mutilated, Lost, Stolen or Destroyed Bonds. In the event any Bond is mutilated, lost, stolen or destroyed, the City may execute and the Trustee may authenticate a new Bond of like date, maturity, interest rate and denomination as the Bond mutilated, lost, stolen or destroyed; provided that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the Trustee, and in the case of any lost, stolen or destroyed Bond, there shall be first furnished to the City and the Trustee evidence of such loss, theft or destruction satisfactory to the City and the Trustee, together with indemnity satisfactory to them. In the event any such Bond shall have matured, instead of issuing a substitute Bond the City may pay the same without surrender thereof. The City and the Trustee may charge the Registered Owner of such Bond with their reasonable fees and expenses in this connection. All Bonds so surrendered to the Trustee shall be cancelled and destroyed, and evidence of such destruction shall be given to the City. Upon the date of final maturity or redemption of all of the Bonds, the Trustee shall destroy any inventory of unissued certificates.

Section 2.14. Registration and Exchange of Bonds; Persons Treated as Owners. The City shall cause books for the registration and for the transfer of the Bonds as provided in this Forty-Third Supplemental Indenture to be kept by the Trustee as the Bond Registrar of the City. Upon surrender for transfer of any Bond at the principal office of the Bond Registrar, duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner or his or her attorney duly authorized in writing, the City shall execute and the Bond Registrar shall authenticate and deliver in the name of the transferee or transferees a new fully registered Bond for a like aggregate principal amount.

Bonds may be exchanged at the principal office of the Bond Registrar for a like aggregate principal amount of fully registered Bonds of the same maturity of other authorized denominations. The City shall execute and the Bond Registrar shall authenticate and deliver Bonds which the Bondowners making the exchange are entitled to receive, bearing numbers not contemporaneously then outstanding. The execution by the City of any Bond of any denomination shall constitute full and due authorization of such denomination and the Bond Registrar shall thereby be authorized to authenticate and deliver such Bond.

The Bond Registrar shall not be required to register for transfer or exchange any Undelivered Bond or any Bond (a) with respect to which any Paying Agent, the Trustee or the Remarketing Agent shall have received a Tender Notice, (b) after the giving of notice calling such Bond for redemption or partial redemption, (c) after the giving of notice of a Credit Substitution Date or Mandatory Purchase Date (following receipt of notice of default from the Bank), or (d) after the City has given a Mode Adjustment Notice or a notice of the Fixed Rate Conversion; provided that on the applicable Purchase Date for such Bonds or after such Mode Adjustment Date, Credit Substitution Date, Mandatory Purchase Date or Fixed Rate Conversion, the Bond Registrar shall be required to register the transfer or exchange of Bonds.

The person in whose name any fully registered Bond is registered at the close of business on any Record Date with respect to any Interest Payment Date shall be entitled to receive the interest payable on such Interest Payment Date notwithstanding the cancellation of such registered Bond upon any transfer or exchange thereof subsequent to the Record Date and prior to such Interest Payment Date, except if and to the extent there shall be a default in the payment of the interest due on such Interest Payment Date, in which case such defaulted interest shall be paid to the person in whose name such Bond is registered either at the close of business on the day preceding the date of payment of such defaulted interest or on a subsequent Record Date for such payment if one shall have been established as hereinafter provided. A subsequent Record Date may be established by or on behalf of the City by notice mailed to the Registered Owners of Bonds not less than ten days preceding such Record Date, which Record Date shall be not more than 30 days prior to the subsequent Interest Payment Date.

Except as provided in the Indenture, as to any Bond the person in whose name the same shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of principal, premium, if any, or interest on any Bond shall be made only to or upon the written order of the Registered Owner thereof or his or her legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

The Bond Registrar shall require the payment by any Registered Owner requesting any exchange or transfer of any tax or other governmental charge required to be paid with respect to such exchange or transfer, but otherwise no charge shall be made to the Registered Owner for such exchange or transfer.

Section 2.15. Book-Entry Provisions. The provisions of this Section shall apply so long as the Bonds are maintained in book-entry form with DTC or another Securities Depository, any provisions of this Forty-Third Supplemental Indenture to the contrary notwithstanding.

(a) *Payments.* The Bonds shall be payable to the Securities Depository, or its nominee, as the Registered Owner of the Bonds, in same day funds on each date on which the principal of, premium, if any, and interest on the Bonds is due as set forth in this Forty-Third Supplemental Indenture and in the Bonds. Such payments shall be made to the offices of the Securities Depository specified by the Securities Depository to the City and the Trustee in writing. Without notice to or the consent of the beneficial owners of the Bonds, the City and the Securities Depository may agree in writing to make payments of principal and interest in a manner different from that set forth herein. If such different manner of payment is agreed upon, the City shall give the Trustee notice thereof, and the Trustee shall make payments with respect to the Bonds in the manner specified in such notice as set forth herein. Neither the City nor the Trustee shall have any obligation with respect to the transfer or crediting of the principal of, premium, if any, and interest on the Bonds to Participants or the beneficial owners of the Bonds or their nominees.

(b) *Replacement of the Securities Depository.* If (i) the City determines or (ii) the City receives notice that the Securities Depository has received notice from its Participants having interests in at least 50% in principal amount of the Bonds that the Securities Depository or its successor is incapable of discharging its responsibilities as a securities depository or that it is in the best interests of the beneficial owners that they obtain certificated Bonds, the City may (or in the case of clause (ii) above, the City shall) cause the Trustee to authenticate and deliver Bond certificates. The City shall have no obligation to make any investigation to determine the occurrence of any events that would permit the City to make any determination described in this paragraph.

(c) *Discontinuance of Book-Entry or Change of Securities Depository.* If, following a determination or event specified in paragraph (b) above, the City discontinues the maintenance of the Bonds in book-entry form with the then current Securities Depository, the City will issue replacement Bonds to the replacement Securities Depository, if any, or, if no replacement Securities Depository is selected for the Bonds, directly to the Participants as shown on the records of the former Securities Depository or, to the extent requested by any Participant, to the beneficial owners of the Bonds shown on the records of such Participant. Replacement Bonds shall be in fully registered form and in Authorized Denominations, be payable as to interest on the Interest Payment Dates of the Bonds by check or draft mailed to each Registered Owner at the address of such Registered Owner as it appears on the bond registration books maintained by the City for such purpose at the principal corporate trust office of the Trustee or at the option of any Registered Owner of not less than \$1,000,000 principal amount of Bonds, by wire transfer to any address in the continental United States of America on such Interest Payment

Date to such Registered Owner as of such Record Date, if such Registered Owner provides the Trustee with written notice of such wire transfer address not later than the Record Date (which notice may provide that it will remain in effect with respect to subsequent Interest Payment Dates unless and until changed or revoked by subsequent notice). Principal and premium, if any, on the replacement Bonds are payable only upon presentation and surrender of such replacement Bond or Bonds at the principal corporate trust office of the Trustee.

(d) *Effect of Book-Entry System.* The Securities Depository and its Participants and the beneficial owners of the Bonds, by their acceptance of the Bonds, agree that the City and the Trustee shall not have liability for the failure of such Securities Depository to perform its obligations to the Participants and the beneficial owners of the Bonds, nor shall the City or the Trustee be liable for the failure of any Participant or other nominee of the beneficial owners to perform any obligation of the Participant to a beneficial owner of the Bonds.

(e) So long as Cede & Co. is the Registered Owner of the Bonds, as nominee of DTC, references herein to the Registered Owners or owners of the Bonds shall mean Cede & Co. and shall not mean the Beneficial Owners of the Bonds.

(f) So long as Cede & Co. is the Registered Owner of the Bonds:

(i) selection of Bonds to be redeemed upon partial redemption, presentation of Bonds to the Trustee upon partial redemption, delivery of Bonds to the Trustee in connection with an optional or mandatory tender, or redelivery of such Bonds by the Trustee to owners following a remarketing or failed conversion to the Fixed Rate shall be deemed made when the right to exercise ownership rights in such Bonds through DTC or DTC's Participants is transferred by DTC on its books;

(ii) notice of a demand for purchase of Bonds pursuant to Section 2.06 hereof shall be given by the beneficial owner of such Bonds exercising ownership rights to the Remarketing Agent (pursuant to DTC's Deliver Order procedures) by telephonic notice (confirmed in writing) or written notice;

(iii) any notices of the interest rate on the Bonds to be provided by the Trustee shall be provided to anyone identifying itself to the Trustee as a person entitled to exercise ownership rights with respect to such Bonds through DTC or its Participants;

(iv) DTC may present notices, approvals, waivers or other communications required or permitted to be made by owners under this Indenture on a fractionalized basis on behalf of some or all of those persons entitled to exercise ownership rights in the Bonds through DTC or its Participants; and

(v) Beneficial interests in Bonds deemed to be held in the Custody Account shall be held for the account of the Trustee (or its Participant) on the records of DTC.

ARTICLE III

Redemption of Bonds Before Maturity

Section 3.01. Redemption Dates and Prices. The Bonds shall be subject to redemption prior to maturity in the amounts, at the times and in the manner provided in this Article III. When Bonds bear interest at a Variable Rate, all payments of the redemption price of the Bonds shall be made on the dates hereinafter required in Federal or other immediately available funds.

(a) *Optional Redemption.*

(1) Optional Redemption Without Premium During Variable Interest Rate Periods. So long as the Bonds do not bear interest at a Fixed Rate, the Bonds are subject to redemption at the option of the City on any Interest Payment Date in whole or in part, at a redemption price of 100 percent of the principal amount thereof, without premium, plus accrued interest to the redemption date upon receipt by the Trustee not less than 45 days prior to such redemption date of a written direction from the City stating that it intends to exercise its option to effect redemption of such Bonds.

(2) Optional Redemption With Premium During Fixed Rate Period. When the Bonds bear interest at a Fixed Rate, the Bonds shall be non-callable for redemption for the first ten years after the Fixed Rate Conversion Date. On and after the Interest Payment Date which is or which next follows the tenth anniversary of the Fixed Rate Conversion Date, the Bonds shall be subject to redemption at a redemption price of 102 percent, which redemption price shall decline by one percent per annum.

(b) *Mandatory Sinking Fund Redemption.* The Bonds are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
	\$

(maturity)

If the City redeems Bonds pursuant to optional redemption or purchases such Bonds and cancels the same, then an amount equal to the principal amount of Bonds of such maturity so redeemed or purchased shall be deducted from the mandatory redemption requirements as provided for such Bonds of such maturity in such order as the City Comptroller shall determine.

Section 3.02. Notice of Redemption.

(a) Notice of the redemption of Bonds or any portion thereof pursuant to Section 3.01 hereof identifying the Bonds or portions thereof to be redeemed, specifying the redemption date, the Redemption Price, the places and dates of payment and that from the redemption date interest will cease to accrue, shall be given by the Trustee by mailing a copy of such redemption notice by first class mail not less than 30 nor more than 60 days prior to the date fixed for redemption, to the Registered Owner of each Bond to be redeemed in whole or in part at the address shown on the registration books. Failure to mail any such notice to the Registered Owner of any Bond or any defect therein shall not affect the validity of the proceedings for such redemption of Bonds.

(b) In addition to the requirements of subsection (a), notice of the redemption of Bonds or any portion thereof pursuant to Section 3.01 hereof identifying the Bonds or portions thereof to be redeemed shall specify (i) the series name and designation and certificate numbers of Bonds being redeemed, (ii) the CUSIP numbers of the Bonds being redeemed, (iii) the principal amount of Bonds being redeemed and the redeemed amount for each certificate (for partial calls), (iv) the redemption date, (v) the Redemption Price, (vi) the Date of Issuance, (vii) the interest rate and maturity date of the Bonds being redeemed, (viii) the date of mailing of notices to Registered Owners and information services, and (ix) the name of the employee of the Trustee which may be contacted with regard to such notice.

(c) Redemption notices shall be sent by first class mail, postage prepaid.

(d) Redemption notices shall also be sent by registered mail, at least 30 days but not more than 60 days prior to the redemption date, to two national information services that disseminate redemption information as determined by the Trustee so long as such services exist.

(e) A second redemption notice shall be sent by first class mail, not more than 60 days after the redemption date to any Registered Owner of a Bond called for redemption who has not presented Bonds within 30 days following the redemption date.

(f) In the event of an advance refunding of the Bonds, a notice of such event shall be given as required above for redemptions at least 30 days but not more than 60 days prior to the actual redemption date.

Notwithstanding the forgoing, failure to comply with the provisions of paragraph (b) through (g), inclusive, of this Section 3.02 shall not affect the validity of proceedings for the redemption of Bonds.

Section 3.03. Deposit of Funds. For the redemption of any of the Bonds, the City shall cause to be deposited in the Principal and Interest Account moneys sufficient to pay when due the principal of and premium, if any, and interest on the redemption date to be applied in accordance with the provisions of Section 4.05 hereof.

Section 3.04. Partial Redemption of Bonds; Selection of Bonds for Redemption.

(a) In case a Bond is of a denomination larger than the minimum Authorized Denomination, all or a portion of such Bond (equal to the minimum Authorized Denomination or any integral multiple thereof) may be redeemed but such Bond shall be redeemed only in a principal amount equal to the minimum Authorized Denomination or any integral multiple thereof.

(b) Upon surrender of any Bond for redemption in part only, the City shall execute and the Bond Registrar shall authenticate and deliver to the Registered Owner thereof, at the expense of the City, a new Bond or Bonds of Authorized Denominations in aggregate principal amount equal to the unredeemed portion of the Bond surrendered.

(c) If less than all of the Bonds of a maturity are called for redemption, the Bonds (or portions thereof) to be redeemed shall be selected by lot by the Trustee; provided, however, that in the event of the redemption of any Bonds pursuant to the provisions of Section 3.01(b) hereof, or, at the option of the City, in the event of the redemption of any other Bonds, any Bonds on deposit in the Custody Account shall be redeemed prior to the redemption of any other Bonds. The Trustee shall promptly notify the other Notice Parties in writing of the Bonds (or portions thereof) selected for redemption.

If the owner of any such Bond of a denomination greater than the minimum Authorized Denomination shall fail to present such Bond to the Bond Registrar for payment and exchange as aforesaid, such Bond shall, nevertheless, become due and payable on the date fixed for redemption to the extent of the unit or units of principal amount called for redemption (and to that extent only).

ARTICLE IV

Revenues and Funds

Section 4.01. Source of Payment of Bonds. The Bonds and the Series 2012C Bank Obligations are not general obligations of the City but are limited obligations as described in Section 2.10 hereof and as provided herein and in the Indenture.

Section 4.02. Creation of Sub-Fund and Accounts in the Third Lien Revenue Fund.

(a) *Creation of 2012C Dedicated Sub-Fund.* There is hereby created by the City and ordered established with the Trustee a separate and segregated sub-fund within the Third Lien Revenue Fund, such sub-fund to be designated the "Chicago O'Hare International Airport 2012C Third Lien Bond Dedicated Sub-Fund" (hereinafter called the "*2012C Dedicated Sub-Fund*"). Moneys on deposit in the 2012C Dedicated Sub-Fund, and in each Account established therein as hereinafter provided, shall be held in trust by the Trustee for the sole and

exclusive benefit of the Registered Owners of the Bonds and the Bank, and shall not be used or available for the payment of any other Third Lien Obligations.

(b) *Creation of Accounts and Sub-Account.* There are hereby created by the City and ordered established with the Trustee separate Accounts within the 2012C Dedicated Sub-Fund, designated as follows:

(1) *Costs of Issuance Account:* an Account to be designated the "Chicago O'Hare International Airport 2012C Third Lien Costs of Issuance Account" (hereinafter called the "*Costs of Issuance Account*");

(2) *Program Fee Account:* an Account to be designated the "Chicago O'Hare International Airport 2012C Program Fee Account" (hereinafter called the "*Program Fee Account*");

(3) *Debt Service Reserve Account:* an Account to be designated the "Chicago O'Hare International Airport 2012C Debt Service Reserve Account" (hereinafter called the "*Debt Service Reserve Account*");

(4) *Principal and Interest Account:* an Account to be designated the "Chicago O'Hare International Airport 2012C Principal and Interest Account" (hereinafter called the "*Principal and Interest Account*"); and

(5) *Letter of Credit Account:* an Account to be designated the "Chicago O'Hare International Airport 2012C Letter of Credit Account" (hereinafter called the "*Letter of Credit Account*").

Section 4.03. Application of Bond Proceeds. The proceeds received by the City from the sale of the Bonds shall be applied as follows:

(a) *Principal and Interest Account:* the Trustee shall deposit into the Principal and Interest Account any accrued interest received upon the sale of the Bonds;

(b) *Program Fee Account:* the Trustee shall deposit into the Program Fee Account the sum of \$_____;

(c) *Debt Service Reserve Account:* the Trustee shall deposit into the Debt Service Reserve Account an amount equal to the Reserve Requirement;

(d) *Refund Prior Airport Obligations:* the Trustee shall transfer \$_____ to the _____ Trustee to refund the Prior Airport Obligations; and

(e) *Costs of Issuance:* the balance of the proceeds of the Bonds in the amount of \$_____ shall be deposited in the Costs of Issuance Account and applied by the City to the payment of Costs of Issuance of the Bonds.

Section 4.04. Deposits into Letter of Credit Account. There shall be deposited into the Letter of Credit Account all moneys drawn by the Trustee under the Letter of Credit pursuant to Section 5.02 hereof. Moneys on deposit in the Letter of Credit Account shall be applied in accordance with Section 4.06 hereof.

Section 4.05. Deposits into 2012C Dedicated Sub-Fund and Accounts Therein. On January 1 and July 1 of each year, commencing _____, _____ (each such date referred to herein as the “*Deposit Date*”) there shall be deposited into the 2012C Dedicated Sub-Fund from amounts on deposit in the Third Lien Revenue Fund an amount equal to the aggregate of the following amounts, which amounts shall have been calculated by the Trustee on the next preceding December 5 or June 5 (in the case of each January 1 or July 1, respectively) (such aggregate amount with respect to any Deposit Date being referred to herein as the “*Series 2012C Deposit Requirement*”):

(a) for deposit into the Principal and Interest Account, the amount, projected to be required as of the close of business on the applicable January 1 or July 1 next succeeding such date of calculation to restore the Principal and Interest Account to an amount equal to the Principal and Interest Account Requirement;

(b) for deposit into the Debt Service Reserve Account, the amount, if any, projected to be required as of the close of business on the applicable January 1 or July 1 next succeeding such date of calculation to restore the Debt Service Reserve Account to an amount equal to the Reserve Requirement; and

(c) for deposit into the Program Fee Account the amount estimated by the City to be required as of the close of business on the related Deposit Date to pay all Program Fees payable from amounts in the Program Fee Account during the semi-annual period commencing on such related Deposit Date.

In addition to the Series 2012C Deposit Requirement, there shall be deposited into the 2012C Dedicated Sub-Fund any other moneys received by the Trustee under and pursuant to the Indenture or this Forty-Third Supplemental Indenture, when accompanied by directions from the person depositing such moneys that such moneys are to be paid into the 2012C Dedicated Sub-Fund and to one or more accounts therein.

Upon calculation by the Trustee of each Series 2012C Deposit Requirement under this Section 4.05, the Trustee shall notify the City of the Series 2012C Deposit Requirement and the Deposit Date to which it relates together with such supporting documentation and calculations as the City may reasonably request.

Section 4.06. Use of Moneys in Certain Accounts for Payment of Bonds and Series 2012C Bank Note. Moneys in the Letter of Credit Account, the Principal and Interest Account and the Debt Service Reserve Account shall be used solely for the payment of the principal of, premium, if any, and interest on the Bonds, for the redemption of the Bonds prior to maturity, for the reimbursement of the Bank for draws on the Letter of Credit and for the payment of the principal of and interest on the Series 2012C Bank Note. Funds for such

payments shall be derived from the following source or sources but only in the following order of priority:

(a) for payment of principal of and interest on the Bonds on each Payment Date with respect to the Bonds (except for Pledged Bonds and Bank-owned Bonds), so long as the Letter of Credit shall be in effect, from moneys held in the Letter of Credit Account, which Account shall be held for the sole and exclusive benefit of the owners of the Bonds;

(b) for payment of principal of, premium, if any, and interest due on each Payment Date with respect to the Bonds (including the optional redemption of Bonds pursuant to Section 3.01(a) hereof) and not otherwise provided for, for payment of principal of and interest due on each Payment Date with respect to the Series 2012C Bank Note, from moneys held in the Principal and Interest Account, ratably, without preference or priority of any kind; provided, however, that so long as the Letter of Credit shall be in effect, such principal of and interest on the Bonds (except for Pledged Bonds and Bank-owned Bonds) shall be paid from a draw or draws on the Letter of Credit and moneys held in the Principal and Interest Account shall be used on such Payment Date to reimburse the Bank in an amount not to exceed such draw or draws; and

(c) for payment of principal of, premium, if any, and interest due on each Payment Date with respect to the Bonds and not otherwise provided for, and for payment of principal of and interest due on each Payment Date with respect to the Series 2012C Bank Note, from amounts held in the Debt Service Reserve Account (except for amounts therein representing investment income required to be paid to the First Lien Trustee pursuant to Section 6.02 hereof), ratably, without preference or priority of any kind; provided, however, that so long as the Letter of Credit shall be in effect, such principal of and interest on the Bonds (except for Pledged Bonds and Bank-owned Bonds) shall be paid from a draw or draws on the Letter of Credit and moneys held in the Debt Service Reserve Account shall be used on such Payment Date to reimburse the Bank in an amount not to exceed such draw or draws.

When the Bonds bear interest at a Flexible Rate, on the first Business Day of each month or on such date as may be required pursuant to Section 5.02(c) hereof, the Trustee shall withdraw from the Principal and Interest Account and pay to the Bank an amount sufficient to reimburse the Bank for the draw made on the Letter of Credit pursuant to Section 5.02(c) hereof on such date.

Section 4.07. Use of Moneys in the Costs of Issuance Account and the Program Fee Account. Moneys deposited into the Costs of Issuance Account pursuant to Section 4.03(g) shall be used solely for the payment of Costs of Issuance of the Bonds as directed in a Certificate filed with the Trustee. If after the payment of all Costs of Issuance, as specified in a certificate filed with the Trustee, there shall be any balance remaining in the Costs of Issuance Account, such balance shall be transferred to the Program Fee Account. Moneys deposited into the Program Fee Account pursuant to Section 4.03(d) hereof shall be used solely for the payment of Program Fees payable by the City to third parties, including the Bank, with respect to the Bonds as set forth in a Certificate filed with the Trustee.

Section 4.08. Tax Covenants. The City covenants to take any action required by the provisions of the Code and within its power to take in order to preserve the exclusion of interest on the Bonds from gross income for Federal income tax purposes (other than with respect to an alternative minimum tax imposed on interest on the Bonds), including, but not limited to, the provisions of Section 148 of the Code relating to “arbitrage bonds.”

Section 4.09. Non-presentment of Bonds. In the event any Bond shall not be presented for payment when the principal thereof becomes due, either at maturity, or at the date fixed for redemption thereof, or otherwise, if moneys sufficient to pay any such Bond shall have been made available to the Trustee for the benefit of the Registered Owner or Owners thereof, subject to the provisions of the immediately following paragraph, all liability of the City to the Registered Owner thereof for the payment of such Bond shall forthwith cease, determine and be completely discharged, and thereupon it shall be the duty of the Trustee to hold such moneys, without liability for interest thereon, for the benefit of the Registered Owner of such Bond who shall thereafter be restricted exclusively to such moneys, for any claim of whatever nature on his or her part under the Indenture or this Forty-Third Supplemental Indenture or on, or with respect to, such Bond.

Any moneys so deposited with and held by the Trustee not so applied to the payment of Bonds within two years after the date on which the same shall have become due shall be repaid by the Trustee to the City upon direction of an Authorized Officer, and thereafter the Registered Owners of such Bonds shall be entitled to look only to the City for payment, and then only to the extent of the amount so repaid, and all liability of the Trustee with respect to such moneys shall thereupon cease, and the City shall not be liable for any interest thereon and shall not be regarded as a trustee of such moneys. The obligation of the Trustee under this Section 4.10 to pay any such funds to the City shall be subject, however, to any provisions of law applicable to the Trustee or to such funds providing other requirements for disposition of unclaimed property.

Section 4.10. Moneys to be Held in Trust. All moneys required to be deposited with or paid to the Trustee for the account of any Fund or Account referred to in any provision of this Forty-Third Supplemental Indenture shall be held by the Trustee in trust as provided in Section 1003 of the Indenture, and shall, while held by the Trustee, constitute part of the Trust Estate and be subject to the lien or security interest created hereby.

Section 4.11. Debt Service Reserve Account. The City shall maintain the Debt Service Reserve Account in an amount equal to the Reserve Requirement. Any Qualified Investments held to the credit of the Debt Service Reserve Account shall be valued in accordance with Section 305 of the Indenture.

Section 4.12. Adjustment of Reserve Requirement at Beginning of Fixed Rate Period. Notwithstanding any other provision of this Forty-Third Supplemental Indenture, as of the Fixed Rate Conversion Date, the Reserve Requirement shall consist of an amount equal to the maximum Annual Third Lien Debt Service on the Bonds during any current or future Bond Year while the Bonds bear interest at the Fixed Rate. Prior to the Fixed Rate Conversion Date, the Trustee shall determine the amount on deposit in the Debt Service Reserve Account, including the valuation of investments thereof pursuant to Section 305 of the Indenture. If the

amount then on deposit in the Debt Service Reserve Account exceeds the Reserve Requirement determined pursuant to this Section 4.13, the Trustee shall, if so instructed by the City in a Certificate filed with the Trustee, transfer the excess to the Project Account for the purpose of paying the cost of Capital Projects, and in the absence of receipt by the Trustee of such Certificate apply such excess to the redemption of Bonds in Authorized Denominations pursuant to the provisions of Section 3.01(a) hereof on the Fixed Rate Conversion Date. If at the time of such redemption the Letter of Credit shall be in effect, the Trustee shall draw on the Letter of Credit to effect such redemption and shall reimburse the Bank in an amount equal to such draw from such excess moneys in the Debt Service Reserve Account. If the amount then on deposit in the Debt Service Reserve Account is less than the Reserve Requirement determined pursuant to this Section 4.13, the Trustee shall notify the City in writing of the amount of such deficiency.

ARTICLE V

Credit Facilities

Section 5.01. Letter of Credit.

(a) *Initial Letter of Credit - Requirements.* The Letter of Credit shall provide for direct payments to or upon the order of the Trustee as hereinafter set forth and shall be the irrevocable obligation of the Bank to pay to or upon the order of the Trustee, upon certification and in accordance with the terms thereof, up to (a) an amount sufficient (i) to pay the principal of the Bonds when due whether at stated maturity or upon redemption, or (ii) to enable the Trustee to pay the portion of the purchase price equal to the principal amount of Bonds delivered for purchase pursuant to Section 2.06 hereof and not remarketed, or (iii) to pay the portion of the purchase price of Bonds purchased by the City pursuant to Section 2.08 hereof equal to the principal amount of such Bonds, plus (b) an amount equal to [54] days' interest accrued on the outstanding Bonds (and for the purpose of calculating the amount thereof the Letter of Credit shall state on its face the maximum rate of interest on the Bonds covered by the Letter of Credit) (i) to pay interest on the Bonds when due or (ii) to enable the Trustee to pay the portion of the purchase price of the Bonds delivered for purchase pursuant to Section 2.06 hereof equal to the interest accrued, if any, on such Bonds, or (iii) to pay the portion of the purchase price equal to interest on Bonds purchased by the City pursuant to Section 2.08 hereof.

The Letter of Credit shall terminate on the earliest of (i) the expiration date set forth therein (which shall be a date at least ten days after the last Interest Payment Date of the coverage period thereof), unless renewed or extended by the Bank, (ii) the close of business of the Bank on the tenth day after the day on which an Alternate Letter of Credit becomes effective (but not earlier than the tenth day following the last Interest Payment Date covered by the Letter of Credit to be terminated or such earlier date within such ten-day period as the Trustee shall designate at the request of the City pursuant to paragraph (d) of this Section 5.01), (iii) the close of business of the Bank on the tenth day after the Fixed Rate Conversion Date (but not earlier than the tenth day following the last Interest Payment Date covered by the Letter of Credit to be terminated or such earlier date within such ten-day period as the Trustee shall designate at the request of the City pursuant to paragraph (d) of this Section 5.01), (iv) subject to the provisions

of Section 8.02 hereof, the date on which there has been a drawing under the Letter of Credit upon the maturity of the Bonds or redemption of all the Bonds, (v) the date on which there is no Bond Outstanding, (vi) the close of business of the Bank on the 15th day after the date on which the Trustee receives notice from the Bank that an event of default under the Reimbursement Agreement has occurred and that the Letter of Credit will expire and (vii) the surrender by the Trustee to the Bank of the Letter of Credit for cancellation.

(b) *Alternate Letter of Credit.* At any time the City may, at its option, provide for the delivery to the Trustee of an Alternate Letter of Credit. An Alternate Letter of Credit shall be an irrevocable direct pay letter of credit, issued by a commercial bank or banks, the terms of which shall in all material respects be the same as the then current Letter of Credit, if any. Such Alternate Letter of Credit shall set forth a maximum interest rate on the Bonds with respect to which draws may be made. On or prior to the date of delivery of an Alternate Letter of Credit to the Trustee, the City shall furnish to the Trustee (i) an opinion of Counsel stating that the delivery of such an Alternate Letter of Credit to the Trustee is authorized under this Forty-Third Supplemental Indenture and complies with the terms hereof, and (ii) an opinion of Bond Counsel stating that the delivery of such an Alternate Letter of Credit will not adversely affect the exclusion of interest on the Bonds from gross income for Federal income tax purposes (other than with respect to an alternative minimum tax imposed on interest on the Bonds). The Trustee shall then accept such Alternate Letter of Credit and surrender the previously held Letter of Credit, if any, to the previous Bank for cancellation as provided in subsection (d) of this Section 5.01. Each Alternate Letter of Credit shall become effective and commence coverage as of the applicable Credit Substitution Date determined in reference to the previously held Letter of Credit and shall not expire earlier than one year following its date of issuance. No Alternate Letter of Credit may terminate earlier than ten days after the last Interest Payment Date of the coverage period thereof.

(c) *Fixed Rate Letter of Credit.* No later than thirty days prior to the Fixed Rate Conversion, the City may, at its option, provide for the delivery to the Trustee of a Fixed Rate Letter of Credit issued by a commercial bank, which shall be effective on the Fixed Rate Conversion Date and may terminate not earlier than one year thereafter. The Fixed Rate Letter of Credit shall be an irrevocable direct pay obligation of the Bank to pay the Trustee, upon request and in accordance with the terms thereof, up to (a) an amount sufficient to pay the principal of the Bonds when due whether at stated maturity or upon redemption thereof, plus (b) an amount equal to seven months' interest accrued on the Outstanding Bonds to pay interest on the Bonds on or prior to the expiration date of such Fixed Rate Letter of Credit. The Fixed Rate Letter of Credit shall be delivered to the Trustee. On or prior to the date of the delivery of the Fixed Rate Letter of Credit to the Trustee, the City shall furnish to the Trustee an Opinion of Counsel stating that the delivery of such Fixed Rate Letter of Credit to the Trustee is authorized under this Forty-Third Supplemental Indenture and complies with the terms hereof. The Trustee shall then accept such Fixed Rate Letter of Credit and surrender the previously held Letter of Credit to the Bank issuing the same for cancellation as provided in subsection (d) of this Section 5.01.

(d) *Delivery to Trustee of Alternate Letter of Credit or Fixed Rate Letter of Credit; Surrender of Letter of Credit for Cancellation.* If at any time there shall have been delivered to the Trustee (i) an Alternate Letter of Credit or a Fixed Rate Letter of Credit pursuant

to the preceding subsections of this Section 5.01, and (ii) when required under the preceding subsections of this Section 5.01, an opinion of Counsel stating that the delivery of such Alternate Letter of Credit or Fixed Rate Letter of Credit to the Trustee is authorized under this Section 5.01 and complies with the terms hereof, then the Trustee shall accept such Alternate Letter of Credit or Fixed Rate Letter of Credit, as the case may be, and surrender the previously held Letter of Credit to the Bank issuing the same for cancellation; provided, however, that (a) in no event shall such Letter of Credit be surrendered prior to the effective date of the Alternate Letter of Credit or Fixed Rate Letter of Credit, as the case may be, and (b) on the applicable Credit Substitution Date, the Trustee shall draw upon the existing Letter of Credit rather than the new Alternate Letter of Credit or Fixed Rate Letter of Credit, as the case may be, in order to provide funds to pay the Purchase Price of Bonds subject to mandatory purchase on such Credit Substitution Date pursuant to Section 2.08 hereof. If at any time there shall cease to be any Bonds Outstanding hereunder, the Trustee shall promptly surrender the Letter of Credit to the Bank for cancellation. The Trustee shall comply with the procedures set forth in the Letter of Credit relating to the termination thereof.

(c) *Notice of Expiration of Letter of Credit.* The Trustee shall give notice by first class mail of the expiration of the term of the Letter of Credit, which notice shall (i) specify the date of the expiration of the term of the Letter of Credit, (ii) state that such expiration may result in reduction or withdrawal of Moody's or S&P's ratings of the Bonds from those which then prevail, (iii) if the Bonds bear interest at a Variable Rate, specify the last times and dates prior to such expiration on which Bonds must be delivered, or on which notice must be given, for the purchase of Bonds pursuant to Section 2.08 hereof and the place where such Bonds must be delivered for such purchase and (iv) state that on the Interest Payment Date immediately preceding the date of the expiration of the term of the Letter of Credit, the Bonds shall be subject to mandatory purchase on such date. Such notice shall be given by first class mail at least 30 days prior to such Interest Payment Date to the owners of Bonds appearing on the Bond Registrar's registration books.

Section 5.02. Draws on the Letter of Credit.

(a) *Trustee's Duty to Draw on Letter of Credit to Pay Principal of and Interest on Bonds.* The City hereby authorizes and directs the Trustee, and the Trustee hereby agrees, to draw moneys under the Letter of Credit for the benefit of the owners of the Bonds in accordance with the terms thereof in amounts sufficient to make timely payments of the principal of and interest on the Bonds (other than Pledged Bonds or Bank-owned Bonds) in accordance with the provisions of Section 4.06 hereof after taking into account any amounts held in the Letter of Credit Account as a result of draws on the Letter of Credit pursuant to subsection (c) of this Section 5.02.

(b) *Trustee's Duty to Draw on Letter of Credit to Pay Purchase or Redemption Price of Bonds.* The Trustee shall also (i) draw moneys under the Letter of Credit in accordance with the terms thereof to the extent necessary to make timely payments required to be made pursuant to, and in accordance with, Sections 2.06 and 2.08 hereof, and (ii) draw moneys under the Letter of Credit to pay the redemption price of Bonds (other than Pledged Bonds or Bank-owned Bonds) pursuant to Section 3.01 hereof in accordance with the terms thereof in the amounts required by said Section 3.01. It is understood and agreed that the Trustee

when drawing amounts under the Letter of Credit as provided in clauses (i) and (ii) of this subsection (b) is not acting as an agent of the City. The Trustee shall make draws under the Letter of Credit in accordance with the terms thereof to pay the purchase price of Bonds pursuant to Sections 2.06 and 2.08 hereof, or to pay the redemption price or purchase price of Bonds pursuant to Article III hereof, so as to provide immediately available funds in New York, New York, by the close of business on the date such purchase or redemption is to be made.

(c) *Drawings Under Letter of Credit When Bonds Bear Interest at Flexible Rate.* On the first Business Day of each month while the Bonds bear interest at a Flexible Rate and on any Mode Adjustment Date commencing a Flexible Mode that is not the first Business Day of a month, the Trustee shall make draws under the Letter of Credit in accordance with the terms thereof in an amount that would be sufficient to cause the amount on deposit in the Letter of Credit Account on such day to equal the accrued and unpaid interest on the Bonds (other than Pledged Bonds and Bank-owned Bonds) plus the interest that would accrue on the Bonds from such date to and including the first Business Day of the following calendar month if the Bonds were outstanding at all times during such period calculated on the basis of the interest rate used in the Letter of Credit for purposes of calculating the stated amount thereof for any day interest is to accrue at a rate unknown on the date such draw is made. In either case, the Trustee shall apply amounts held to the credit of the Principal and Interest Account to reimburse the Bank the amount of such draw pursuant to Section 4.06 hereof. The Trustee shall provide any Paying Agent with the amounts calculated by the Trustee to be drawn under the Letter of Credit by such Paying Agent pursuant to this Section 5.02. Notwithstanding the deposit of such moneys in the Letter of Credit Account and the reimbursement of the Bank, the City shall have no right, title or interest in such moneys, and such moneys shall be held exclusively for the Registered Owners and paid over in accordance with the provisions of this Forty-Third Supplemental Indenture.

Section 5.03. Maintenance of Letter of Credit. The City covenants and agrees that during such period as the Bonds bear interest at a Variable Rate it will cause a Letter of Credit or Alternate Letter of Credit to be delivered to the Trustee. The Letter of Credit shall not be transferred to a successor Trustee except in full compliance with the terms of the Letter of Credit.

ARTICLE VI

Investment of Moneys

Section 6.01. Investment of Moneys. Moneys held in the funds, accounts and sub-accounts established hereunder shall be invested and reinvested in accordance with the provisions governing investments contained in the Indenture; provided, however, that moneys held in the Letter of Credit Account which are proceeds of a draw or draws on the Letter of Credit shall only be invested in Federal Obligations maturing on the earlier of (a) nine days from the date of the investment, or (b) the date upon which such moneys will be required to be used in accordance herewith. All such investments shall be held by or under the control of the Trustee and shall be deemed at all times a part of the fund, account or sub-account for which they were made.

Section 6.02. Investment Income. The interest earned on any investment of moneys held hereunder, any profit realized from such investment and any loss resulting from such investment shall be credited or charged to the fund, account or sub-account for which such investment was made; provided, however, that any interest earned on, and any profit resulting from, the investment of moneys on deposit in the Debt Service Reserve Account shall be transferred by the Trustee to the First Lien Trustee for deposit into the Revenue Fund established under the General Airport Revenue Bond Ordinance.

ARTICLE VII

Discharge of Lien

Section 7.01. Defeasance. If the City shall pay to the owners of the Bonds and the Series 2012C Bank Obligations, or provide for the payment of, the principal, and interest and Redemption Price, if any, to become due thereon, at the times and in the manner stipulated in Section 1101 of the Indenture, then this Forty-Third Supplemental Indenture shall be fully discharged and satisfied; provided, however, that (1) in the event the Letter of Credit is in effect, the City shall pay, or make provision for the payment of, the Bonds solely from amounts drawn under the Letter of Credit or from other Available Moneys, and (2) unless the interest rate on the Bonds has been converted to a Fixed Rate, this Forty-Third Supplemental Indenture may not be satisfied and discharged pursuant to Section 1101(b) of the Indenture. Upon the satisfaction and discharge of this Forty-Third Supplemental Indenture, the Trustee shall, upon the request of the City, execute and deliver to the City all such instruments as may be desirable to evidence such discharge and satisfaction and the Fiduciaries shall pay over or deliver to the City all Funds, Accounts and other moneys or securities held by them pursuant to this Forty-Third Supplemental Indenture which are not required for the payment or redemption of the Bonds or the Series 2012C Bank Obligations not theretofore surrendered or presented for such payment or redemption.

ARTICLE VIII

Default Provisions and Remedies of Trustee and Bondholders

Section 8.01. Defaults. In addition to the Events of Default set forth in Section 901 of the Indenture, each of the following events of default is hereby declared an “*Event of Default*”:

(a) Default in the due and punctual payment of the purchase price of any Bond pursuant to Section 2.06 or 2.08 hereof; or

(b) Receipt by the Trustee of notice from the Bank that an Event of Default has occurred under the Reimbursement Agreement and that the Letter of Credit is being terminated pursuant to its terms by the Bank.

Section 8.02. Remedies. The provisions of Article IX of the Indenture shall be applicable to any Event of Default which shall have occurred and be continuing hereunder; provided, however, that so long as the Letter of Credit shall be in effect and the Bank shall have satisfied its obligations thereunder, the Bank shall be entitled to exercise all of the rights granted to the owners of the Bonds under Section 905 of the Indenture and in such event shall be further entitled, at such time as no Bonds remain outstanding hereunder, to direct the Trustee, notwithstanding the provisions of Section 903 of the Indenture, with respect to the use and disposition of moneys on deposit in the 2012C Dedicated Sub-Fund and the Custody Account (including without limitation the right to direct the Trustee to pay over all or any part of such moneys to the Bank) until all of the obligations to the Bank secured by the Trust Estate shall have been satisfied in full. Notwithstanding any other provision of this Forty-Third Supplemental Indenture, amounts drawn on the Letter of Credit may be used only for the purposes described in Section 5.02 hereof.

ARTICLE IX

Trustee, Remarketing Agent and Paying Agent

Section 9.01. Acceptance of Trusts. The Trustee hereby accepts the trusts imposed upon it by this Forty-Third Supplemental Indenture, and agrees to perform said trusts, but only upon and subject to the express terms and conditions set forth herein and in the Indenture. Except as otherwise expressly set forth in this Forty-Third Supplemental Indenture, the Trustee assumes no duties, responsibilities or liabilities by reason of its execution of this Forty-Third Supplemental Indenture other than as set forth in the Indenture and this Forty-Third Supplemental Indenture, and this Forty-Third Supplemental Indenture is executed and accepted by the Trustee subject to all the terms and conditions of its acceptance of the trust under the Indenture, as fully as if said terms and conditions were herein set forth at length. Notwithstanding the provisions of Section 1005 or 1006 of the Indenture, the Trustee shall have no lien or security interest in and to amounts drawn under the Letter of Credit or the proceeds of remarketed Bonds for the purpose of paying the fees or expenses of the Trustee. The Trustee shall draw upon the Letter of Credit as required in Section 5.02 hereof whether or not its fees and expenses have been fully paid. Notwithstanding any provision of the Indenture, the Trustee may not resign or be removed until a successor Trustee shall have been appointed as herein provided and the Letter of Credit duly and effectively transferred to such successor Trustee.

Section 9.02. Dealing in Bonds. The Remarketing Agent, in its individual capacity, may buy, sell, own, hold and deal in any of the Bonds, and may join in any action which the owner of any Bond may be entitled to take with like effect as if it did not act in any capacity hereunder. The Trustee or the Remarketing Agent, in its individual capacity, either as principal or agent, may also engage in or be interested in any financial or other transaction with the City, and may act as depository, trustee, or agent for any committee or body of the owners of Bonds secured hereby or other obligations of the City as freely as if it did not act in any capacity hereunder. It is expressly understood that the Trustee in carrying out its duties under this Forty-Third Supplemental Indenture shall be acting as a conduit with respect to deliveries of Bonds for purchase and purchases pursuant to Sections 2.06 and 2.08 hereof.

Section 9.03. Remarketing Agent. The City shall designate the Remarketing Agent for the purpose of determining the interest rate on the Bonds, subject to the conditions set forth in Section 9.04 hereof, and for the purpose of remarketing the Bonds as provided herein. The Remarketing Agent shall designate to the Trustee its Delivery Office and signify its acceptance of the duties and obligations imposed upon it hereunder by written instruments of acceptance delivered to the City and the Trustee.

Section 9.04. Qualifications of Remarketing Agent. The Remarketing Agent shall be (i) a member of the National Association of Securities Dealers, Inc., having a capitalization of at least \$15,000,000, and (ii) authorized by law to perform all the duties imposed upon it by this Forty-Third Supplemental Indenture and the Remarketing Agreement.

In the event of the resignation or removal of the Remarketing Agent, the Remarketing Agent shall pay over, assign and deliver any moneys and Bonds held by it in such capacity to its successor or, if there be no successor, to the Trustee.

Section 9.05. Remarketing of Bonds.

(a) *Remarketing of Bonds.* Except as provided in subsections (b), (d) and (e) of this Section 9.05, upon the delivery of Bonds to the Trustee by the owner of any Bond pursuant to Sections 2.06 or 2.08 hereof and the giving of notice to the Remarketing Agent as provided in subsection (c) of this Section 9.05, the Remarketing Agent shall offer for sale and use its best efforts to sell such Bonds, any such sale to be made on the date on which such Bonds are to be purchased as provided in Sections 2.06 or 2.08 hereof at not less than 100% of the principal amount thereof plus accrued interest, if any. The Remarketing Agent, for its own account and not as an agent of the City or the Trustee, may purchase any Bonds remarketed by it hereunder. Any such purchase may not be for the account of the City or the Trustee.

(b) *No Remarketing of Certain Bonds.* Notwithstanding the provisions of subsection (a) of this Section 9.05, to the extent that any moneys on deposit in the Project Account as described in Section 9.06(a)(i) hereof shall be on deposit with the Trustee at the time any Bonds are delivered to the Trustee, such Bonds shall be purchased with such moneys and cancelled by the Trustee and shall not be sold by the Remarketing Agent. Upon receipt of notice from the owner of a Bond pursuant to subsection (c) of this Section 9.05, the Trustee shall immediately notify the Remarketing Agent if any moneys described in Section 9.06(a)(i) hereof are to be used for such purchase and thereafter such Bonds so purchased are to be cancelled and not remarketed.

(c) *Required Notices.* Promptly, but in no event later than 3:00 p.m., New York City time, on the Business Day on which the Trustee receives notice from the owner of any Bond of its demand to have the Trustee purchase Bonds pursuant to Section 2.06 hereof, the Trustee shall give telegraphic or telephonic notice, promptly confirmed by a written notice, to the Remarketing Agent and the Bank specifying the principal amount of Bonds which such owner has demanded to have purchased, and the Trustee shall promptly deliver a copy of such written notice from such owner to each of such parties. On each date on which Bonds are delivered to the Trustee pursuant to Section 2.06 or 2.08 hereof, the Trustee shall give telegraphic or telephonic notice, promptly confirmed by a written notice, to the Remarketing

Agent and the Bank specifying the principal amount of Bonds so delivered. The Remarketing Agent shall give telegraphic or telephonic notice promptly confirmed in writing to the Trustee and the Bank specifying the names, addresses, and taxpayer identification numbers of the purchasers of, and the principal amount and denominations of, Bonds, if any, sold by it, the purchase price at which the Bonds were sold, and their date of sale. With respect to any Bond which bears interest at a Weekly Rate or Flexible Rate or is in a denomination of at least \$100,000, such information must be given to the Trustee at or prior to 5:00 p.m., New York City time, on the Business Day prior to the date such Bond is to be delivered to the purchaser thereof so as to enable the Trustee to register such Bond in the name of the purchaser thereof. If such information is not received by the Trustee at or prior to the applicable time and date specified above, the Trustee shall cause such Bond to be registered in the name of the Remarketing Agent and shall hold such Bond for delivery to the Remarketing Agent in accordance with Section 9.07 hereof.

(d) *Remarketing of Bonds held in Custody Account.* Subject to the provisions of Section 9.11 hereof, the Remarketing Agent shall offer for sale and use its best efforts to sell any Bonds held in the Custody Account, unless otherwise directed by the City.

(e) *No Remarketing of Bank-owned Bonds.* No Bond which constitutes a Bank-owned Bond shall be remarketed by the Remarketing Agent without the express written consent of the Bank.

Section 9.06. Purchase of Bonds.

(a) *Source of Funds to Purchase Bonds.* On each date that Bonds are to be purchased pursuant to Section 2.06 or 2.08 hereof, the Trustee shall purchase, but only from the funds listed below, such Bonds from the owners thereof at a purchase price equal to the principal amount thereof plus accrued interest, if any, to the date of purchase. Funds for the payment of such purchase price shall be derived from the following sources in the order of priority indicated:

(vi) moneys on deposit in the Project Account which are directed by the City to be used for the purchase of Bonds in accordance with Section 4.08 hereof; provided, however, that so long as the Letter of Credit shall be in effect, the purchase price of such Bonds shall be paid from a draw or draws on the Letter of Credit and moneys held in the Project Account shall be used on the purchase date to reimburse the Bank in an amount not to exceed the amount of such draw or draws;

(vii) proceeds of the sale of such Bonds by the Remarketing Agent pursuant to Section 9.05 hereof to the extent such funds are then available to the Trustee or any Paying Agent; and

(viii) moneys representing proceeds of a drawing by the Trustee under the Letter of Credit.

(b) *Trustee to Hold Bonds and Moneys in Trust.* The Trustee shall:

(ix) hold all Bonds delivered to it pursuant to Section 2.06 or 2.08 hereof in trust for the benefit of the respective owners thereof which shall have so delivered such

, Bonds until moneys representing the purchase price of such Bonds shall been delivered to or for the account of or to the order of such owners; and

(x) subject to the provisions of Section 9.09 hereof, hold all moneys delivered to it hereunder for the purchase of Bonds in trust for the benefit of the person or entity which shall have so delivered such moneys, and not invest such funds or commingle such funds with its general funds, until the Bonds purchased with such moneys shall have been delivered to or for the account of such person or entity.

Section 9.07. Delivery of Purchased Bonds. Bonds purchased in accordance with the provisions of this Forty-Third Supplemental Indenture shall be delivered as follows:

(a) Bonds purchased with moneys described in clause (i) of Section 9.06(a) shall be cancelled and delivered to the Trustee.

(b) Bonds purchased with moneys described in clause (ii) of Section 9.06(a) shall be delivered to the Remarketing Agent at the office of the Trustee no later than 10:00 a.m., New York City time on the date of purchase against payment therefor in immediately available funds in an amount equal to the purchase price therefor.

(c) Bonds (other than Bank-owned Bonds) purchased with moneys described in clause (iii) of Section 9.06(a) shall be registered in the name of the Trustee and delivered to the Trustee and held by the Trustee in the Custody Account in accordance with the terms of Section 9.11 hereof.

(d) Bank-owned Bonds shall be registered in the name of the Bank and held by the Trustee for the account of the Bank

; provided that the delivery of Bonds described in this Section 9.07 shall be accomplished, at any time such Bonds are held in book-entry form by a Securities Depository, by the transfer of ownership rights in the Bonds on the records of the Securities Depository to the appropriate party described above.

Section 9.08. Drawings on Letter of Credit. The Trustee shall draw on the Letter of Credit for the purposes set forth in Section 5.02 at the time provided in this Section 9.08. For the purpose of paying principal and interest on or redemption price of the Bonds pursuant to Section 5.02, the Trustee shall draw on the Letter of Credit no later than 4:00 p.m., New York City time, on the Business Day immediately prior to the date on which such principal and interest or redemption price becomes due in accordance with this Forty-Third Supplemental Indenture. For the purpose of paying the Purchase Price of Bonds pursuant to Section 5.02, if, by 10:00 a.m., New York City time, on the applicable Purchase Date or Mandatory Purchase Date, as the case may be, to the extent remarketing proceeds have not been received by the Trustee, the Trustee shall immediately draw on the Letter of Credit to the end that immediately available funds in New York, New York will be provided on such date from such draw to pay the Purchase Price of all Bonds subject to purchase on such Purchase Date or Mandatory Purchase Date with respect to which remarketing proceeds have not been received; provided, however, that if after drawing on the Letter of Credit but prior to the earlier of 3:00 p.m., New York City time, or the application of the proceeds of such draw to the payment

of the Purchase Price of Bonds purchased pursuant to Section 2.06 or 2.08 hereof, the Trustee shall be provided with the proceeds of the sale of such Bonds by the Remarketing Agent pursuant to Section 9.05 hereof, the Trustee or the Paying Agent shall immediately apply the proceeds of such sale to the payment of such Purchase Price and shall thereupon return the proceeds of such draw to the Bank.

Section 9.09. Delivery of Proceeds of Sale. The proceeds of the sale by the Remarketing Agent of any Bond pursuant to Section 9.05 hereof shall be turned over to the Trustee for redelivery to the person who delivered such Bond to the Trustee. The proceeds of the sale by the Remarketing Agent of any Bonds held in the Custody Account shall be paid to the Bank in accordance with the Reimbursement Agreement.

Section 9.10. No Remarketing After Default. Anything in this Forty-Third Supplemental Indenture to the contrary notwithstanding, there shall be no remarketing of Bonds pursuant to this Article IX if there shall have occurred and be continuing an Event of Default.

Section 9.11. Custody Account.

(a) *Creation of Custody Account.* There is hereby created by the City and ordered established with the Trustee a separate and segregated trust account to be designated the "Chicago O'Hare International Airport 2012C Third Lien Bond Custody Account" (hereinafter called the "*Custody Account*").

(b) *Deposit of Pledged Bonds in Custody Account.* If any Bond (other than any Bank-owned Bond) is purchased by the Trustee pursuant to Section 2.06 or 2.08 hereof with moneys drawn under the Letter of Credit, that Bond shall be delivered to and held by the Trustee (and shall thereafter constitute a Pledged Bond until released as herein provided), shall be deposited in the Custody Account, and shall be released to the City or its order only upon the following:

(xi) written or telephonic notice to the Bank from the Trustee promptly confirmed by tested telex, that such Bond has been remarketed by the Remarketing Agent;

(xii) evidence that the Trustee has received the proceeds of the remarketing of such Bond and holds such proceeds for the account of the Bank; and

(xiii) telephonic notice from the Bank to the Trustee that the Letter of Credit has been reinstated to cover such remarketed Bond, provided that in connection with such reinstatement if such Bond bears interest at a Flexible Rate, sufficient amounts shall be drawn under the Letter of Credit and deposited into the Letter of Credit Account (and the Bank reimbursed therefor) so that the amount then held in the Letter of Credit Account is not less than the amount that would have been in such account as a result of draws pursuant to subsection (c) of Section 5.02 hereof if such Bond did not constitute a Pledged Bond hereunder; provided, however, that no single draw pursuant hereto may be made with respect to more than 34 days' interest on the Bonds being remarketed at the maximum rate of interest used for purposes of calculating the amount of the Letter of Credit.

(c) *Registration of Pledged Bonds.* Bonds purchased by the Trustee pursuant to Section 2.06 or 2.08 hereof which, by virtue of subsection (b) of this Section 9.11, constitute Pledged Bonds shall, immediately, upon receipt thereof by the Trustee, be registered in the name of the Trustee and held by the Trustee as collateral security for the payment of the Series 2012C Bank Note.

(d) *Deposit of Proceeds of Remarketing in Custody Account.* To the extent of amounts due and owing to the Bank under the Series 2012C Bank Note the proceeds of the remarketing of Bonds held in the Custody Account shall be deposited into the Custody Account and held by the Trustee for the account of, and in trust solely for, the Bank, shall not be commingled with the Trust Estate or any other moneys held by the Trustee, and shall be paid over immediately to the Bank. The balance of such proceeds shall be deposited in the Principal and Interest Account of the 2012C Dedicated Sub-Fund.

(e) *Principal and Interest Payments on Pledged Bonds.* On each Payment Date prior to the release of such Pledged Bonds to the City or the Remarketing Agent and reinstatement of the Letter of Credit as aforesaid, the Trustee shall apply the moneys in the Principal and Interest Account to the payment of Principal Installments or Sinking Fund Payments of, and interest on, such Pledged Bonds in the manner provided in Article IV hereof, but shall not draw on the Letter of Credit or use moneys in the Letter of Credit Account or any other moneys in the 2012C Dedicated Sub-Fund, except moneys in the Principal and Interest Account, for that purpose to any extent whatever; and the Trustee shall receive for the account of the City the interest and principal paid in respect of such Bonds and immediately upon such receipt the Trustee shall pay such interest and principal over to the City; provided, however, that if at such time there shall remain any unreimbursed draw on the Letter of Credit with respect to such Bonds, such interest and principal payments shall be paid over to the Bank until the amount of such draw plus interest thereon as provided in the Reimbursement Agreement shall have been fully reimbursed.

(f) *Cancellation of Pledged Bonds upon Redemption.* If, on any date prior to the release of such Pledged Bonds from the Custody Account to the City or the Remarketing Agent and reinstatement of the Letter of Credit as aforesaid, all Bonds are called for redemption pursuant to Section 3.01(a) hereof, the Pledged Bonds shall be deemed to have been paid and shall thereupon be cancelled by the Trustee.

(g) *Conversion of Pledged Bonds to Bank-owned Bonds.* Upon a mandatory purchase of the Bonds pursuant to clause (a)(4) of Section 2.08 hereof, all Pledged Bonds held in the Custody Account shall constitute Bank-owned Bonds hereunder for all purposes.

Section 9.12. Paying Agent. The Trustee may and, if the Bonds bear interest at a Variable Rate and are no longer registered in the name of a nominee of a Securities Depository, shall appoint a Paying Agent with power to act on its behalf and subject to its direction (i) in the authentication, registration and delivery of Bonds in connection with transfers and exchanges under Article II and Section 3.04 hereof, as fully to all intents and purposes as though such Paying Agent had been expressly authorized by those Sections to authenticate, register and deliver Bonds, (ii) for effecting purchases and sales of Bonds pursuant hereto and accepting deliveries of Bonds, making deliveries of Bonds and holding Bonds pursuant hereto

and (iii) in the making of draws and accepting notice of reinstatements under the Letter of Credit, including in the case of clauses (ii) and (iii) the establishment of required trust accounts in the name and on behalf of the Trustee. Any Paying Agent appointed pursuant to this Section 9.12 shall evidence its acceptance by a certificate filed with the Trustee and the City. For all purposes of this Forty-Third Supplemental Indenture, the authentication, registration and delivery of Bonds by or to any Paying Agent pursuant to this Section shall be deemed to be the authentication, registration and delivery of Bonds "by or to the Trustee." Such Paying Agent shall at all times be a commercial bank having its principal office in New York, New York and shall at all times be a corporation organized and doing business under the laws of the United States or of any state with combined capital and surplus of at least \$50,000,000 and authorized under such laws to exercise corporate trust powers and subject to supervision or examination by Federal or state authority. If such corporation publishes reports of condition at least annually pursuant to law or the requirements of such authority, then for the purposes of this Section the combined capital and surplus of such corporation shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published.

Any corporation into which such Paying Agent may be merged or converted or with which it may be consolidated, or any corporation resulting from any merger, consolidation or conversion to which such Paying Agent shall be a party, or any corporation succeeding to the corporate trust business of such Paying Agent, shall be a successor of such Paying Agent hereunder, if such successor corporation is otherwise eligible under this Section, without the execution or filing or any further act on the part of the parties hereto or such Paying Agent or such successor corporation.

Any Paying Agent may at any time resign by giving written notice of resignation to the Trustee, the Remarketing Agent, the Bank and the City, and such resignation shall take effect at the appointment by the Trustee of a successor Paying Agent pursuant to the succeeding provisions of this Section 9.12 and the acceptance by the successor Paying Agent of such appointment. The Trustee may at any time terminate the agency of any Paying Agent by giving written notice of termination to such Paying Agent, the Remarketing Agent, the Bank and the City. Upon receiving such a notice of resignation or upon such a termination, or in case at any time such Paying Agent shall cease to be eligible under this Section, the Trustee shall promptly appoint a successor Paying Agent, shall give written notice of such appointment to the City, the Remarketing Agent and the Bank, and shall mail notice of such appointment to all owners of Bonds.

Notwithstanding anything herein to the contrary, any Paying Agent shall be entitled to rely on information furnished to it orally or in writing by the Trustee, and in the case of notices pursuant to Section 9.05(c) hereof, by the Remarketing Agent, and shall be protected hereunder in relying thereon.

The Trustee agrees to pay to any Paying Agent from time to time its fees and expenses for its services and the Trustee shall be entitled to be reimbursed for such payments pursuant to Section 1006 of the Indenture.

Section 9.13. Notice to Moody's and S&P. The Trustee agrees to provide Moody's and S&P with prompt notice of (a) any change in the Trustee, Remarketing Agent or

any Paying Agent hereunder, (b) any change or modification of the Indenture, the Letter of Credit or the Reimbursement Agreement, (c) the termination of the Letter of Credit, (d) any Interest Mode change or (e) the redemption or defeasance of all Outstanding Bonds.

ARTICLE X

Supplemental Indentures

Section 10.01. Supplements or Amendments to Forty-Third Supplemental Indenture. This Forty-Third Supplemental Indenture may be supplemented or amended in the manner set forth in Articles VII and VIII, respectively, of the Indenture.

Section 10.02. Consent of Bank Required. Anything herein to the contrary notwithstanding, so long as (i) the Letter of Credit is in effect or (ii) the Series 2012C Bank Note remains Outstanding, a supplemental indenture under this Article shall not become effective unless and until the Bank shall have consented to the execution and delivery of such supplemental indenture. In this regard, the Trustee shall cause notice of the proposed execution of any such supplemental indenture together with a copy of the proposed supplemental indenture to be mailed to the Bank at least fifteen Business Days prior to the proposed date of execution and delivery of any such supplemental indenture. The Bank shall be deemed to have consented to the execution and delivery of any such supplemental indenture if the Trustee does not receive a letter of protest or objection thereto signed by or on behalf of the Bank on or before the fifteenth Business Day after the mailing of said notice.

ARTICLE XI

Indenture Amendment

Section 11.01. Written Consent to Indenture Amendment. The Thirty-Seventh Supplemental Indenture from the City to the Trustee dated April 1, 2010, authorizes the amendment of the Indenture (the "*2010 Amendment*"). The 2010 Amendment deletes in full Section 413 of the Indenture which contains restrictions on the sale or transfer of the Airport. In consideration for the security interests granted by the City for the benefit of the Owners of the Bonds, the Owners from time to time of the Bonds hereby consent to the Thirty-Seventh Supplemental Indenture and to the 2010 Amendment of the Indenture. Such consents shall be fully effective for all purposes of Article VIII of the Indenture. The consent of any Owner made pursuant to this Section may be revoked in writing as provided by subsection (b) of Section 803 of the Indenture.

ARTICLE XII

Miscellaneous

Section 12.01. Forty-Third Supplemental Indenture as Part of Indenture.

This Forty-Third Supplemental Indenture shall be construed in connection with and as a part of the Indenture and all terms, conditions and covenants contained in the Indenture, except as herein modified and except as restricted in the Indenture to Third Lien Obligations of another Series, shall apply and be deemed to be for the equal benefit, security and protection of the Bonds and the Series 2012C Bank Note.

Section 12.02. Severability. If any provision of this Forty-Third Supplemental Indenture shall be held or deemed to be or shall, in fact, be illegal, inoperative or unenforceable, the same shall not affect any other provision or provisions herein contained or render the same invalid, inoperative or unenforceable to any extent whatever.

Section 12.03. Payments Due on Saturdays, Sundays and Holidays. If any payment of interest or principal or premium on the Bonds is due on a date that is not a Business Day, payment shall be made on the next succeeding Business Day with the same force and effect as if made on the date which is fixed for such payment, and no interest shall accrue on such amount for the period after such due date.

Section 12.04. Counterparts. This Forty-Third Supplemental Indenture may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Section 12.05. Rules of Interpretation. Unless expressly indicated otherwise, references to Sections or Articles are to be construed as references to Sections or Articles of this instrument as originally executed. Use of the words "herein," "hereby," "hereunder," "hereof," "hereinbefore," "hereinafter" and other equivalent words refer to this Forty-Third Supplemental Indenture and not solely to the particular portion in which any such word is used.

Section 12.06. Captions. The captions and headings in this Forty-Third Supplemental Indenture are for convenience only and in no way define, limit or describe the scope or intent of any provisions or Sections of this Forty-Third Supplemental Indenture.

Section 12.07. Additional Notices. Copies of all notices, certificates or other communications given to the City or the Trustee pursuant to the requirements of the Indenture or this Forty-Third Supplemental Indenture, at the addresses set forth in Section 1104 of the Indenture, shall be given to the Bank at the same time and in the same manner, addressed as follows: **[Name of Bank]**, _____,
Attention: _____.

IN WITNESS WHEREOF, the City has caused these presents to be executed in its name and with its official seal hereunto affixed and attested by its duly authorized officials; and to evidence its acceptance of the trusts hereby created, and Trustee has caused these presents to be executed in its corporate name and with its corporate seal hereunto affixed and attested by its duly authorized officers, as of the date first above written.

CITY OF CHICAGO

By: _____
Chief Financial Officer

[SEAL]

Attest:

By: _____
City Clerk

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

By: _____
Authorized Signatory

[SEAL]

Attest:

By: _____
Authorized Signatory

CITY OF CHICAGO

To

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,
as Trustee

EIGHTH SUPPLEMENTAL INDENTURE

SECURING
CHICAGO O'HARE INTERNATIONAL AIRPORT
PASSENGER FACILITY CHARGE REVENUE **[REFUNDING]** BONDS,
SERIES 2012A

Dated as of _____, 2012

Supplementing a Master Trust Indenture Securing Chicago O'Hare International Airport Passenger Facility Charge Obligations dated as of _____, 2012, from the City of Chicago to The Bank of New York Mellon Trust Company, N.A., as Trustee.

EIGHTH SUPPLEMENTAL INDENTURE

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EIGHTH SUPPLEMENTAL INDENTURE

THIS EIGHTH SUPPLEMENTAL INDENTURE, made and entered into as of _____, 2012, from the CITY OF CHICAGO (the "*City*"), a municipal corporation and home rule unit of local government duly organized and existing under the Constitution and laws of the State of Illinois, to THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (the "*Trustee*"), a national banking association duly organized, existing and authorized to accept and execute trusts of the character herein set out under the laws of the United States of America and the State of Illinois;

W I T N E S S E T H:

WHEREAS, the City is a home rule unit of local government, duly organized and existing under the laws of the State of Illinois, and in accordance with the provisions of Section 6(a) of Article VII of the 1970 Constitution of the State of Illinois is authorized to own and operate commercial and general aviation facilities; and

WHEREAS, the City owns and operates an airport known as Chicago O'Hare International Airport ("*O'Hare*"); and

WHEREAS, the City has entered into a Master Trust Indenture Securing Chicago O'Hare International Airport Passenger Facility Charge Obligations, dated as of January 1, 2008 with the Trustee (the "*Indenture*") which authorizes the issuance of PFC Obligations (as defined in the Indenture) in one or more Series pursuant to one or more Supplemental Indentures and the incurrence by the City of Section 208 Obligations (as defined in the Indenture); and

[WHEREAS, in order to pay a portion of the Cost of the Projects (as defined in the Indenture), the City has authorized the issuance and sale of \$_____ aggregate principal amount of Chicago O'Hare International Airport Passenger Facility Charge Revenue Bonds, Series 2012A (the "*2012A Bonds*" or the "*Bonds*"); and]

[WHEREAS, the City has determined to refund and defease the Prior PFC Bonds (as hereinafter defined) and in order to finance the costs of refunding the Prior PFC Bonds, the City has authorized the issuance and sale of \$_____ aggregate principal amount of Chicago O'Hare International Airport Passenger Facility Charge Revenue Refunding Bonds, Series 2012A (the "*2012A Bonds*" or the "*Bonds*"); and]

WHEREAS, the Indenture provides that the City shall execute and deliver to the Trustee a Supplemental Indenture in connection with the issuance of the Bonds; and

WHEREAS, the City has taken all action necessary to cause the Bonds issued pursuant to this Eighth Supplemental Indenture to be valid and binding PFC Obligations; and

WHEREAS, the Bonds, and the Trustee's Certificate of Authentication to be endorsed on such Bonds, are to be in substantially the following forms with necessary and appropriate variations, omissions and insertions as permitted or required by the Indenture or this Eighth Supplemental Indenture, to wit:

[Form of Bond]

No. R-_____

\$_____

UNITED STATES OF AMERICA
STATE OF ILLINOIS
CITY OF CHICAGO
Chicago O'Hare International Airport
Passenger Facility Charge Revenue [Refunding] Bond, Series 2012__

INTEREST RATE	MATURITY DATE	DATED DATE	CUSIP
---------------	---------------	------------	-------

Registered Owner: Cede & Co.

Principal Amount:

CITY OF CHICAGO (the "City"), a municipal corporation and home rule unit of local government duly organized and existing under the laws of the State of Illinois, for value received, hereby promises to pay (but only out of the sources hereinafter provided) to the Registered Owner identified above, or registered assigns, on the maturity date specified above, unless this Bond shall have been called for redemption and payment of the redemption price shall have been duly made or provided for, upon presentation and surrender hereof, the principal amount specified above, and to pay (but only out of the sources hereinafter provided) interest on the balance of said principal amount from time to time remaining unpaid from and including the date hereof or from and including the most recent Interest Payment Date (as defined in the hereinafter defined Indenture) with respect to which interest has been paid or duly provided for, until payment of said principal sum has been made or duly provided for, at the interest rate specified above, computed on the basis of a 360 day year consisting of twelve 30 day months, payable on _____ 1, 20__ and semi-annually thereafter on each January 1 and July 1, and to pay interest on overdue principal and, to the extent permitted by law, on overdue premium, if any, and interest at the rates due on this Bond. Principal of, premium, if any, and interest on this Bond shall be payable in lawful money of the United States of America at the corporate trust office in the City of Chicago, Illinois of The Bank of New York Mellon Trust Company, N.A., as Trustee, or its successor in trust (the "Trustee"); provided, however, that payment of the interest on any Interest Payment Date shall be (i) made to the registered owner hereof as of the close of business on the applicable Record Date (as defined in the Indenture) with respect to such Interest Payment Date and shall be paid by check or draft mailed to such registered owner hereof at his or her address as it appears on the registration books of the City maintained by the Trustee as Bond Registrar or at such other address as is furnished in writing by such registered owner to the Trustee as Bond Registrar as of the close of business on such Record Date or (ii) made by wire transfer to such registered owner as of the close of business on such Record Date upon written notice of such wire transfer address in the continental United States by such owner to the Bond Registrar given prior to such Record Date (which notice may provide that it will remain in effect until revoked), provided that each such wire transfer shall only be made with respect to an owner of \$1,000,000 or more in aggregate principal amount of the Bonds as of the close of business on the Record Date relating to such Interest Payment Date;

except, in each case, that if and to the extent that there shall be a default in the payment of the interest due on such Interest Payment Date, such defaulted interest shall be paid to the registered owners as provided in the Indenture. So long as this Bond is restricted to being registered in the registration books of the City in the name of a Securities Depository (as defined in the Indenture), the provisions of the Indenture governing Book-Entry Bonds shall govern the payment of the principal of and interest on this Bond.

This Bond is one of an authorized series of bonds limited in aggregate principal amount to \$_____ (the "*Bonds*") issued pursuant to, under authority of and in full compliance with the Constitution and laws of the State of Illinois, particularly Article VII, Section 6(a) of the 1970 Constitution of the State of Illinois and an ordinance of the City Council of the City, and executed under a Master Trust Indenture Securing Chicago O'Hare International Airport Passenger Facility Charge Obligations dated as of January 1, 2008, from the City to The Bank of New York Mellon Trust Company, N.A., as trustee (the "*Trustee*"), as supplemented by a Eighth Supplemental Indenture Securing Chicago O'Hare International Airport Passenger Facility Charge Revenue Bonds, Series 2012A, dated as of _____, 2012, from the City to the Trustee (collectively, the "*Indenture*"), for the purpose of paying costs **[related to the refunding of passenger facility charge revenue bonds of the City previously issued to finance certain projects at Chicago O'Hare International Airport], [paying costs relating to certain Projects at the Airports]**, funding the debt service reserve account, and paying costs and expenses incidental thereto and to the issuance of the Bonds.

The Bonds are limited obligations of the City and shall not constitute an indebtedness of the City or a loan of credit thereof within the meaning of any constitutional or statutory limitation. Neither the faith and credit nor the taxing power of the City, the State of Illinois or any political subdivision thereof is pledged to the payment of the principal of the Bonds, or the interest or any premium thereon, or other costs incident thereto. The Bonds are payable solely from the revenues in the Indenture pledged to such payment, and no owner or owners of the Bonds shall ever have the right to compel any exercise of the taxing power of the City, the State of Illinois or any political subdivision thereof.

Reference is hereby made to the further provisions of this Bond set forth on the reverse hereof and such further provisions shall for all purposes have the same effect as if set forth at this place. All capitalized terms used in this Bond shall have the meanings assigned in the Indenture unless otherwise defined herein.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts and conditions required to be performed precedent to and in the execution and delivery of the Indenture and the issuance of this Bond have been performed in due time, form and manner as required by law, and that the issuance of this Bond and the series of which it forms a part does not exceed or violate any constitutional or statutory limitation.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Indenture unless and until the certificate of authentication hereon shall have been duly executed by the Trustee.

IN WITNESS WHEREOF, the City of Chicago has caused this Bond to be executed in its name by the manual or facsimile signature of its Mayor and the manual or facsimile of its corporate seal to be printed hereon and attested by the manual or facsimile signature of its City Clerk.

CITY OF CHICAGO

By: _____
Mayor

[SEAL]

Attest:

City Clerk

[DTC Legend]

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or in such other name as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

[Form of Trustee's Certificate of Authentication]

CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within-mentioned Indenture.

Date of Authentication:

**THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., AS TRUSTEE**

By: _____
Authorized Signature

[Form of Reverse of Bond]

The Bonds and the interest thereon are payable from PFC Revenues pledged to the payment thereof under the Indenture and certain other moneys held by or on behalf of the Trustee. Copies of the Indenture are on file at the corporate trust office of the Trustee, and reference to the Indenture and any and all supplements thereto and modifications and amendments thereof is made for a description of the pledge and covenants securing the Bonds, the nature, extent and manner of enforcement of such pledge, the rights and remedies of the registered owners of the Bonds, and the limitations on such rights and remedies.

The Bonds are issuable only as fully registered Bonds in the authorized denominations described in the Indenture. Bonds may be transferred on the books of registration kept by the Bond Registrar by the owner in person or by the owner's duly authorized attorney, upon surrender thereof, together with a written instrument of transfer executed by the owner or the owner's duly authorized attorney. Upon surrender for registration of transfer of any Bond with all partial redemptions endorsed thereon at the office of the Bond Registrar, the City shall execute and the Trustee shall authenticate and deliver in the name of the transferee or transferees a new Bond or Bonds of the same maturity and interest rate, aggregate principal amount and tenor and of any authorized denomination or denominations and bearing numbers not contemporaneously outstanding under the Indenture.

Bonds may be exchanged at the office of the Bond Registrar for an equal aggregate principal amount of Bonds in the appropriate form and in the same maturity and interest rate, aggregate principal amount and tenor and of any authorized denomination or denominations. The City shall execute and the Trustee shall authenticate and deliver Bonds which the Bondholder making the exchange is entitled to receive.

Such registration of transfer or exchange of Bonds shall be without charge to the owners of such Bonds, but any taxes or other governmental charges required to be paid with respect to the same shall be paid by the owners of the Bond requesting such transfer or exchange as a condition precedent to the exercise of such privilege.

The Bond Registrar shall not be required to register for transfer or exchange any undelivered Bond or Bonds after the giving of notice calling such Bond for redemption or partial redemption has been made.

The person in whose name any Bond is registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of or on account of principal, premium, if any, or interest shall be made only to or upon the order of the registered owner thereof or the owner's duly authorized attorney, but such registration may be changed as hereinabove provided. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

The Bonds maturing on January 1, 20__, are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
20__	\$
20__	
20__	
20__	
20__	

The Bonds maturing on January 1, 20__, are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
20__	\$
20__	
20__	
20__	
20__	

The Bonds maturing on or after January 1, 20__, are subject to redemption, otherwise than from mandatory Sinking Fund Payments, at the option of the City, on or after January 1, 20__, as a whole or in part at any time, and if in part, in such order of maturity as the City shall determine and within any maturity by lot, at the respective Redemption Prices (expressed as percentages of the principal amount of such Bonds or portions thereof to be redeemed) set forth below, in each case together with accrued interest to the redemption date:

<u>Period</u> <u>(both dates inclusive)</u>	<u>Redemption Price</u> <u>(expressed as a percentage)</u>
January 1, 20__ through December 31, 20__	%
January 1, 20__ through December 31, 20__	
January 1, 20__ and thereafter	

Notice of any such redemption must be given by the Trustee by first class mail not less than 30 nor more than 60 days prior to the date fixed for redemption to the registered owners of the Bonds. Failure to mail any such notice to the registered owner of any Bond or any defect therein shall not affect the validity of the proceedings for the redemption of Bonds for which notice has been validly given.

This Bond and all other Bonds of the series of which it forms a part are issued pursuant to an ordinance adopted by the City Council of the City, which ordinance authorizes the execution and delivery of the Indenture. This Bond and the series of which it forms a part are limited obligations of the City payable solely from the amounts pledged therefor under the Indenture.

No recourse shall be had for the payment of the principal of, premium, if any, or interest on any of the Bonds or for any claim based thereon or upon any obligation, covenant or agreement in the Indenture contained, against any past, present or future officer, employee or agent, or member of the City Council, of the City, or any successor to the City, as such, either directly or through the City, or any successor to the City, under any rule of law or equity, statute or constitution or by the enforcement of any assessment or penalty or otherwise, and all such liability of any such officer, employee or agent, or member of the City Council, as such, is hereby expressly waived and released as a condition of and in consideration for the execution of the Indenture and the issuance of any of the Bonds.

The owner of this Bond shall have no right to enforce the provisions of the Indenture or to institute action to enforce the covenants therein, or to take any action with respect to any event of default under the Indenture, or to institute, appear in or defend any suit or other proceedings with respect thereto, except as provided in the Indenture.

The Indenture prescribes the manner in which it may be discharged and after which the Bonds shall no longer be secured by or entitled to the benefits of the Indenture, except as provided in the Indenture and for the purposes of registration and exchange of Bonds and of such payment, including a provision that the Bonds shall be deemed to be paid if Defeasance Obligations maturing as to principal and interest in such amounts and at such times as to insure the availability of sufficient moneys to pay the principal of, premium, if any, and interest on the Bonds and all necessary and proper fees, compensation and expenses of the Trustee shall have been deposited with the Trustee.

Modifications or alterations of the Indenture, or of any supplements thereto, may be made only to the extent and in the circumstances permitted by the Indenture.

[Form of Assignment]

FOR VALUE RECEIVED, the undersigned sells, assigns and transfers unto _____

(Name and Address of Assignee)

the within Bond of the City of Chicago and does hereby irrevocably constitute and appoint _____

to transfer said Bond on the books kept for registration thereof with full power of substitution in the premises.

Dated: _____

Signature:

Signature Guaranteed: _____

NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without alteration or enlargement or any change whatever.

NOW, THEREFORE, THIS EIGHTH SUPPLEMENTAL INDENTURE WITNESSETH:

GRANTING CLAUSES

That the City, in consideration of the premises and the acceptance by the Trustee of the trusts hereby created and of the purchase and acceptance of the Bonds by the Registered Owners thereof, and of the sum of one dollar, lawful money of the United States of America, to it duly paid by the Trustee at or before the execution and delivery of these presents, and for other good and valuable consideration, the receipt of which is hereby acknowledged, in order to secure the payment of the principal of, premium, if any, and interest on the Bonds according to their tenor and effect, and to secure the performance and observance by the City of all the covenants expressed or implied herein and in the Bonds, does hereby assign and grant a security interest in and to the following to the Trustee, and its successors in trust and assigns forever, for the securing of the performance of the obligations of the City hereinafter set forth (the "*Trust Estate*");

GRANTING CLAUSE FIRST

All right, title and interest of the City in and to PFC Revenues, to the extent pledged and assigned in the granting clauses of the Indenture.

GRANTING CLAUSE SECOND

All moneys and securities from time to time held by the Trustee under the terms of this Eighth Supplemental Indenture, except for moneys deposited with or paid to the Trustee and held in trust hereunder for the redemption of Bonds, notice of the redemption of which has been duly given.

GRANTING CLAUSE THIRD

Any and all other property, rights and interests of every kind and nature from time to time hereafter by delivery or by writing of any kind granted, bargained, sold, alienated, demised, released, conveyed, assigned, transferred, mortgaged, pledged, hypothecated or otherwise subjected hereto, as and for additional security hereunder by the City or by any other person on its behalf or with its written consent to the Trustee, and the Trustee is hereby authorized to receive any and all property thereof at any and all times and to hold and apply the same subject to the terms hereof.

TO HAVE AND TO HOLD all and singular the Trust Estate, whether now owned or hereafter acquired, unto the Trustee and its successors in said trust and assigns forever;

IN TRUST NEVERTHELESS, upon the terms and trusts herein set forth for the equal and proportionate benefit, security and protection of all present and future owners of the Bonds without privilege, priority or distinction as to the lien or otherwise of any of the foregoing over any other of the foregoing except to the extent herein or in the Indenture otherwise specifically provided;

PROVIDED, HOWEVER, that if the City, its successors or assigns, shall well and truly pay, or cause to be paid, the principal of, premium, if any, and interest on the Bonds due or to become due thereon, at the times and in the manner set forth therein according to the true intent and meaning thereof, and shall cause the payments to be made on the Bonds as required under Article IV of this Eighth Supplemental Indenture, or shall provide, as permitted hereby, for the payment thereof and shall well and truly cause to be kept, performed and observed all of its covenants and conditions pursuant to the terms of the Indenture, this Eighth Supplemental Indenture and shall pay or cause to be paid to the Trustee all sums of money due or to become due to it in accordance with the terms and provisions hereof, then upon the final payment thereof this Eighth Supplemental Indenture and the rights hereby granted shall cease, determine and be void; otherwise this Eighth Supplemental Indenture shall remain in full force and effect;

THIS EIGHTH SUPPLEMENTAL INDENTURE FURTHER WITNESSETH, and it is expressly declared, that all Bonds issued and secured hereunder are to be issued, authenticated and delivered and all said property, rights and interests and any other amounts hereby assigned and pledged are to be dealt with and disposed of under, upon and subject to the terms, conditions, stipulations, covenants, agreements, trusts, uses and purposes as herein expressed, and the City has agreed and covenanted, and does hereby agree and covenant, with the Trustee and with the respective owners of the Bonds, as follows:

ARTICLE I

Authorization and Definitions

Section 1.01. Authorization for Eighth Supplemental Indenture. This Eighth Supplemental Indenture is a "*Supplemental Indenture*" as defined in the Indenture and is executed and delivered by the City by virtue of and pursuant to the home rule powers of the City and Section 701 of the Indenture. The City has ascertained and hereby determines and declares that the execution and delivery of this Eighth Supplemental Indenture is necessary to meet the commercial and general aviation needs of the citizens of the City, that each and every act, matter, thing or course of conduct as to which provision is made herein is necessary or convenient to carry out and effectuate such purposes of the City and to carry out its powers and is in furtherance of the public benefit, safety and welfare of the City and that each and every covenant or agreement herein contained and made is necessary, useful or convenient in order better to secure the Bonds and are contracts or agreements necessary, useful and convenient to carry out and effectuate the corporate purposes of the City.

Section 1.02. Definitions. All capitalized terms used in this Eighth Supplemental Indenture unless otherwise defined shall have the same meaning as used in Article I of the Indenture. In addition, the following words and phrases shall have the following meanings for purposes of this Eighth Supplemental Indenture:

"*Authorized Denomination*" means \$5,000 or any integral multiple thereof.

"*Bondholder*" or "*holder*" or "*Bondowner*" or "*owner of the Bonds*" or "*registered owner*" means the Registered Owner of any Bond.

"*Bond Registrar*" means the person appointed to serve as Bond Registrar pursuant to Section 2.04.

"*Bonds*" means the 2012A Bonds.

"*Business Day*" means a day except Saturday, Sunday or any day on which banking institutions located in the States of New York or Illinois are required or authorized to close or on which the New York Stock Exchange is closed.

"*City*" means the City of Chicago, a municipal corporation and home rule unit of local government, organized and existing under the Constitution and laws of the State.

"*Code*" means the United States Internal Revenue Code of 1986. References to the Code and to Sections of the Code shall include relevant final, temporary or proposed regulations thereunder as in effect from time to time and as applicable to obligations issued on the date of issuance of the Bonds.

"*Date of Issuance*" means _____, 20__, the date of original issuance and delivery of the Bonds.

"*DTC*" means The Depository Trust Company, and its successors and assigns.

“*Eighth Supplemental Indenture*” means this Eighth Supplemental Indenture and any amendments and supplements hereto.

“*Indenture*” means the Master Trust Indenture Securing Chicago O’Hare International Airport Passenger Facility Charge Obligations, dated as of January 1, 2008, from the City to the Trustee, pursuant to which PFC Obligations are authorized to be issued, and any amendments and supplements thereto, including this Eighth Supplemental Indenture. References to Articles and Sections of the Indenture shall be deemed to refer to Articles and Sections of the Indenture only.

[*Insurer*” means _____.]

“*Interest Payment Date*” means January 1 and July 1 of each year, commencing _____ 1, 20__.

“*Moody’s*” means Moody’s Investors Service, Inc., a corporation organized and existing under the laws of the State of Delaware, its successors and assigns, and, if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, “*Moody’s*” shall be deemed to refer to any other nationally recognized securities rating agency designated by the City by written notice to the Trustee.

“*Ordinance*” means the ordinance duly adopted and approved by the City Council of the City on _____, 2012, which authorizes the issuance and sale of the Bonds and the execution of this Eighth Supplemental Indenture.

“*Participant*,” when used with respect to any Securities Depository, means any participant of such Securities Depository.

[“*Policy*” or “*Municipal Bond Insurance Policy*” means, with respect to each Series issued under this Eighth Supplemental Indenture, the financial guaranty insurance policy issued by the Insurer insuring the payment when due of the principal of and interest on the Bonds of such Series.]

[“*Prior PFC Bonds*” means _____.]

“*Qualified Reserve Account Credit Instrument*” means the Surety Bond and a letter of credit, surety bond or non-cancellable insurance policy issued by a domestic or foreign bank, insurance company or other financial institution whose debt obligations are rated “*Aa*” or better by Moody’s or “*AA*” or better by S&P as of the date of issuance thereof.

“*Record Date*” means June 15 and December 15 of each year.

“*Registered Owner*” or “*Owner*” means the person or persons in whose name or names a Bond shall be registered on the books of the City kept for that purpose by the Trustee in accordance with the provisions of this Eighth Supplemental Indenture.

“Reserve Requirement” means, as of the date of the computation, an amount equal to [the lesser of (i) \$ _____, or (ii)] the maximum amount of Annual Debt Service payable on the Bonds for the current or any future Bond Year.

“Securities Depository” means DTC and any other securities depository registered as a clearing agency with the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934, as amended, and appointed as the securities depository for the Bonds.

“S&P” means Standard & Poor’s, a division of The McGraw-Hill Companies, Inc., its successors and assigns, and, if S&P shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, *“S&P”* shall be deemed to refer to any other nationally recognized securities rating agency designated by the City by written notice to the Trustee.

“State” means the State of Illinois.

[“Surety Bond” means the Surety Bond issued by the Insurer as a Qualified Reserve Account Credit Instrument guaranteeing certain payments to the Debt Service Reserve Account of the Series 2012A Dedicated Sub-Fund.]

“Tax Certificates” means the Tax Compliance Certificate and the General Tax Certificate of the City with respect to the Bonds, each dated the Date of Issuance.

“Trustee” means The Bank of New York Mellon Trust Company, N.A., a national banking association, as successor to BNY Midwest Trust Company, and its successors and any entity resulting from or surviving any consolidation or merger to which it or its successors may be a party, and any successor Trustee at the time serving as successor trustee hereunder.

“Trust Estate” means the property conveyed to the Trustee pursuant to the Granting Clauses hereof.

“2012A Bonds” means the Chicago O’Hare International Airport Passenger Facility Charge Revenue Bonds, Series 2012A, of the City, authorized to be issued by the Ordinance, the Indenture and Section 2.02 of this Eighth Supplemental Indenture.

“2012A Projects” means the Projects being financed with the proceeds of the 2012A Bonds.

[Section 1.03. Rights of Federal Aviation Administration. The FAA is a third party beneficiary under this Eighth Supplemental Indenture should there be an Event of Default under the Indenture resulting from a violation by the City of the provisions of the PFC Act or the PFC Regulations and such default has not been cured or resolved. The FAA’s third party beneficiary rights under this Eighth Supplemental Indenture, if any, shall be subject to the rights of the owners of the Bonds and any Credit Provider, which shall have been subrogated to the rights of the owners of the Bonds.]

ARTICLE II

The Bonds

Section 2.01. Authorized Purposes and Amount of Bonds. No Bonds may be issued under the provisions of this Eighth Supplemental Indenture except in accordance with this Article. The Bonds are being issued to provide funds to **[refund the Prior PFC Bonds,] [to pay a portion of the costs of the 2012A Projects (including capitalized interest),]** to fund the Debt Service Reserve Account by the purchase of a Qualified Reserve Account Credit Instrument and to pay Costs of Issuance of the 2012A Bonds. Except as provided in Section 2.09, the total principal amount of Bonds that may be issued hereunder is expressly limited to \$_____.

Section 2.02. Issuance of 2012A Bonds. The 2012A Bonds shall be issued in the aggregate principal amount of \$_____,000, shall constitute a Series of PFC Obligations under the Indenture and shall be designated "City of Chicago, Chicago O'Hare International Airport Passenger Facility Charge Revenue **[Refunding]** Bonds, Series 2012A."

The 2012A Bonds shall be dated as of the Interest Payment Date next preceding their date of authentication, unless such date of authentication is an Interest Payment Date, in which case the 2012A Bonds shall be dated as of such Interest Payment Date, or unless such 2012A Bonds are authenticated prior to the first Interest Payment Date, in which event the 2012A Bonds shall be dated as of the Date of Issuance.

The 2012A Bonds shall be issued as registered bonds without coupons. The 2012A Bonds shall be issued only in Authorized Denominations. The 2012A Bonds shall be numbered consecutively from R-1 upwards bearing numbers not then contemporaneously outstanding (in order of issuance) according to the records of the Bond Registrar.

The 2012A Bonds shall mature on January 1 of each of the following years and bear interest at the following interest rates per annum:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
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Interest on the 2012A Bonds shall be payable on January 1 and July 1 of each year, commencing _____ 1, 20____. Interest shall be calculated on the basis of a 360-day year consisting of twelve 30 day months.

Section 2.03. Payments on the Bonds. The Trustee is appointed as the Paying Agent and Bond Registrar for the Bonds. Interest on the Bonds shall be payable on each applicable Interest Payment Date. The Bonds shall bear interest from their date or from and including the most recent Interest Payment Date with respect to which interest has been paid or duly provided for. The principal of, premium, if any, and interest on the Bonds shall be payable in lawful money of the United States of America. Except as provided in Section 2.10, the principal of and redemption premium, if any, on all Bonds shall be payable at the principal corporate trust office of the Trustee upon the presentation and surrender of the Bonds as the same become due and payable. Except as provided in Sections 2.09 and 2.10, the interest on the Bonds shall be paid by check or draft drawn upon the Trustee and mailed to the registered owners at such owner's address as it appears on the registration books maintained by the Bond Registrar at the close of business on the Record Date next preceding each Interest Payment Date or at such other address as is furnished in writing by such Registered Owner to the Bond Registrar. Interest on the Bonds shall be paid by wire transfer to any Registered Owner who at the close of business on such Record Date has given written notice of its wire transfer address in the continental United States to the Bond Registrar prior to such Record Date (which notice may provide that it will remain in effect until revoked), provided that each such wire transfer shall

only be made with respect to a Registered Owner of \$1,000,000 or more in aggregate principal amount of the Bonds of a Series as of the close of business on such Record Date.

Section 2.04. Execution. The Bonds shall be executed on behalf of the City with the official manual or facsimile signature of the Mayor of the City and attested with the official manual or facsimile signature of its City Clerk, and shall have affixed, impressed, imprinted or otherwise reproduced thereon the corporate seal of the City or a facsimile of the seal. The Bonds are issued pursuant to and in full compliance with the Constitution and laws of the State, and pursuant to the Ordinance, which authorizes the execution and delivery of this Eighth Supplemental Indenture. In case any officer whose signature or a facsimile of whose signature shall appear on the Bonds shall cease to be such officer before the delivery of such Bonds, such signature or such facsimile shall nevertheless be valid and sufficient for all purposes, as if he or she had remained in office until delivery.

Section 2.05. Authentication. No Bond shall be valid or obligatory for any purpose or be entitled to any security or benefit under this Eighth Supplemental Indenture unless and until such certificate of authentication in substantially the form hereinabove set forth shall have been duly executed by the Trustee, and such executed certificate of the Trustee, upon any such Bond shall be conclusive evidence that such Bond has been authenticated and delivered under this Eighth Supplemental Indenture. The Trustee's certificate of authentication on any Bond shall be deemed to have been executed by it if signed by an authorized signatory of the Trustee, but it shall not be necessary that the same signatory sign the certificate of authentication on all of the Bonds.

Section 2.06. Form of Bonds; Temporary Bonds. The Bonds issued under this Eighth Supplemental Indenture shall be substantially in the form hereinbefore set forth, with such appropriate variations, omissions and insertions as are permitted or required by this Eighth Supplemental Indenture.

Pending preparation of definitive Bonds, or by agreement with the purchasers of the Bonds, the City may issue and, upon its request, the Trustee shall authenticate, in lieu of definitive Bonds, one or more temporary printed or typewritten Bonds in Authorized Denominations of substantially the tenor recited above. Upon request of the City, the Trustee shall authenticate definitive Bonds in exchange for and upon surrender of an equal principal amount of temporary Bonds. Until so exchanged, temporary Bonds shall have the same rights, remedies and security hereunder as definitive Bonds.

Section 2.07. Delivery of Bonds. Upon the execution and delivery of this Eighth Supplemental Indenture, the City shall execute and deliver to the Trustee, and the Trustee shall authenticate, the Bonds and deliver them to the purchasers as may be directed by the City as provided in this Section. Prior to the delivery by the Trustee of any of the Bonds there shall be filed with the Trustee each of the items listed in subsections (a), (b), (c), (d), (e), (f) and (g) of Section 206 of the Indenture.

Section 2.08. Mutilated, Lost, Stolen or Destroyed Bonds. In the event any Bond is mutilated, lost, stolen or destroyed, the City may execute and the Trustee may authenticate a new Bond of like date, Series, maturity, interest rate and denomination as the

Bond mutilated, lost, stolen or destroyed; provided that, in the case of any mutilated Bond, such mutilated Bond shall first be surrendered to the Trustee, and in the case of any lost, stolen or destroyed Bond, there shall be first furnished to the City and the Trustee evidence of such loss, theft or destruction satisfactory to the City and the Trustee, together with indemnity satisfactory to them. In the event any such Bond shall have matured, instead of issuing a substitute Bond the City may pay the same without surrender thereof. The City and the Trustee may charge the Registered Owner of such Bond with their reasonable fees and expenses in this connection. All Bonds so surrendered to the Trustee shall be cancelled and destroyed, and evidence of such destruction shall be given to the City. Upon the date of final maturity or redemption of all of the Bonds, the Trustee shall destroy any inventory of unissued certificates.

Section 2.09. Registration and Exchange of Bonds; Persons Treated as Owners. The City shall cause books for the registration and for the transfer of the Bonds as provided in this Eighth Supplemental Indenture to be kept by the Trustee as the Bond Registrar of the City. Upon surrender for transfer of any Bond at the principal office of the Bond Registrar, duly endorsed for transfer or accompanied by an assignment duly executed by the Registered Owner or such Owner's attorney duly authorized in writing, the City shall execute and the Bond Registrar shall authenticate and deliver in the name of the transferee or transferees a new fully registered Bond for a like maturity, interest rate and aggregate principal amount.

Bonds may be exchanged at the corporate trust office of the Bond Registrar for a like aggregate principal amount of fully registered Bonds of the same Series and maturity and interest rate and of other Authorized Denominations. The City shall execute and the Bond Registrar shall authenticate and deliver Bonds which the Bondowners making the exchange are entitled to receive, bearing numbers not contemporaneously then outstanding. The execution by the City of any Bond of any denomination shall constitute full and due authorization of such denomination and the Bond Registrar shall thereby be authorized to authenticate and deliver such Bond.

The Bond Registrar shall not be required to register for transfer or exchange any undelivered Bond or any Bond after the giving of notice calling such Bond for redemption or partial redemption.

The person in whose name any fully registered Bond is registered at the close of business on any Record Date with respect to any Interest Payment Date shall be entitled to receive the interest payable on such Interest Payment Date notwithstanding the cancellation of such registered Bond upon any transfer or exchange thereof subsequent to the Record Date and prior to such Interest Payment Date, except if and to the extent there shall be a default in the payment of the interest due on such Interest Payment Date, in which case such defaulted interest shall be paid to the person in whose name such Bond is registered either at the close of business on the day preceding the date of payment of such defaulted interest or on a subsequent Record Date for such payment if one shall have been established as hereinafter provided. A subsequent Record Date for defaulted interest may be established by the Trustee by notice mailed to the Registered Owners of Bonds not less than 10 days preceding such Record Date, which Record Date shall be not more than 30 days prior to the subsequent Interest Payment Date.

Except as provided in the Indenture, as to any Bond the person in whose name the same shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of principal, premium, if any, or interest on any Bond shall be made only to or upon the written order of the Registered Owner thereof or his or her legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid.

In each case the Bond Registrar shall require the payment by the Bondowner requesting exchange or transfer, of any tax or other governmental charge required to be paid with respect to such exchange or transfer, but otherwise no charge shall be made to the Bondowner for such exchange or transfer.

Section 2.10. Book-Entry Provisions. The provisions of this Section shall apply so long as the Bonds are maintained in book-entry form with DTC or another Securities Depository.

(a) Payments. The Bonds shall be payable to the Securities Depository, or its nominee, as the Registered Owner of the Bonds, in same day funds on each date on which the principal of, interest on, and premium, if any, on the Bonds is due as set forth in this Eighth Supplemental Indenture and in the Bonds. Such payments shall be made to the offices of the Securities Depository specified by the Securities Depository to the City and the Trustee in writing. Without notice to or the consent of the beneficial owners of the Bonds, the City and the Securities Depository may agree in writing to make payments of principal and interest in a manner different from that set forth in this Eighth Supplemental Indenture. If such different manner of payment is agreed upon, the City shall give the Trustee written notice thereof, and the Trustee shall make payments with respect to the Bonds in the manner specified in such notice. Neither the City nor the Trustee shall have any obligation with respect to the transfer or crediting of the principal of, interest on, and premium, if any, on the Bonds to Participants or the beneficial owners of the Bonds or their nominees.

(b) Replacement of the Securities Depository. If (i) the City determines or (ii) the City receives notice that the Securities Depository has received notice from its Participants having interests in at least 50% in principal amount of the Bonds that the Securities Depository or its successor is incapable of discharging its responsibilities as a securities depository or that it is in the best interests of the beneficial owners that they obtain certificated Bonds, the City may (or in the case of clause (ii) above, the City shall) cause the Trustee to authenticate and deliver Bond certificates. The City shall have no obligation to make any investigation to determine the occurrence of any events that would permit the City to make any determination described in this paragraph.

(c) Discontinuance of Book-Entry or Change of Securities Depository. If, following a determination or event specified in paragraph (b) above, the City discontinues the maintenance of the Bonds in book-entry form with the then current Securities Depository, the City will issue replacement Bonds to the replacement Securities Depository, if any, or, if no replacement Securities Depository is selected for the Bonds, directly to the Participants as shown on the records of the former Securities Depository or, to the extent requested by any Participant, to the beneficial owners of the Bonds shown on the records of such Participant. Replacement

Bonds shall be in fully registered form and in Authorized Denominations, be payable as to interest on the Interest Payment Dates of the Bonds by check or draft mailed to each Registered Owner at the address of such Registered Owner as it appears on the bond registration books maintained by the City for such purpose at the corporate trust office of the Trustee or at the option of any Registered Owner of not less than \$1,000,000 in aggregate principal amount of Bonds, by wire transfer to any address in the continental United States of America on such Interest Payment Date to such Registered Owner as of such Record Date, if such Registered Owner provides the Trustee with written notice of such wire transfer address not later than the Record Date (which notice may provide that it will remain in effect with respect to subsequent Interest Payment Dates unless and until changed or revoked by subsequent notice). Principal and premium, if any, on the replacement Bonds are payable only upon presentation and surrender of such replacement Bond or Bonds at the principal corporate trust office of the Trustee.

(d) Effect of Book-Entry System. The Securities Depository and its Participants and the beneficial owners of the Bonds, by their acceptance of the Bonds, agree that the City and the Trustee shall not have liability for the failure of such Securities Depository to perform its obligations to the Participants and the beneficial owners of the Bonds, nor shall the City or the Trustee be liable for the failure of any Participant or other nominee of the beneficial owners to perform any obligation of the Participant to a beneficial owner of the Bonds.

ARTICLE III

Redemption of Bonds Before Maturity

Section 3.01. Redemption Dates and Prices. The Bonds shall be subject to redemption prior to maturity in the amounts, at the times and in the manner provided in this Article III.

(a) Optional Redemption. The 2012A Bonds maturing on or after January 1, 20__, are subject to redemption, otherwise than from mandatory Sinking Fund Payments, at the option of the City, on or after _____ 1, 20__, as a whole or in part at any time, and if in part, in such order of maturity as the City shall determine and within any maturity by lot, at the respective Redemption Prices (expressed as percentages of the principal amount of such 2012A Bonds or portions thereof to be redeemed) set forth below, in each case together with accrued interest to the redemption date:

Period (both dates inclusive)	Redemption Price (expressed as a percentage)
January 1, 20__ through December 31, 20__	%
January 1, 20__ and thereafter	

(b) Mandatory Sinking Fund Redemption. The 2012A Bonds maturing on January 1, 20__, are subject to mandatory redemption, in part by lot as provided in the Indenture, at a redemption price equal to the principal amount thereof to be redeemed, on January 1, 20__,

from a mandatory Sinking Fund Payment that is hereby established in the principal amount of \$_____,000.

The 2012A Bonds maturing on January 1, 20__, are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments that are hereby established, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
20__	\$,000
20__	,000
20__	,000
20__	,000
20__	,000

The 2012B Bonds maturing on January 1, 20__, are subject to mandatory redemption, in part by lot as provided in the Indenture from mandatory Sinking Fund Payments that are hereby established, on January 1 in each of the years and in the respective principal amounts set forth below, at a redemption price equal to the principal amount thereof to be redeemed:

<u>Year</u>	<u>Principal Amount</u>
20__	\$,000
20__	\$,000
20__	\$,000
20__	\$,000

(c) Reduction of Sinking Fund Payments. In the event of the optional redemption by the City of less than all the Bonds of like Series and maturity with respect to which Sinking Fund Payments have been established, the principal amount so redeemed shall be credited against the unsatisfied balance of future Sinking Fund Payments or the final maturity amount established with respect to such Bonds, in such amount and against such Sinking Fund Payment or final maturity amount as shall be determined by the City in a certificate of the Chief Financial Officer filed with the Trustee prior to the mailing of the notice of redemption of such Bonds or, in the absence of such determination, shall be credited pro-rata (rounded in such manner as the Trustee shall determine) against the unsatisfied balance of the applicable Sinking Fund Payments and final maturity amount.

Section 3.02. Notice of Redemption. Notice of the redemption of Bonds or any portion thereof pursuant to Section 3.01 identifying the Bonds or portions thereof to be redeemed, specifying the redemption date, the Redemption Price, the places and dates of payment and that from the redemption date interest will cease to accrue, shall be given by the Trustee by mailing a copy of such redemption notice by first class mail not less than 30 nor more than 60 days prior to the date fixed for redemption, to the Registered Owner of each Bond to be

redeemed in whole or in part at the address of such Registered Owner shown on the registration books. Failure to mail any such notice to the Registered Owner of any Bond or any defect therein shall not affect the validity of the proceedings for the redemption of Bonds for which notice has been validly given.

Section 3.03. Deposit of Funds. For the redemption of any of the Bonds, the City shall establish a redemption account for the benefit of the owners of the Bonds to be redeemed and shall cause to be deposited in the account moneys sufficient to pay when due the principal of and premium, if any, and interest on the redemption date.

Section 3.04. Partial Redemption of Bonds; Selection of Bonds for Redemption. (a) In case a Bond is of a denomination larger than the minimum Authorized Denomination, all or a portion of such Bond (equal to the minimum Authorized Denomination or any integral multiple thereof) may be redeemed but such Bond shall be redeemed only in a principal amount equal to the minimum Authorized Denomination or any integral multiple thereof.

(b) Upon surrender of any Bond for redemption in part only, the City shall execute and the Bond Registrar shall authenticate and deliver to the Registered Owner thereof, at the expense of the City, a new Bond or Bonds of Authorized Denominations in aggregate principal amount equal to the unredeemed portion of the Bond surrendered.

(c) If less than all of the Bonds of the same Series and maturity are called for redemption, the Bonds (or portions thereof) to be redeemed shall be selected by lot by the Trustee.

ARTICLE IV

Revenues and Funds

Section 4.01. Limited Obligations. The Bonds are not general obligations of the City but are limited obligations payable from the PFC Revenues (except to the extent paid out of moneys attributable to the proceeds derived from the sale of the Bonds or to income from the temporary investment thereof) and shall be a valid claim of the respective Registered Owners thereof only against the Series 2012A Dedicated Sub-Fund created under Section 4.02 and other moneys held by the Trustee or otherwise pledged therefor, which amounts are hereby pledged, assigned and otherwise held as security for the equal and ratable payment of the Bonds and shall be used for no other purpose than to pay the principal of, premium, if any, and interest on the Bonds, except as may be otherwise expressly authorized in the Indenture or in this Eighth Supplemental Indenture. The Bonds shall not constitute an indebtedness of the City or a loan of credit thereof within the meaning of any constitutional or statutory limitation, and neither the faith and credit nor the taxing power of the City, the State or any political subdivision thereof is pledged to the payment of the principal of, premium, if any, or the interest on the Bonds or other costs incident thereto.

Section 4.02. Creation of Sub-Fund and Accounts in the Bond Fund.

(a) Creation of Series 2012A Dedicated Sub-Fund. There is hereby created by the City and ordered established with the Trustee a separate and segregated sub-fund within the Bond Fund, such sub-fund to be designated the “Chicago O’Hare International Airport Series 2012A Passenger Facility Charge Revenue Bond Dedicated Sub-Fund” (the “*Series 2012A Dedicated Sub-Fund*”). Moneys on deposit in the Series 2012A Dedicated Sub-Fund, and in each Account established therein as hereinafter provided, shall be held in trust by the Trustee for the sole and exclusive benefit of the Registered Owners of the Bonds and shall not be used or available for the payment of any other PFC Obligations.

(b) Creation of Accounts. There are hereby created by the City and ordered established with the Trustee separate Accounts within the Series 2012A Dedicated Sub-Fund, designated as follows:

(1) *Construction Account:* an Account to be designated the “Chicago O’Hare International Airport Series 2012A Passenger Facility Charge Construction Account” (the “*Construction Account*”);

(2) *Capitalized Interest Account:* An Account to be designated the “Chicago O’Hare International Airport Series 2012A Passenger Facility Charge Capitalized Interest Account” (the “*Capitalized Interest Account*”);

(3) *Costs of Issuance Account:* an Account to be designated the “Chicago O’Hare International Airport Series 2012A Passenger Facility Charge Costs of Issuance Account” (the “*Costs of Issuance Account*”);

(4) *Administrative Expense Account:* an Account to be designated the “Chicago O’Hare International Airport Series 2012A Passenger Facility Charge Administrative Expense Account” (the “*Administrative Expense Account*”);

(5) *Debt Service Reserve Account:* an Account to be designated the “Chicago O’Hare International Airport Series 2012A Passenger Facility Charge Debt Service Reserve Account” (the “*Debt Service Reserve Account*”);

(6) *Principal Account:* an Account to be designated the “Chicago O’Hare International Airport Series 2012A Passenger Facility Charge Principal Account” (the “*Principal Account*”);

(7) *Interest Account:* an Account to be designated the “Chicago O’Hare International Airport Series 2012A Passenger Facility Charge Interest Account” (the “*Interest Account*”); and

(8) *Rebate Account:* an Account to be designated the “Chicago O’Hare International Airport Series 2012A Passenger Facility Charge Rebate Account” (the “*Rebate Account*”).

Section 4.03. Application of Bond Proceeds. The proceeds received by the City from the sale of the 2012A Bonds shall be applied as follows:

[(1) ***Defeasance of Prior PFC Bonds:*** the amount of \$_____ shall be held in trust by the Trustee for use in connection with the defeasance of the Prior PFC Bonds;

(2) ***Interest Account:*** the Trustee shall deposit into the Interest Account any accrued interest received upon the sale of the 2012A Bonds;

(3) ***Capitalized Interest Account:*** the Trustee shall deposit into the Capitalized Interest Account, the amount of \$_____;

(4) ***Construction Account:*** the Trustee shall deposit into the Construction Account the sum of \$_____;

(5) ***Payment to the Insurer:*** the amount of \$_____ shall be applied to pay a portion of the premium due the Insurer for the Policy and the amount of \$_____ shall be applied to pay a portion of the premium due the Insurer for the Surety Bond;

(6) ***Debt Service Reserve Account:*** the Trustee shall deposit into the Debt Service Reserve Account, the amount of \$_____; and

(7) ***Costs of Issuance:*** the balance of the proceeds of the Bonds in the amount of \$_____ shall be deposited in the Costs of Issuance Account and applied by the City to the payment of Costs of Issuance of the 2012A Bonds.]

Section 4.04. Deposits into Series 2012A Dedicated Sub-Fund and Accounts.

(a) On the 25th day of each month, commencing _____ 25, 2012 (each such date referred to herein as the "*Deposit Date*") there shall be deposited into the Series 2012A Dedicated Sub-Fund from amounts on deposit in the Bond Fund an amount equal to the aggregate of the amounts set forth in subsection (b) of this Section, which amounts shall have been calculated by the Trustee on the 15th day of each month (such aggregate amount with respect to any Deposit Date being referred to herein as the "*Series 2012A Deposit Requirement*").

(b) On each Deposit Date the Trustee shall make the following deposits in the following order of priority and if the moneys deposited into the Series 2012A Dedicated Sub-Fund are insufficient to make any required deposit, the deposit shall be made up on the next Deposit Date after required deposits into other Accounts having a higher priority shall have been made in full:

(i) for deposit into the Interest Account, an amount equal to the lesser of (A) (i) prior to _____, 20__, _____ of the interest due on the Bonds on _____ 1, 20__, and (ii) one-sixth of the interest due on the Bonds on the next Interest Payment Date, other than interest payable from the Capitalized Interest Account; or (B) the amount required so that the sum held in the Interest Account,

when added to the interest payable from the Capitalized Interest Account on the next Interest Payment Date, will equal the interest due on the Bonds on the next Interest Payment Date;

(ii) commencing on January 25, 200__, for deposit into the Principal Account, an amount equal to the lesser of (A) one-twelfth of the Principal Installment due on the Bonds on the first day of January next ensuing, or (B) the amount required so that the sum then held in the Principal Account will equal the Principal Installment due on the Bonds on the first day of January next ensuing;

(iii) commencing on the first Deposit Date following any draw of moneys under the Surety Bond, to _____ as reimbursement for such draw, any amount specified by the City in a Certificate filed with the Trustee prior to such first Deposit Date, which Certificate shall specify the monthly deposit amounts to be made pursuant to this clause (iii) in order to fully restore the coverage of the Surety Bond within one year of the date of initial draw under the Surety Bond;

(iv) for deposit into the Debt Service Reserve Account, the amount, if any, required as of the close of business on such Deposit Date to restore the Debt Service Reserve Account to an amount equal to the Reserve Requirement;

(v) for deposit into the Rebate Account, any amount so specified by the City in a Certificate filed with the Trustee; and

(vi) for deposit into the Administrative Expense Account, the amount estimated by the City in writing to be required as of the close of business on such Deposit Date to pay all Administrative Expenses, with respect to the Bonds during the 60 day period commencing on such Deposit Date.

(c) In addition to the Series 2012A Deposit Requirement, there shall be deposited into the Series 2012A Dedicated Sub-Fund any other moneys received by the Trustee under and pursuant to the Indenture or this Eighth Supplemental Indenture, when accompanied by directions from the person depositing such moneys that such moneys are to be paid into the Series 2012A Dedicated Sub-Fund and to one or more accounts in the Series 2012A Dedicated Sub-Fund.

(d) Upon calculation by the Trustee of each Series 2012A Deposit Requirement under this Section, the Trustee shall notify the City of the Series 2012A Deposit Requirement and the Deposit Date to which it relates together with such supporting documentation and calculations as the City may reasonably request.

(e) If on any Deposit Date, the amount held in the Series 2012A Dedicated Sub-Fund for deposit to the various Accounts shall be less than the unsatisfied amount of the Series 2012A Deposit Requirement for such Deposit Date, the City shall withdraw, or cause to be withdrawn, from the PFC Capital Fund and paid to the Trustee for deposit into the Series 2012A Dedicated Sub-Fund the amount necessary to cure such deficiency.

Section 4.05. Interest Account. The Trustee shall withdraw from the Interest Account, prior to each Interest Payment Date, an amount equal to the interest due on the Bonds and not payable from the Capitalized Interest Account, and apply the same to the payment of such interest.

Section 4.06. Capitalized Interest Account. The Trustee shall withdraw from the Capitalized Interest Account, prior to each of the following Interest Payment Dates, the amounts set forth in the following table, and apply the same to the payment of the interest on the Bonds due on such Interest Payment Date:

<u>Interest Payment Date</u>	<u>Amount</u>
January 1, 20__	
July 1, 20__	
January 1, 20__	
July 1, 20__	
January 1, 20__	

Any amount remaining in the Capitalized Interest Account on January 2, 20__, shall be withdrawn from the Capitalized Interest Account and deposited into the Interest Account.

Section 4.07. Principal Account. (a) The Trustee shall withdraw from the Principal Account, prior to each January 1 Payment Date, an amount equal to the Principal Installment of the Bonds maturing on that date, and apply the same to the payment of such Principal Installment when due.

(b) The Trustee shall establish and maintain in the Principal Account a separate account for each particular group of Bonds of a Series that mature on a single date and for which Sinking Fund Payments are established pursuant to Section 3.01(b). Moneys paid into the Principal Account as a Sinking Fund Payment in any year shall upon receipt be segregated and set aside in said accounts in proportion to the respective amounts of the Sinking Fund Payment on the next ensuing January 1 Payment Date with respect to the particular Bonds for which each such account is maintained.

(c) The Trustee shall apply moneys in any account established in the Principal Account as provided in subsection (b) of this Section to the purchase or redemption of the Bonds for which such account is maintained in the manner provided in this Section and Article III or to the payment of the principal thereof at maturity. If at any date there shall be moneys in any such account and there shall be Outstanding none of the Bonds for which such account was established, said account shall be closed and the moneys therein shall be withdrawn therefrom and be applied by the Trustee as if paid into the Principal Account on that date.

(d) On or prior to the first day of November of each year, the moneys held for the payment of any particular Sinking Fund Payment, at the written request of an Authorized Officer, may be applied for the purchase of Bonds of the Series and maturity for which such Sinking Fund Payment was established in an amount not exceeding that necessary to complete the retirement of the unsatisfied balance of Bonds to be redeemed from such Sinking Fund

Payment on the first day of January next ensuing. Bonds purchased pursuant to this subsection shall be cancelled by the Trustee and the principal amount thereof shall be credited against the unsatisfied balance of the applicable Sinking Fund Payment next due and payable. The purchase price paid by the Trustee (excluding accrued interest but including any brokerage and other charges) for any Bond shall be debited from the Principal Account and shall not exceed the Redemption Price of such Bond applicable upon its redemption on the next date on which such Bond could be redeemed in accordance with its terms by the application of Sinking Fund Payments. Subject to the limitations hereinbefore set forth or referred to in this subsection, the Trustee shall purchase Bonds at such times, for such prices, in such amounts and in such manner (whether after advertisement for tenders or otherwise) as directed by the City in a certificate of an Authorized Officer filed with the Trustee. Accrued interest on Bonds purchased pursuant to this subsection shall be paid from the Interest Account.

(e) As soon as practicable after the 60th and before the 30th day prior to the date of each Sinking Fund Payment, the Trustee shall call for redemption on said date and by application of said Sinking Fund Payment such principal amount of the Bonds entitled to such Sinking Fund Payment as is required to redeem the unsatisfied balance of such Sinking Fund Payment. The Trustee shall withdraw from the Principal Account, prior to each sinking fund redemption date, an amount equal to the Redemption Price of the Bonds called for redemption on said date, and apply the same to the payment of the Redemption Price of said Bonds when due.

Section 4.08. Timing of Bond Payment Withdrawals. All withdrawals from the Interest Account, the Principal Account or the Capitalized Interest Account under Section 4.05, Section 4.06, Section 4.07(a) or Section 4.07(e) shall be made no earlier than three days prior to the Payment Date to which they relate, and the amount so withdrawn shall, for all purposes of this Eighth Supplemental Indenture, be deemed to remain and be a part of the respective Account until the applicable Payment Date.

Section 4.09. Debt Service Reserve Account. (a) The City shall maintain the Debt Service Reserve Account in an amount equal to the Reserve Requirement, which requirement may be satisfied with (i) one or more Qualified Reserve Account Credit Instruments, (ii) Qualified Investments, (iii) cash or (iv) a combination thereof. Any Qualified Reserve Account Credit Instrument shall be issued in the name of the Trustee and shall contain no restrictions on the ability of the Trustee to receive payment thereunder other than a certification of the Trustee that the funds drawn thereunder are to be used for purposes for which moneys in the Debt Service Reserve Account may be used under this Eighth Supplemental Indenture.

(b) If at any time the Debt Service Reserve Account holds both a Qualified Reserve Account Credit Instrument and Qualified Investments, the Qualified Investments shall be liquidated and the proceeds applied for the purposes for which Debt Service Reserve Account moneys may be applied under this Eighth Supplemental Indenture prior to any draw being made on the Qualified Reserve Account Credit Instruments. If the Debt Service Reserve Account holds Qualified Reserve Account Credit Instruments issued by more than one issuer, draws shall be made under such credit instruments on a pro-rata basis to the extent of available funds.

(c) If on the Business Day prior to any Interest Payment Date there shall not be a sufficient amount in the Interest Account and the Capitalized Interest Account available to

provide for the payment of the interest on the Bonds due on such Interest Payment Date, the Trustee shall withdraw from the Debt Service Reserve Account and pay into the Interest Account the amount needed to cure such deficiency.

(d) If on the Business Day prior to any January 1 Payment Date there shall not be a sufficient amount in the Principal Account to provide for the payment of the Principal Installment on the Bonds due on such January 1 Payment Date, the Trustee, after making any withdrawal required by subsection (c) of this Section, shall withdraw from the Debt Service Reserve Account and pay into the Principal Account the amount needed to cure such deficiency.

(e) If on any date all withdrawals or payments from the Debt Service Reserve Account required by any other provision of the Indenture or this Eighth Supplemental Indenture shall have been made, the Trustee, at the direction of the City expressed in a Certificate of an Authorized Officer filed with the Trustee, shall withdraw from the Debt Service Reserve Account the amount of any excess therein over the Reserve Requirement and either (a) deposit such moneys into any one or more of the Funds and Accounts maintained under the Indenture or this Eighth Supplemental Indenture or (b) pay such moneys to the City for deposit in the PFC Capital Fund.

(f) At the direction of the City expressed in a Certificate of an Authorized Officer filed with the Trustee, moneys in the Debt Service Reserve Account may be withdrawn from the Debt Service Reserve Account and deposited with the Trustee for the payment of the principal or Redemption Price of or the interest on Bonds in accordance with Section 601 of the Indenture, provided that immediately after such withdrawal the amount held in the Debt Service Reserve Account equals or exceeds the Reserve Requirement.

Section 4.10. Costs of Issuance Account. The Trustee shall apply moneys in the Costs of Issuance Account for the payment of Costs of Issuance of the Bonds as directed in a Certificate of an Authorized Officer filed with the Trustee. If, after payment of all Costs of Issuance of the Bonds, there shall be any balance remaining in the Costs of Issuance Account, such balance, at the direction of an Authorized Officer filed with the Trustee, shall be withdrawn from the Costs of Issuance Account and deposited in the Construction Account or the Administrative Expense Account.

Section 4.11. Administrative Expense Account. Moneys in the Administrative Expense Account shall be used for the payment of Administrative Expenses as directed by the City in one or more Certificates of an Authorized Officer filed with the Trustee.

Section 4.12. Construction Account. (a) Except as otherwise provided in this Eighth Supplemental Indenture, moneys in the Construction Account shall be disbursed and applied to pay, or to reimburse the payment of, the cost of the Projects.

(b) All disbursements from the Construction Account shall be made in accordance with requisitions, delivered to the Trustee and signed by the Authorized Officer in respect to each payment, setting forth the following:

(i) The name of the person, firm or corporation to whom the payment is due;

- (ii) The respective amount to be paid and the forms of payment thereof;
- (iii) The purpose, by general classification, for which payment is to be made;
- (iv) That the obligations in stated amounts have been incurred by the City, and that each item thereof is a proper charge against the Construction Account and is due and has not been included in any prior requisition which has been paid;
- (v) That the payment is for costs which, pursuant to the PFC Approvals, are permitted to be paid from Bond proceeds; and
- (vi) That there has not been filed with or served upon the City any notice of any lien, right to lien, or attachment upon or claim affecting the right to receive payment of any of the moneys payable to any of the persons, firms or corporations named which have not been released or will not be released simultaneously with the payment of such obligations, and in the event that any assignment of right to receive payment has been made and notice thereof has been given to the City and the City has accepted such assignment, the order directing payment shall recite that fact and direct the payment to be made to the assignee thereof as shown by the records of the City.

(c) Upon receipt of any such requisitions, the Trustee shall pay each such obligation from the Construction Account, and the Trustee shall make disbursements in accordance with the directions of the Authorized Officer.

Section 4.13. Permitted Transfers. (a) Moneys in the Construction Account may be transferred or withdrawn as shall be specified by the City pursuant to paragraph (b) of this Section for any one or more of the following purposes: (i) to make transfers to one or more other construction accounts maintained under the Indenture to pay the Costs of the Projects, (ii) to make transfers into the Debt Service Reserve Account to make up any deficiency therein, (iii) to make transfers to the Interest Account or the Principal Account, or (iv) to redeem Bonds in accordance with the provisions of this Eighth Supplemental Indenture.

(b) Before any such transfer or withdrawal shall be made, the City shall file with the Trustee:

- (i) its requisition therefor, stating the amount of the transfer or withdrawal and directing the Trustee as to the application of such amount;
- (ii) a Counsel's Opinion stating that in the opinion of the signer, such transfer or withdrawal is permitted under the **[Supplemental Record of Decision of the FAA dated _____, 20__]** and will not constitute a breach or default on the part of the City of any of the covenants or agreements contained in the Indenture or this Eighth Supplemental Indenture; and
- (iii) an opinion of Bond Counsel to the effect that such transfer or withdrawal will not adversely affect any exemption from Federal income taxes of interest on any Bonds.

Section 4.14. Tax Covenants. The City covenants to take any action required by the provisions of the Code and within its power to take in order to preserve the exemption from Federal income taxation of interest on the Bonds (other than with respect to an alternative minimum tax imposed on interest on the Bonds), including, but not limited to, the provisions of Section 148 of the Code relating to “arbitrage bonds”. The City covenants to comply with the provisions of the Tax Certificates.

Section 4.15. Rebate Account. At the written direction of the City, moneys in the Rebate Account shall be withdrawn to make arbitrage rebate payments with respect to the Bonds as required by Section 148(f) of the Code. The Trustee shall not be responsible for determining whether or in what amount such payments should be made.

Section 4.16. Use of the PFC Capital Fund. The City covenants and agrees that the amounts in the PFC Capital Fund will be used whenever necessary to make punctual payment of the Principal Installments of and the interest on the Bonds and of any arbitrage rebate amount payable pursuant to Section 148(f) of the Code.

Section 4.17. Completion Certificate. Promptly after the earlier of (i) completion of the 2012A Projects and payment of all outstanding Costs of the 2012A Projects or (ii) the date that all Bond proceeds in the Construction Account are spent to pay Costs of the 2012A Projects, the City shall deliver to the Trustee and the FAA a certificate of an Authorized Officer stating that (a) the proceeds of the Bonds have been used in accordance with the requirements of the Indenture and this Eighth Supplemental Indenture, 49 U.S.C. 40117, 14 CFR Part 158 and the [Supplemental Record of Decision of the FAA dated _____, 20__,] to pay Costs of the 2012A Projects (or the Costs of Projects approved by the FAA) and (b) all remaining proceeds, if any, of the Bonds have been transferred to an account or accounts held by the Trustee to pay Annual Debt Service on the Bonds, to redeem Bonds or, with the consent of the FAA, to pay the Costs of Projects approved by the FAA.

Section 4.18. Suspected Violations Notice. Upon notice from the FAA of suspected violations of the PFC Act or the PFC Regulations and of the FAA’s direction to air carriers to remit passenger facility charges to the Trustee, the Trustee agrees to (i) accept such payments from the air carriers; (ii) deposit all such payments into the PFC Revenue Fund in accordance with Section 307 of the Indenture and (iii) follow the instructions of the FAA regarding the disbursement of PFC Revenues.

Section 4.19. Covenants Upon Notice of Termination. Within 60 days of the date that the FAA issues a final notice to terminate or reduce the authority to impose passenger facility charges at O’Hare in accordance with Section 158.85(d) of the PFC Regulations, the City, in accordance with [the Supplemental Record of Decision of the FAA dated May 10, 2001,] covenants (i) to provide the FAA with a projection of future passenger facility charge collections at O’Hare and future debt service on PFC Obligations and (ii) to create the escrow account to be held by the Trustee for the payment of such debt service as required by the Supplemental Record of Decision.

Section 4.20. Moneys to be Held in Trust. All moneys required to be deposited with or paid to the Trustee for the account of any Fund or Account referred to in any provision of

this Eighth Supplemental Indenture, other than the Rebate Account, shall be held by the Trustee in trust as provided in Section 1003 of the Indenture, and shall, while held by the Trustee, constitute part of the Trust Estate and be subject to the lien or security interest created hereby.

ARTICLE V

Investment of Moneys

Section 5.01. Investment of Moneys. Moneys held in the funds, accounts and sub-accounts established hereunder shall be invested and reinvested and valued in accordance with the provisions governing investments contained in the Indenture. All such investments shall be held by or under the control of the Trustee and shall be deemed at all times a part of the fund, account or sub-account for which they were made.

Section 5.02. Investment Income. The interest earned on any investment of moneys held hereunder, any profit realized from such investment and any loss resulting from such investment shall be credited or charged to the fund, account or sub-account for which such investment was made.

ARTICLE VI

Discharge of Lien

Section 6.01. Defeasance. If the City shall pay to the Registered Owners of the Bonds, or provide for the payment of, the principal, and interest and Redemption Price, if any, to become due thereon, at the times and in the manner stipulated in Section 601 of the Indenture, then this Eighth Supplemental Indenture shall be fully discharged and satisfied. Upon the satisfaction and discharge of this Eighth Supplemental Indenture, the Trustee shall, upon the request of the City, execute and deliver to the City all such instruments as may be desirable to evidence such discharge and satisfaction and the Trustee shall pay over or deliver to the City all Funds, Accounts and other moneys or securities held by them pursuant to this Eighth Supplemental Indenture which are not required for the payment or redemption of the Bonds not theretofore surrendered or presented for such payment or redemption.

ARTICLE VII

Concerning the Trustee

Section 7.01. Acceptance of Trusts. The Trustee hereby accepts the trusts imposed upon it by this Eighth Supplemental Indenture, and agrees to perform said trusts, but only upon and subject to the express terms and conditions set forth in this Eighth Supplemental Indenture and in the Indenture. Except as otherwise expressly set forth in this Eighth

Supplemental Indenture, the Trustee assumes no duties, responsibilities or liabilities by reason of its execution of this Eighth Supplemental Indenture other than as set forth in the Indenture and this Eighth Supplemental Indenture, and this Eighth Supplemental Indenture is executed and accepted by the Trustee subject to all the terms and conditions of its acceptance of the trust under the Indenture, as fully as if said terms and conditions were herein set forth at length.

Section 7.02. Dealing in Bonds. The Trustee, in its individual capacity, either as principal or agent, may also engage in or be interested in any financial or other transaction with the City, and may act as depository, trustee, or agent for any committee or body of the owners of Bonds secured hereby or other obligations of the City as freely as if it did not act in any capacity hereunder.

ARTICLE VIII

Supplemental Indentures

Section 8.01. Supplements or Amendments to Eighth Supplemental Indenture. This Eighth Supplemental Indenture may be supplemented or amended in the manner set forth in Articles VII and VIII, respectively, of the Indenture.

Section 8.02. Consent of Credit Provider Required. Anything herein to the contrary notwithstanding, a supplemental indenture under this Article shall not become effective unless each Credit Provider for the Bonds shall have consented to the execution and delivery of such supplemental indenture, provided that no such consent shall be required of a Credit Provider if such Credit Provider shall have failed to perform its obligations under its Credit Facility with respect to the Bonds.

ARTICLE IX

Credit Facilities

Section 9.01. Payments Under Each Municipal Bond Insurance Policy. As long as the Municipal Bond Insurance Policy with respect to a Series shall be in full force and effect with respect to the Bonds of such Series, the City and the Trustee agree to comply with the following provisions:

Section 9.02. Information to be Supplied to the Insurer. (a) While any Municipal Bond Insurance Policy is in effect with respect to the Bonds, the applicable party shall furnish to the Insurer the following information:

Section 9.03. Consent of Insurer.

Section 9.04. Rights of Insurer Upon Default or Insolvency.

Section 9.05. Bond Insurer Performance. The existence of all rights given to the Insurer under the Indenture and this Eighth Supplemental Indenture with respect to the giving of consents or approvals, the receipt of notices and the direction of proceedings or otherwise are expressly conditioned upon the timely and full performance of the obligations of the Insurer under each Municipal Bond Insurance Policy and the Surety Bond.

Section 9.06. Payment Procedure Pursuant to the Surety Bond. As long as the Surety Bond shall be in full force and effect, the City and the Trustee, agree to comply with the following provisions:

ARTICLE X

Indenture Amendment

Section 10.01. Written Consent to Indenture Amendment. The Sixth Supplemental Indenture from the City to the Trustee dated May 1, 2010, authorizes the amendment of the Indenture (the "*2010 Amendment*"). The 2010 Amendment deletes in full Section 503 of the Indenture which contains restrictions on the sale or transfer of O'Hare. In consideration for the security interests granted by the City for the benefit of the Owners of the Bonds, the Owners from time to time of the Bonds hereby consent to the Sixth Supplemental Indenture and to the 2010 Amendment of the Indenture. Such consents shall be fully effective for the purposes of Article VIII of the Indenture. The consent of any Owner made pursuant to this Section may be revoked in writing as provided by subsection (b) of Section 803 of the Indenture.

ARTICLE XI

Miscellaneous

Section 11.01. Eighth Supplemental Indenture as Part of Indenture. This Eighth Supplemental Indenture shall be construed in connection with and as a part of the Indenture and all terms, conditions and covenants contained in the Indenture, except as herein modified and except as restricted in the Indenture to PFC Obligations of another Series, shall apply and be deemed to be for the equal benefit, security and protection of the Bonds.

Section 11.02. Severability. If any provision of this Eighth Supplemental Indenture shall be held or deemed to be or shall, in fact, be illegal, inoperative or unenforceable, the same shall not affect any other provision or provisions herein contained or render the same invalid, inoperative or unenforceable to any extent whatever.

Section 11.03. Payments Due on Saturdays, Sundays and Holidays. If any payment of interest or principal or premium on the Bonds is due on a date that is not a Business Day, payment shall be made on the next succeeding Business Day with the same force and effect

as if made on the date which is fixed for such payment, and no interest shall accrue on such amount for the period after such due date.

Section 11.04. Counterparts. This Eighth Supplemental Indenture may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Section 11.05. Rules of Interpretation. Unless expressly indicated otherwise, references to Sections or Articles are to be construed as references to Sections or Articles of this instrument as originally executed. Use of the words "*herein*," "*hereby*," "*hereunder*," "*hereof*," "*hereinbefore*," "*hereinafter*" and other equivalent words refer to this Eighth Supplemental Indenture and not solely to the particular portion in which any such word is used.

Section 11.06. Captions. The captions and headings in this Eighth Supplemental Indenture are for convenience only and in no way define, limit or describe the scope or intent of any provisions or Sections of this Eighth Supplemental Indenture.

Section 11.07. Applicable Law. This Eighth Supplemental Indenture shall be governed exclusively by and construed in accordance with the laws of the State of Illinois applicable to contracts made and to be performed in the State of Illinois.

IN WITNESS WHEREOF, the City has caused these presents to be executed in its name and with its official seal hereunto affixed and attested by its duly authorized officials; and to evidence its acceptance of the trusts hereby created, and the Trustee has caused these presents to be executed in its corporate name and with its corporate seal hereunto affixed and attested by its duly authorized officers, as of the date first above written.

CITY OF CHICAGO

By: _____
Chief Financial Officer

[SEAL]

Attest:

By: _____
City Clerk

**THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A.,**
as trustee

By: _____
Authorized Signatory

[SEAL]

Attest:

By: _____
Authorized Signatory

CITY OF CHICAGO

To

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,
as Trustee

MASTER INDENTURE OF TRUST

SECURING
CHICAGO O'HARE INTERNATIONAL AIRPORT
SECOND LIEN OBLIGATIONS

Dated as of _____ 1, 2012

Amending and Restating the Master Indenture of Trust Securing Chicago-O'Hare International Airport Second Lien Obligations dated as of September 1, 1984.

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THIS MASTER INDENTURE OF TRUST, dated as of _____ 1, 2012, from the CITY OF CHICAGO (the "*City*"), a municipal corporation and home rule unit of local government duly organized and existing under the laws of the State of Illinois, to THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Trustee (the "*Trustee*"), a national banking association duly organized, existing and authorized to accept and execute trusts of the character herein set out under the laws of the United States of America;

W I T N E S S E T H:

WHEREAS, the City is a home rule unit of local government, duly organized and existing under the laws of the State of Illinois, and in accordance with the provisions of Section 6(a) of Article VII of the 1970 Constitution of the State of Illinois is authorized to own and operate commercial and general aviation facilities; and

WHEREAS, the City currently owns and operates an airport known as Chicago O'Hare International Airport (the "*Airport*" as hereinafter more specifically defined); and

WHEREAS, the City has heretofore determined to improve and expand the Airport and has heretofore issued its First Lien Bonds (as hereinafter defined) pursuant to the General Airport Revenue Bond Ordinance (as hereinafter defined) to pay the cost of improvements to, and expansions of, the Airport, including the funding of necessary reserves; and

WHEREAS, pursuant to Section 705 of the General Airport Revenue Bond Ordinance the City issued, from time to time, its Second Lien Obligations (as herein defined) pursuant to the 1984 Second Lien Indenture (as herein defined) and its Junior Lien Obligations (as hereinafter defined) to pay the cost of improvements to, and expansions of, the Airport, including the funding of necessary reserves; and

WHEREAS, as of _____, 2012, all of the First Lien Bonds have been paid and the pledges and liens created by the General Airport Revenue Bond Ordinance have been discharged and satisfied in accordance with Section 1401 of the General Airport Revenue Bond Ordinance; and

WHEREAS, as a result of the discharge and satisfaction of the General Airport Revenue Bond Ordinance, the City and the Trustee have determined to enter into this Indenture amending and restating the 1984 Second Lien Indenture in order to grant to the Trustee a first lien on and pledge of the Airport Revenues, to better secure the Outstanding Second Lien Obligations and Junior Lien Obligations, and to provide for the continued trust administration of various funds and accounts of the Airport, all in accordance with Section 411 and clause (f) of Section 701 of the 1984 Second Lien Indenture; and

WHEREAS, the execution and delivery of this Indenture has been duly and validly authorized by an ordinance duly adopted by the City Council of the City; and

NOW, THEREFORE, THIS MASTER INDENTURE OF TRUST WITNESSETH:

That the City, in consideration of the premises, the acceptance by the Trustee of the trusts hereby created, the purchase and acceptance of the Second Lien Obligations by the purchasers

thereof, one dollar duly paid to the City by the Trustee at or before the execution and delivery of these presents and of other good and valuable considerations, the receipt of which is hereby acknowledged, and in order to secure the payment of the principal of and interest on all Second Lien Obligations Outstanding from time to time, according to their tenor and effect, and to secure the observance and performance by the City of all the covenants expressed or implied herein and in the Second Lien Obligations, does hereby pledge and assign unto the Trustee, and unto its successors and assigns forever:

GRANTING CLAUSE FIRST

All right, title and interest of the City in and to the Revenues (as hereinafter defined).

GRANTING CLAUSE SECOND

Any and all other property or any nature from time to time hereafter by delivery or by writing of any kind pledged or assigned as and for additional security hereunder, by the City or by anyone on its behalf or with its written consent, to the Trustee, which is hereby authorized to receive any and all such property at any time and at all times and to hold and apply the same subject to the terms hereof;

TO HAVE AND TO HOLD all and singular the Trust Estate, whether now owned or hereafter acquired, unto the Trustee and its respective successors in said trusts and assigns forever;

IN TRUST NEVERTHELESS, upon the terms and trusts herein set forth for the equal and proportionate benefit, security and protection of all present and future owners of the Second Lien Obligations, from time to time secured by this Indenture without privilege, priority or distinction as to the lien or otherwise of any of the Second Lien Obligations over any of the other Second Lien Obligations;

PROVIDED, HOWEVER, that if the City, its successors or assigns, shall well and truly pay or cause to be paid the principal of all of the Second Lien Obligations and the interest and premium, if any, due or to become due thereon, at the times and in the manner mentioned in the Second Lien Obligations according to the intent and meaning thereof, or shall provide, as permitted by Section 1101, for the payment thereof, and shall well and truly keep, perform and observe all the covenants and conditions pursuant to the terms of this Indenture to be kept, performed and observed by it, and shall pay or cause to be paid to the Trustee all sums of money due or to become due in accordance with the terms and provisions hereof to the extent provided herein, then and be void; otherwise this Indenture to be and remain in full force and effect.

THIS INDENTURE OF TRUST FURTHER WITNESSETH, and it is expressly declared, that all Second Lien Obligations issued hereunder or incurred pursuant to Section 208 hereof and secured hereby are to be issued and secured and the Revenues and other moneys hereby pledged and assigned are to be dealt with and disposed of under, upon and subject to the terms, conditions, stipulations, covenants, agreements, trusts, uses and purposes as hereinafter expressed, and the City has agreed and covenanted, and does hereby agree and covenant, with the Trustee and with the respective owners from time to time of the Second Lien Obligations, as follows:

ARTICLE I

Definitions and Interpretation

Section 101. Definitions. The following terms, for all purposes of this Indenture, and of any indenture amendatory hereof or supplemental hereto, and of any certificate, opinion or other document herein mentioned, shall have the meanings herein specified unless the context clearly indicates otherwise:

"Accounts" means the special accounts created and established pursuant to Article III.

"Aggregate Second Lien Debt Service" means, as of any particular date of computation and with respect to a particular Bond Year or other specified 12-month period, an amount of money equal to the aggregate amounts required by the provisions of all Supplemental Indentures creating Series of Second Lien Obligations and all instruments creating Section 208 Obligations to be deposited from Revenues in all sub-funds, accounts and subaccounts created under such Supplemental Indentures in such Bond Year or other specified 12-month period.

"Airport Transportation Business" means the carriage by aircraft of persons or property as a common carrier for compensation or hire, or the carriage of mail, by aircraft, in commerce, as defined in the Federal Aviation Act of 1958, as amended.

"Airline Party" means, at any time, any person actively engaged in the Air Transportation Business at the Airport who then has an Airport Use Agreement in effect with the City, either directly or through a valid assignment.

"Airport" means Chicago O'Hare International Airport, together with any additions thereto, or improvements or enlargements thereof, hereafter made, but any land, rights-of-way, or improvements which are now or hereafter owned by or are part of the transportation system operated by the Chicago Transit Authority, or any successor thereto, wherever located within the boundaries of the Airport, shall not be deemed to be part of the Airport.

"Airport Development Fund" means the Airport Development Fund created pursuant to Article VII of the Airport Use Agreements.

"Airport Development Fund Deposit Requirement" for any Fiscal Year means any amount required to be deposited in the Airport Development Fund from any source in such Fiscal Year under the Airport Use Agreements.

"Airport Fees and Charges" means Airport Fees and Charges as said term is defined in the Airport Use Agreements.

"Airport Fund" means the Airport Fund created pursuant to Article VII of the Airport Use Agreements.

"Airport Use Agreements" means (a) the Amended and Restated Airport Use Agreement and Terminal Facilities Lease dated as of January 1, 1985, being agreements entered into between the City and various companies engaged in the Air Transportation Business at the

Airport; (b) each other airport use agreement and terminal facilities lease, with respect to the Airport, substantially the same (except with respect to the Exclusive Use Premises and Airline's Aircraft Parking Area described therein) and having the same expiration date as the agreements referred to in (a) above, and (c) in the case of all air-cargo carrier, its airport use agreement, with respect to the Airport, substantially the same (except with respect to the Exclusive Use Premises and Airline's Aircraft Parking Area described therein) and having the same expiration date as the agreement referred to in (a) above, together with a cargo facilities lease of no shorter duration than such airport use agreement; in each case as amended or supplemented from time to time in accordance with their terms.

"Annual Second Lien Debt Service" means, as of any particular date of computation and with respect to a particular Bond Year or other specified 12-month period and to Second Lien Bonds of a particular Series or consisting of a particular Section 208 Obligation, an amount of money equal to the sum of (a) all interest payable during such Bond Year or other specified 12-month period on all Second Lien Obligations of said Series or Section 208 Obligation Outstanding on said date of computation and (b) all Principal Installments payable during such Bond Year or other specified 12-month period with respect to all Second Lien Obligations of said Series or Section 208 Obligation Outstanding on said date of computation, all calculated on the assumption that Second Lien Obligations will after said date of computation cease to be Outstanding by reason, but only by reason, of the payment when due and application in accordance with this Indenture and the Supplemental Indenture creating such Series or the instrument creating such Section 208 Obligation of Principal Installments payable at or after said date of computation.

"Authorized Officer" means (a) the Mayor, the Chief Financial Officer, the City Treasurer, the City Comptroller or any other official of the City so designated by a Certificate signed by the Mayor and filed with the Trustee for so long as such designation shall be in effect and (b) the City Clerk with respect to the certification of any ordinance or resolution of the City Council or any other document filed in his office.

"Bond Counsel" means a firm of attorneys having expertise in the field of law relating to municipal, state and public agency financing, selected by the City and satisfactory to the Trustee.

"Bond Year" means a 12-month period commencing on January 2 of each calendar year and ending on January 1 of the next succeeding calendar year.

"Capital Project" means a capital improvement at the Airport, or the acquisition of land beyond the then-current boundaries of the Airport for use as a part of the Airport.

"Capital Project Account" means any Project Account and any other project account established in connection with the issuance of Junior Lien Obligations or with respect to the deposit of the proceeds of sale of Junior Lien Obligations to be used to fund the costs of a Capital Project.

"Certificate" means an instrument of the City in writing signed by an Authorized Officer. Any such instrument in writing and supporting opinions or representations, if any, may, but need not, be combined in a single instrument with any other instruments, opinion or representation,

and the two or more so combined shall be read and construed so as to form a single instrument. Any Certificate may be based, insofar as it relates to legal, accounting or engineering matters, upon the opinion or representation of counsel, accountants, or engineers, respectively, unless the officer signing such Certificate knows, or in the exercise of reasonable care should have known, that the opinion or representation with respect to the matters upon which such Certificate may be based, as aforesaid, is erroneous. The same Authorized Officer, or the same counsel or accountant or other persons, as the case may be, need not certify to all of the matters required to be certified under any provision of this Indenture or any Supplemental Indenture, but different officers, counsel, accountants or other persons may certify to different facts, respectively. Every Certificate, and every certificate or opinion of counsel, accountants, engineers or other persons provided for herein shall include:

(a) a statement that the person making such certificate or opinion or representation has read the pertinent provision of this Indenture or the Supplemental Indenture to which such statement, certificate, opinion or representation relates;

(b) a brief statement as to nature and scope of the examination or investigation upon which the statements, opinions or representations are based;

(c) a statement that, in the opinion of such person, he has made such examination or investigation as is necessary to enable him to express an informed opinion with respect to the subject matter referred to in the instrument to which his signature is affixed; and

(d) with respect to any statement relating to compliance with any provision hereof, a statement whether or not, in the opinion of such person, such provision has been complied with.

"Chief Financial Officer" means the Chief Financial Officer appointed by the Mayor, or the City Comptroller of the City at any time a vacancy exists in the office of the Chief Financial Officer.

"City" means the City of Chicago, a municipal corporation and home rule unit of local government organized and existing under the laws of the State of Illinois.

"City Council" means the City Council of the City, or any succeeding governing or legislative body of the City.

"Code" means the Internal Revenue Code of 1986, as from time to time supplemented and amended. References to the Code and to sections of the Code shall include relevant final, temporary or proposed Regulations as in effect from time to time and, with reference to any Series of Second Lien Obligations, as applicable to obligations issued on the date of issuance of such Series.

"Commissioner of Aviation" means the Commissioner or any designee of the Commissioner of the Department of Aviation of the City, or any successor or successors to the duties of any such official.

"Costs of Issuance" means any item of expense payable or reimbursable, directly or indirectly, by the City and related to the authorization, offering, sale, issuance and delivery of Second Lien Obligations, including but not limited to travel and other expenses of any officer or employee of the City in connection with the authorization, offering, sale, issuance and delivery of such Second Lien Obligations, printing costs, costs of preparation and reproduction of documents, filing and recording fees, initial fees and charges of any Fiduciary, legal fees and disbursements, fees and disbursements of the Independent Airport Consultant and Independent Accountant, fees and disbursements of other consultants and professionals, costs of credit ratings, fees and charges for preparation, execution, transportation and safekeeping of Second Lien Obligations, application fees and premiums on municipal bond insurance and credit facility charges and costs and expenses relating to the refunding of Second Lien Obligations or other obligations issued to finance or refinance one or more Capital Projects, including, but not limited to, the refunding of any Special Facility Revenue Bonds and any Junior Lien Obligations.

"Counsel's Opinion" means a written opinion of counsel selected by the City (who may be the Corporation Counsel for the City). Any Counsel's Opinion may be based, insofar as it relates to factual matters (information with respect to which is in the possession of the City) upon a certificate or opinion of, or representation by, an officer of the City, unless such counsel knows, or in the exercise of reasonable care should have known, that the certificate or opinion or representation with respect to the matters upon which his opinion may be based, as aforesaid, is erroneous.

"Debt Service Fund" means the Debt Service Fund created by Section 301.

"Dedicated Sub-Fund" means a sub-fund created by a Supplemental Indenture.

"Deposit Requirements" means, with respect to any semi-annual deposit to the Debt Service Fund pursuant to Clause First of Section 303(b) and any disbursement from the Debt Service Fund pursuant to Section 304(c), the aggregate of the *"Sub-Fund Deposits"* under Section 305(a) and the *"Other Required Deposits"* under Section 305(b) that are required to be made at that time.

"Event of Default" means an Event of Default under Section 901.

"Federal Obligation" means any direct obligation of, or any obligation the full and timely payment of principal of and interest on which is guaranteed by, the United States of America.

"Fiduciary" means the Trustee or any Paying Agent or any or all of them, as may be appropriate.

"First Lien Bonds" means any of the bonds of the City authenticated and delivered under the pursuant to Article II of the General Airport Revenue Bond Ordinance.

"First Lien Defeasance Date" means _____, 2012, the date that the pledge contained in Section 204 of the General Airport Revenue Bond Ordinance was discharged and satisfied as provided in Section 1401 of the General Airport Revenue Bond Ordinance.

"Fiscal Year" means January 1 through December 31 of any year, or such other fiscal year as the City may adopt for the Airport, including any transition fiscal year adopted by the City pursuant to Article XXIII of the Airport Use Agreements.

"Funds" means the special funds created and established pursuant to Articles III.

"General Airport Revenue Bond Ordinance" means the ordinance adopted by the City Council of the City on March 31, 1983 entitled "AN ORDINANCE AUTHORIZING THE ISSUANCE BY THE CITY OF CHICAGO OF ITS CHICAGO-O'HARE INTERNATIONAL AIRPORT GENERAL AIRPORT REVENUE BONDS, AND PROVIDING FOR THE PAYMENT OF AND SECURITY FOR SAID BONDS", as amended and supplemented.

"Government Grants-in-Aid" means those moneys granted to the City by the United States of America or any agency thereof, or the State of Illinois, or any political subdivision or agency thereof, to pay for all or a portion of the cost of Capital Projects and shall not include any payments made for services rendered at the Airport.

"Indenture" means this Master Indenture of Trust as originally executed and delivered by the City and the Trustee and constituting an amendment and restatement of the 1984 Second Lien Indenture, and as the same may from time to time be amended or supplemented by Supplemental Indentures executed and delivered by the City and the Trustee in accordance with Article VIII.

"Independent Accountant" means a certified public accountant selected by the City and licensed to practice in the State of Illinois, and who (a) in the case of an individual, shall not be a director, officer or employee of either the City or any Airline Party, (b) shall be satisfactory to the Trustee and (c) may be the accountant that regularly audits the books of the City or the Airport.

"Independent Airport Consultant" means a consultant selected by the City, with expertise in the administration, financing, planning, maintenance and operations of airports and facilities thereof, and who, in the case of an individual, shall not be a director, officer or employee of the City or any Airline Party.

"Interest Payment Date" means any Payment Date on which interest on any Second Lien Obligations is payable.

"Junior Lien Obligations" means any bonds, notes or evidences of indebtedness, other than Second Lien Obligations and Special Facility Revenue Bonds, issued by the City as permitted by Section 405.

"Junior Lien Obligation Debt Service Fund" means the Junior Lien Obligation Debt Service Fund created by Section 301.

"Junior Lien Revenues" means all sums, amounts, funds or moneys which may be withdrawn from the Junior Lien Obligation Debt Service Fund pursuant to the provisions of Section 405.

“Land Support Area” means the land and air rights identified as the “Land Support Area” on Exhibit G attached to the Airport Use Agreements, and, except as otherwise provided therein, all structures, improvements, facilities, roads and utilities now or hereafter located thereon.

“Maintenance Reserve Fund” means the Maintenance Reserve Fund created pursuant to Article VII of the Airport Use Agreements.

“Majority-in-Interest” means a Majority-in-Interest of the Airline Parties determined in accordance with the provisions of the Airport Use Agreements.

“1984 Second Lien Indenture” means the Master Indenture of Trust Securing Chicago-O’Hare International Airport Second Lien Obligations dated as of September 1, 1984, from the City to the Trustee, as amended and supplemented.

“Net Revenues for Calculation of Coverage” for any Fiscal Year means the net income before extraordinary items of the Airport (excluding the net income of the Land Support Area except to the extent deposited in the Revenue Fund) calculated in accordance with generally accepted accounting principles (a) plus (i) interest payable on Second Lien Obligations, (ii) interest payable on Junior Lien Obligations, (iii) any transfers to the Revenue Fund from the Airport Development Fund pursuant to Section 10.04(c) of the Airport Use Agreements, (iv) any balance held in the Revenue Fund at the end of the preceding Fiscal Year and (v) depreciation, amortization of debt discount and financing expenses and (b) minus, to the extent included in such net income before extraordinary items of the Airport, (i) any passenger facility charge or similar tax levied by and on behalf of the City and collected during such Fiscal Year, (ii) interest or other income earned on the Airport Development Fund and the Capital Project Accounts, (iii) Government Grants-in-Aid (except to the extent used to pay for or reimburse the cost of any Capital Project previously funded through the issuance of First Lien Bonds, Second Lien Obligations or Junior Lien Obligations), (iv) any amounts derived by the City from Special Facility Financing Arrangements entered into in connection with Special Facility Improvements to the extent such moneys derived are required to pay principal of, premium, if any, and interest on Special Facility Revenue Bonds and all sinking and other reserve fund payments required by the ordinance or resolution authorizing the issuance of such Special Facility Revenue Bonds, (v) gifts to fund Capital Projects and (vi) the proceeds of any condemnation awards.

“Operation and Maintenance Expense Projection for any Fiscal Year” means the estimate of Operation and Maintenance Expenses (excluding Operation and Maintenance Expenses of the Land Support Area and required deposits into the Operation and Maintenance Reserve Fund and Maintenance Reserve Fund) for such Fiscal Year prepared pursuant to Section 7.02 of the Airport Use Agreements.

“Operation and Maintenance Expenses” means Operation and Maintenance Expenses as said term is defined in the Airport Use Agreements.

“Operation and Maintenance Fund” means the Operation and Maintenance Fund created pursuant to Article VII of the Airport Use Agreements.

“Operation and Maintenance Reserve Fund” means the Operation and Maintenance Reserve Fund created pursuant to Article VII of the Airport Use Agreements.

“Operation and Maintenance Reserve Fund Deposit Requirement” for any Fiscal Year means the amount, if any, required to increase the balance in the Operation and Maintenance Reserve Fund (including amounts receivable from the Operation and Maintenance Fund) to an amount equal to one-fourth of such Fiscal Year’s Operation and Maintenance Expense Projection and as adjusted at mid-year pursuant to Section 7.06 of the Airport Use Agreements.

“Outstanding”, when used with reference to the Second Lien Obligations, means, as of any date, all Second Lien Obligations theretofore or thereupon being issued under this Indenture or incurred pursuant to Section 208 except:

(a) Second Lien Obligations cancelled by the Trustee or the owner of a Section 208 Obligation, as the case may be, at or prior to such date or theretofore delivered to the Trustee of the City, as the case may be, for cancellation;

(b) Second Lien Obligations (or portions of Second Lien Obligations) for the payment or redemption of which there shall be held in trust and set aside for such payment or redemption (whether at, prior to or after the maturity or redemption date) moneys or Federal Obligations the principal of and interest on which when due or payable will provide moneys, together with the moneys, if any, deposited with the Trustee at the same time, in an amount sufficient to pay the principal or Redemption Price thereof, as the case may be, with interest to the date of maturity or redemption date, and, if such Second Lien Obligations are to be redeemed, for which notice of such redemption shall have been given as provided in the related Supplemental Indenture or provisions satisfactory to the Trustee shall have been made for the giving of such notice;

(c) Second Lien Obligations for the transfer or exchange of, in lieu of or in substitution for which other Second Lien Obligations shall have been authenticated and delivered pursuant to this Indenture; and

(d) Second Lien Obligations deemed to have been paid as provided in Section 1101.

“Paying Agent” means any bank or trust company designated as a paying agent for a Series and its successor or successors hereafter appointed in the manner herein provided.

“Payment Date” means any date on which a Principal Installment or interest on any Series of Second Lien Obligations is payable in accordance with its terms and the terms of this Indenture and the Supplemental Indenture creating such Series or, in the case of Section 208 Obligations, in accordance with the terms of the instrument creating such Section 208 Obligations.

“Principal Installment” means, as of any particular date of computation and with respect to Second Lien Obligations of a particular Series or consisting of a particular Section 208 Obligation, an amount of money equal to the aggregate of (i) the principal amount of Outstanding Second Lien Obligations of said Series or Section 208 Obligation which mature on a single future date, reduced by the aggregate principal amount of such Outstanding Second Lien Obligations which would at or before said future date be retired by reason of the payment when due and the application in accordance with this Indenture and the Supplemental Indenture

creating such Series or the instrument creating such Section 208 Obligations of Sinking Fund Payments payable at or before said future date for the retirement of such Outstanding Second Lien Obligations, plus (ii) the amount of any Sinking Fund Payments payable on said future date for the retirement of such Outstanding Second Lien Obligations, and said future date shall, for all purposes hereof, be deemed to be the date when such Principal Installment is payable and the date of such Principal Installment.

“Project Account” means a project account within a Dedicated Sub-Fund.

“Qualified Collateral” means:

- (a) Federal Obligations;
- (b) Direct and general obligations of any State of the United States of America or any political subdivision of the State of Illinois which are rated not less than AA or Aa or their equivalents by Standard & Poor’s Ratings Group or Moody’s Investors Service, Inc., or their successors; and
- (c) Public housing bonds issued by public housing authorities and fully secured as to the payment of both principal and interest by a pledge of annual contributions under an annual contributions contract or contracts with the United States of America, or project notes issued by public housing authorities, or project notes issued by local public agencies, in each case fully secured as to the payment of both principal and interest by a requisition or payment agreement with the United States of America.

“Qualified Investments” means:

- (a) Federal Obligations;
- (b) Deposits in interest-bearing deposits or certificates of deposit or similar arrangements issued by any bank or national banking association, including the Fiduciary, which deposits, to the extent not insured by the Federal Deposit Insurance Corporation, shall be secured by Qualified Collateral having a current market value (exclusive of accrued interest) at least equal to 110% of the amount of such deposits, marked to market monthly, and which Qualified Collateral shall have been deposited in trust by such bank or national banking association with the trust department of the Trustee or with a Federal Reserve Bank or branch or, with the written approval of the City and the Trustee, with another bank, trust company or national banking association for the benefit of the City and the appropriate Fund or Account as collateral security for such deposits;
- (c) Direct and general obligations of any State of the United States of America or any political subdivision of the State of Illinois which are rated not less than AA or Aa or their equivalents by Standard & Poor’s Ratings Group or Moody’s Investors Service, Inc., or their successors;
- (d) Obligations issued by any of the following agencies: Banks for Cooperatives, Federal Intermediate Credit Banks, Federal Home Loan Banks System,

Federal Land Banks, Export Import Bank, Tennessee Valley Authority, Government National Mortgage Association, Farmers Home Administration, United States Postal Service, the Federal National Mortgage Association to the extent that such obligations are guaranteed by the Government National Mortgage Association, any agency or instrumentality of the United States of America and any corporation controlled and supervised by, and acting as an agency or instrumentality of, the United States of America;

(e) Repurchase agreements extending not beyond 30 calendar days with banks which are members of the Federal Reserve System or with government bond dealers recognized as primary dealers by the Federal Reserve Bank of New York that are secured by Federal Obligations having a current market value at least equal to 103% of the amount of the repurchase agreement, marked to market weekly, and which Federal Obligations shall have been deposited in trust by such banks or dealers with the trust department of the Trustee or with a Federal Reserve Bank or branch, or with the written approval of the City and the Trustee, with another bank, trust company or national banking association for the benefit of the City and the appropriate Fund or Account as collateral security for such repurchase agreements; and

(f) Public housing bonds issued by public housing authorities and fully secured as to the payment of both principal and interest by a pledge of annual contributions under an annual contributions contract or contracts with the United States of America, or project notes issued by public housing authorities, or project notes issued by local public agencies, in each case fully secured as to the payment of both principal and interest by a requisition or payment agreement with the United States of America.

“Redemption Price,” means with respect to any Series of Second Lien Obligations, the principal amount thereof plus the applicable premium, if any, payable upon redemption thereof pursuant to the provisions of such Second Lien Obligations or the Supplemental Indenture creating such Series of Second Lien Obligations, or such other redemption price as may be specified in such Second Lien Obligations or Supplemental Indenture.

“Regulations” means the Income Tax Regulations (26 CFR Part 1) promulgated under and pursuant to the Code.

“Revenue Fund” means the Revenue Fund created by Section 501 of the General Airport Revenue Bond Ordinance and continued under Section 301 of this Indenture.

“Revenues” means all amounts received or receivable directly or indirectly by the City for the use and operation of, or with respect to, the Airport (excluding the Land Support Area), including without limitation: all Airport Fees and Charges (excluding payments described in subsection (a) below); all other rentals, charges and fees for the use of the Airport (including all rentals and flight fees payable by non-Airline Parties) or for any service rendered by the City in the operation thereof; Concession Revenues, as defined in the Airport Use Agreements, and concession revenues derived from the International Terminal Area, as defined in the Airport Use Agreements; interest payments to the City made pursuant to Section 7.08 of the Airport Use Agreements; interest accruing on, and any profit realized from the investment of, moneys in the

Revenue Fund, the Debt Service Fund, the Junior Lien Obligation Debt Service Fund, the Maintenance Reserve Fund, the Operation and Maintenance Fund, the Special Capital Projects Fund, the Operation and Maintenance Reserve Fund and any debt service reserve fund established under any ordinance or resolution authorizing the issuance of Second Lien Obligations or Junior Lien Obligations; and City deposits into the Airport Fund or transfers to the Trustee for deposit into the Revenue Fund pursuant to Sections 13.03 and 13.04 of the Airport Use Agreements; provided, however, that Revenues shall not include: (a) any amounts derived by the City from Special Facility Financing Arrangements entered into in connection with Special Facility Improvements to the extent such moneys derived are required to pay principal of, premium, if any, and interest on Special Facility Revenue Bonds and all sinking and other reserve fund payments required by the ordinance or resolution authorizing the issuance of such Special Facility Revenue Bonds, (b) the proceeds of any passenger facility charge or similar tax levied by or on behalf of the City, (c) interest accruing on, and any profit resulting from the investment of, moneys in the Airport Development Fund and any Capital Project Account, (d) Government Grants-in-Aid (except to the extent used or to be used to pay for or reimburse the cost of any Capital Project previously funded through the issuance of First Lien Bonds, Second Lien Obligations or Junior Lien Obligations), (e) insurance proceeds which are not deemed to be revenues in accordance with generally accepted accounting principles, (f) the proceeds of any condemnation awards, and (g) the proceeds of any borrowings by the City.

"Second Lien Obligations" means (a) any of the bonds, notes or evidences of indebtedness issued by the City under and pursuant to Article II of this Indenture and (b) any Section 208 Obligations.

"Second Lien Revenue Fund" means the Second Lien Revenue Fund created by Section 301 of the 1984 Second Lien Indenture.

"Section 208 Obligations" means any obligations incurred by the City to reimburse the issuer or issuers of one or more letters of credit securing one or more Series of Second Lien Obligations as described in Section 208 hereof, including any fees or other amounts payable to the issuer of any such letter of credit, whether such obligations are set forth in one or more reimbursement agreements entered into between the City and the issuer of any such letter of credit, or in one or more notes or other evidences of indebtedness executed and delivered by the City pursuant thereto, or any combination thereof.

"Series" shall mean all of the Second Lien Obligations authenticated and delivered on original issuance pursuant to a Supplemental Indenture and designated as a Series therein, but, unless the context clearly indicates otherwise, shall not include Section 208 Obligations.

"Sinking Fund Payment" means, as of any particular date of determination and with respect to the outstanding Second Lien Obligations of any Series or consisting of any Section 208 Obligation, the amount required by the Supplemental Indenture creating such Series or the instrument creating such Section 208 Obligation to be paid in any event by the City on a single future date for the retirement of such Second Lien Obligations which mature after said future date, but does not include any amount payable by the City by reason only of the maturity of a Second Lien Obligation.

“Special Capital Projects Fund” means the Special Capital Projects Fund created pursuant to Article VII of the Airport Use Agreements.

“Special Facility Financing Arrangement” means (a) a lease, loan agreement or other agreement and any contemporaneous financing instruments relating to Special Facility Improvements entered into by the City pursuant to which the lessee or borrower agrees to make payments to the City during the term thereof in an amount at least equal to the sum of (i) the principal of, premium, if any, and interest on Special Facility Revenue Bonds issued to finance such Special Facility Improvements as the same become due, (ii) all costs of operating and maintaining such Special Facility Improvements required to be paid by the City and for which no mechanism for reimbursement to the City has been established other than payments pursuant to such lease, loan agreement or other agreement and any contemporaneous financing instrument and (iii) all sinking and other reserve fund payments required by the ordinance or resolution authorizing such Special Facility Revenue Bonds as the same shall become due, or (b) any lease of, or other instrument relating to, a Special Facility Improvement entered into by the City as a result of a default by the original or a subsequent lessee of, or borrower in connection with, such Special Facility Improvement, to the extent such lease or instrument, or the proceeds thereof, has been pledged to the payment of Special Facility Revenue Bonds.

“Special Facility Improvement” means a building or facility at the Airport, or an improvement to such building or facility, or portion thereof, as has been or is to be constructed, installed, equipped or acquired with the proceeds of the sale of Special Facility Revenue Bonds or funds of the user thereof, or both.

“Special Facility Revenue Bonds” means bonds, notes or other evidences of indebtedness of the City, with respect to the principal, premium, if any, and interest are payable solely from the proceeds of the sale of such bonds, notes or other evidences of indebtedness and investment earnings thereon and from rentals or other charges derived by the City under and pursuant to one or more Special Facility Financing Arrangements relating to specified Special Facility Improvements entered into between the City and the user or users of such Special Facility Improvements, which bonds, notes or other evidences of indebtedness are not payable from revenues of the City, and for which the City has no taxing obligation.

“Supplemental Indenture” means an indenture supplemental to or amendatory of this Master Indenture of Trust, executed and delivered by the City and the Trustee in accordance with Article VIII.

“Trust Estate” means the property conveyed to the Trustee pursuant to the Granting Clauses hereof.

“Trustee” means The Bank of New York Mellon Trust Company, N.A., Chicago, Illinois, as trustee hereunder, or its successor as such trustee hereafter appointed in the manner provided in this Indenture.

Section 102. Interpretation. In this Indenture, unless the context otherwise requires:

(i) The terms "*hereby*," "*hereof*," "*hereto*," "*hereunder*," "*herein*" and any similar terms used herein refer to this Indenture, and the term "*hereafter*" shall mean after, and the term "*heretofore*" shall mean before, the date of this Indenture;

(ii) Words of the masculine gender shall mean and include correlative words of the feminine and neuter genders and words importing the singular number shall mean and include the plural number and vice versa;

(iii) Words importing persons shall include firms, associations, partnerships (including limited partnerships), trusts, corporations and other legal entities, including public bodies, as well as natural persons;

(iv) Words importing the redemption or redeeming of a Second Lien Obligation or the calling of a Second Lien Obligation for redemption do not include or connote the payment of such Second Lien Obligation at its stated maturity or the purchase of such Second Lien Obligation;

(v) Any percentage of Second Lien Obligations, for purposes of this Indenture, shall be computed on the basis of the unpaid principal amount of Second Lien Obligations Outstanding at the time the computation is made or is required to be made hereunder;

(vi) Any headings preceding the text of the several Articles and Sections of this Indenture, and any table of contents or marginal notes appended to copies hereof, shall be solely for convenience of reference and shall not constitute a part of this Indenture, nor shall they affect its meaning, construction or effect; and

(vii) Articles and Sections mentioned by number only are the respective Articles and Sections of this Indenture so numbered.

Section 103. Severability of Invalid Provisions. If any one or more of the covenants or agreements provided in this Indenture on the part of the City or any Fiduciary to be performed should be contrary to law, then such covenant or covenants or agreement or agreements shall be deemed separable from the remaining covenants and agreements hereof and shall in no way affect the validity of the other provisions of this Indenture or of the Second Lien Obligations.

Section 104. Successors and Assigns. Whenever in this Indenture the City is named or referred to, it shall and shall be deemed to include its successors and assigns whether so expressed or not. All of the covenants, stipulations, obligations and agreements by or on behalf of, and other provisions for the benefit of, the City contained in this Indenture shall bind and inure to the benefit of such successors and assigns and shall bind and inure to the benefit of any officer, board, commission, authority, agent or instrumentality to whom or to which there shall be transferred by or in accordance with law any right, power or duty of the City, or of its successors or assigns, the possession of which is necessary or appropriate in order to comply with any such covenants, stipulations, obligations, agreements or other provisions of this Indenture.

Section 105. Parties Interested Herein. Nothing in this Indenture expressed or implied is intended or shall be construed to confer upon, or to give to, any person or corporation, other than the City, the Fiduciaries and the owners of the Second Lien Obligations, any bond insurer, and the owners of the Second Lien Obligations, any right, remedy or claim under or by reason of this Indenture or any covenant, condition or stipulation thereof. All the covenants, stipulations, promises and agreements in this Indenture contained by and on behalf of the City shall be for the sole and exclusive benefit of the City, the Fiduciaries and the owners of the Second Lien Obligations.

ARTICLE II

Authorization, Obligations and Issuance of Second Lien Obligations

Section 201. Authorization for Indenture. This Indenture is executed and delivered by the City by virtue of and pursuant to the home rule powers of the City. This Indenture amends and restates the 1984 Second Lien Indenture as of the First Lien Defeasance Date. All actions taken under the 1984 Second Lien Indenture are confirmed and continued under this Indenture. The City has ascertained and hereby determines and declares that the execution and delivery of this Indenture is necessary to meet the commercial and general aviation needs of the citizens of the City, that each and every act, matter, thing or course of conduct as to which provision is made herein is necessary or convenient in order to carry out and effectuate such purposes of the City and to carry out its powers and is in furtherance of the public benefit, safety and welfare of the City and that each and every covenant or agreement herein contained and made is necessary, useful or convenient in order better to secure the Second Lien Obligations and are contracts or agreements necessary, useful and convenient to carry out and effectuate the corporate purposes of the City.

Section 202. Indenture to Constitute Contract. In consideration of the purchase and acceptance of Second Lien Obligations by those who shall hold the same from time to time, the provisions of this Indenture and any Supplemental Indenture shall be a part of the contract of the City with the owners of Second Lien Obligations and shall be deemed to be and shall constitute a contract between the City, the Trustee and the owners from time to time of the Second Lien Obligations.

Section 203. Authorization of Second Lien Obligations. In order to provide sufficient funds for the financing or refinancing of Capital Projects, Second Lien Obligations are hereby authorized to be issued from time to time in one or more Series as hereinafter provided, without limitation as to amount except as may be limited by law, for the purpose of (a) the payment, or the reimbursement for the payment of, the costs of one or more Capital Projects, (b) the refunding of any First Lien Bonds, Second Lien Obligations or other obligations issued to finance or refinance one or more Capital Projects, including, but not limited to, the refunding of Special Facility Revenue Bonds and any Junior Lien Obligations, or (c) the funding of any Fund or Account as specified in this Indenture or the Supplemental Indenture under which any Second Lien Obligations are issued; including, in each case, payment of Costs of Issuance. Second Lien Obligations consisting of Section 208 Obligations are also hereby authorized to be incurred from time to time as provided for in Section 208 hereof for the purposes set forth therein.

Section 204. Source of Payment; Pledge of Revenues and Other Moneys. The Second Lien Obligations shall be legal, valid and binding limited obligations of the City payable solely from Revenues and certain other moneys and securities held by the Trustee under the provisions of this Indenture and any Supplemental Indenture. The Second Lien Obligations and the interest thereon do not constitute an indebtedness or a loan of credit of the City within the meaning of any constitutional or statutory limitation, and neither the faith and credit nor the taxing power of the City, the State of Illinois or any political subdivision thereof is pledged to the payment of the principal of or interest on the Second Lien Obligations. A pledge of the Trust Estate, to the extent set forth in the Granting Clauses hereof, and of all moneys and securities held or set aside or to be held or set aside by the Fiduciary under this Indenture or any Supplemental Indenture is hereby made, and the same are hereby pledged, to secure the payment of the principal and Redemption Price of, and interest on, the Second Lien Obligations, subject only to the provisions of this Indenture or any Supplemental Indenture requiring or permitting the payment, setting apart or appropriation thereof for or to the purposes and on the terms, conditions, priorities and order set forth in or provided under this Indenture or such Supplemental Indenture. This pledge shall be valid and binding from and after the First Lien Defeasance Date and the pledge securing Second Lien Obligations prior to the First Lien Defeasance Date is confirmed as valid and binding from and after the date of issuance of any Second Lien Obligations. The Revenues so pledged and then or thereafter received by the City shall immediately be subject to the lien of such pledge without any further physical delivery or further act; and the lien of such pledge shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the City, irrespective of whether such parties have notice thereof.

Section 205. Issuance of Second Lien Obligations; Supplemental Indentures. Each Series of Second Lien Obligations shall be created by a Supplemental Indenture which shall prescribe expressly or by reference with respect to such Series:

- (a) the authorized principal amount and Series designation of such Second Lien Obligations;
- (b) the purpose or purposes for which such Series is being issued;
- (c) the manner in which the proceeds of the Second Lien Obligations of such Series are to be applied;
- (d) the date or dates, and the maturity date or dates, of the Second Lien Obligations of such Series, or the manner of determining such dates;
- (e) the interest rate or rates to be borne by the Second Lien Obligations of such Series or the manner of determining such rate or rates, and the Interest Payment Dates of such Series;
- (f) the manner of dating, numbering and lettering the Second Lien Obligations of such Series;

(g) the Paying Agent or Paying Agents and the place or places of payment of the principal and Redemption Price, if any, of, and interest on, the Second Lien Obligations of such Series or the manner of appointing and designating the same;

(h) the Redemption Price or Prices, if any, of, and the redemption terms for the Second Lien Obligations of such Series, or the manner of determining such Price or Prices and terms;

(i) the amount and due date of each Sinking Fund Payment, if any, for Second Lien Obligations of like maturity of such Series, or the manner of determining such amounts and dates;

(j) provisions as to registration of the Second Lien Obligations of such Series;

(k) the form and text of the Second Lien Obligations of such Series and provision for the Trustee's or Paying Agent's authentication thereof by certificate or otherwise; and

(l) any other provisions deemed advisable by the City as shall not conflict with the provisions hereof.

Section 206. Conditions Precedent to Delivery of any Series. Second Lien Obligations of any Series shall be executed by the City and delivered to the Trustee and or the Paying Agent and thereupon shall be authenticated by the Trustee or the Paying Agent and delivered to the City or upon its order, but only following the receipt by the Trustee of:

(a) a copy of an ordinance adopted by the City Council, certified by the City Clerk, authorizing the execution and delivery of the Supplemental Indenture referred to in Section 205;

(b) a Counsel's Opinion to the effect that (i) this Indenture and such Supplemental Indenture have been duly and lawfully authorized by all necessary action on the part of the City, have been duly and lawfully executed by authorized officers of the City, are in full force and effect and are valid and binding upon the City and enforceable in accordance with their terms; (ii) this Indenture and such Supplemental Indenture create the valid pledge of Revenues, moneys and securities which they purport to create; and (iii) upon the execution, authentication and delivery thereof, the Second Lien Obligations of such Series will have been duly and validly authorized and issued in accordance with the Constitution and laws of the State of Illinois, this Indenture and such Supplemental Indenture;

(c) a written order as to the delivery of such Series, executed by an Authorized Officer stating (i) the identity of the purchasers, aggregate purchase price and date and place of delivery of such Series (ii) that no Event of Default has occurred and is continuing under this Indenture;

(d) an executed counterpart of the Supplemental Indenture referred to in Section 205;

(e) a Certificate stating that Annual Second Lien Debt Service on such Series and on any Section 208 Obligations being incurred in connection with the issuance of such Series in each year such Series or such Section 208 Obligations, if any, are Outstanding constitutes "*General Airport Revenue Bond Debt Service*" as such term is defined in the Airport Use Agreements and may be included by the City in the relevant calculations of Airport Fees and Charges;

(f) if Majority-in-Interest approval is required by the Airport Use Agreements for the issuance of such Series, a Certificate stating that such approval has been obtained;

(g) a Certificate of the City Comptroller stating that in the last Fiscal Year next preceding the issuance of such Series with respect to which the City has completed the annual audit report required under Section 409, Net Revenue for Calculation of Coverage satisfied the covenant contained in Section 404(b) with respect to such Fiscal Year;

(h) except in the case of a Series of Second Lien Obligations issued to refund Second Lien Obligations, a Certificate of the Independent Airport Consultant setting forth estimates of Revenues and Operation and Maintenance Expenses and other amounts required to be deposited into the Funds and Accounts created under this Indenture for each of the three Fiscal Years following completion of the Capital Project financed by such additional Second Lien Obligations, or if there is more than one such Capital Project the Capital Project scheduled to be last completed, and demonstrating that the Net Revenues for Calculation of Coverage in each such Fiscal Year shall be not less than that required under Section 404(b) of this Indenture; and

(i) such further documents and moneys as are required by the provisions of Article VII or any Supplemental Indenture.

Section 207. Application of Proceeds of Second Lien Obligations. The proceeds, including accrued interest, of any Series shall be deposited with the Trustee and shall be applied by the Trustee in the manner required by the Supplemental Indenture creating such Series.

Section 208. Letters of Credit to Secure Second Lien Obligations. The City reserves the right to provide one or more irrevocable letters of credit to secure the payment of the principal of, premium, if any, and interest on one or more Series of Second Lien Obligations, and in the event owners of such Second Lien Obligations have the right to require purchase thereof, to secure the payment of the purchase price of such Second Lien Obligations upon the demand of the owners thereof. In connection with any such letter of credit the City may execute and deliver an agreement setting forth in the conditions upon which drawings may be made under such letter of credit and the method by which the City will reimburse the issuer of such letter of credit for such drawings together with interest thereon at such rate or rates as may be agreed upon by the City and the issuer of such letter of credit. Notwithstanding any other provisions of this Indenture, any such obligation of the City to reimburse the issuer of such letter of credit shall constitute a Second Lien Obligation under this Indenture to the same extent as any Series of Second Lien Obligations issued pursuant to a Supplemental Indenture, and any and all amounts payable by the City to reimburse the issuer of any such letter of credit, together with interest

thereon, shall for purposes of this Indenture be deemed to constitute the payment of principal of, premium, if any, and interest on Second Lien Obligations.

ARTICLE III

Revenues and Funds

Section 301. Creation of Funds and Accounts. The Revenue Fund and the Junior Lien Obligation Debt Service Fund created by Section 501 of the General Airport Revenue Bond Ordinance have been transferred to the Trustee and shall be held and administered by the Trustee in accordance with this Indenture. The Debt Service Fund is hereby created and shall be held and administered by the Trustee in accordance with this Indenture. The Second Lien Revenue Fund is abolished, provided, however, that each Dedicated Sub-Fund established by a Supplemental Indenture shall continue to be administered by the Trustee as a Dedicated Sub-Fund within the Debt Service Fund established in this Section 301. Any moneys in the Junior Lien Obligation Debt Service Fund that are allocable to the payment of Second Lien Obligations are hereby allocated to the Debt Service Fund and to the appropriate Dedicated Sub-Funds held therein.

The City has established and agrees to maintain in accordance with the requirements of the Airport Use Agreements an Airport Fund, an Operation and Maintenance Fund, a Special Capital Projects Fund, an Operation and Maintenance Reserve Fund, and a Maintenance Reserve Fund. The City may also maintain the Airport Development Fund pursuant to the Airport Use Agreements.

The Trustee shall, at the written request of the City, establish such additional sub-funds within the Funds and Accounts and subaccounts within any such sub-funds, as shall be specified in such written request, for the purpose of identifying more precisely the sources of payments into and disbursements from the Funds or such sub-funds, Accounts and subaccounts.

Additional sub-funds within the Funds (other than the Junior Lien Obligation Debt Service Fund) and Accounts and subaccounts within such sub-funds may also be created by any Supplemental Indenture; and any such Supplemental Indenture may provide that amounts on deposit in such sub-funds, Accounts and subaccounts shall be held by the Trustee for the sole and exclusive benefit of such Second Lien Obligations as may be specifically designated in such Supplemental Indenture; provided, however, that income derived from the investment of any moneys on deposit in a debt service reserve fund or account created pursuant to this Section 301 or pursuant to any such Supplemental Indenture shall, upon receipt, be withdrawn from such fund or account by the Trustee and deposited into the Revenue Fund as required by Section 306(b) hereof. In addition, the Trustee shall, at the written request of the City, establish additional sub-funds and accounts within the Junior Lien Obligation Debt Service Fund for the purpose of segregating amounts available to pay the principal of, premium, if any, and interest on separate series of Junior Lien Obligations and for the purpose of establishing the priority of one or more of such sub-funds and accounts over one or more other such sub-funds and accounts. Nothing herein shall require the City to designate the Trustee as trustee for any Junior Lien Obligations.

Any moneys and securities held in the Revenue Fund, the Debt Service Fund, the Junior Lien Obligation Debt Service Fund or any sub-fund, Account or subaccount created pursuant to this Section shall be held in trust by the Trustee, as provided in this Indenture or such Supplemental Indenture, and shall be applied, used and withdrawn only for the purposes authorized in this Indenture or Supplemental Indenture. All moneys and securities held by the City in the Operation and Maintenance Fund, the Special Capital Projects Fund, the Operation and Maintenance Reserve Fund and the Maintenance Reserve Fund shall be accounted for and held separate and apart from all other moneys and securities of the City, shall be applied, used and withdrawn solely for the purposes authorized in this Indenture and, until so applied, used and withdrawn, shall be held in trust by the City for such purposes. All moneys and securities held by the City in the Airport Development Fund may be applied, used and withdrawn by the City for any lawful corporate purpose of the City, free of any lien or security interest in favor of the Trustee and the owners of the Second Lien Obligations, but subject to any requirements of the Airport Use Agreements.

Section 302. Deposit of Revenues. All Revenues shall be collected by the City and promptly deposited to the credit of the Revenue Fund in the name of the Trustee with a depository or depositories, each fully qualified under the provisions of Section 1003 to receive the same as deposits of money held by the Trustee, designated by the City and approved by the Trustee, and statements giving the amount of each such deposit and the name of the depository shall be forwarded promptly to the Trustee by the City and by such depository. The Trustee shall be accountable only for moneys actually so deposited.

Section 303. Disbursements from Revenue Fund. The moneys in the Revenue Fund shall be disbursed and applied by the Trustee as required to make the following deposits on the dates and in the amounts provided:

(a) On the tenth day of each month the Trustee shall transfer to the City for deposit into the Operation and Maintenance Fund an amount equal to one-twelfth of the amount provided in the Operation and Maintenance Expense Projection for the current Fiscal Year; provided, however, that if the mid-year projection prepared in accordance with Section 7.06 of the Airport Use Agreements contains an adjustment of Operation and Maintenance Expenses (exclusive of Operation and Maintenance Expenses of the Land Support Area and required deposits in the Operation and Maintenance Reserve Fund and the Maintenance Reserve Fund), the amount required to be deposited in the Operation and Maintenance Fund each month of the second six-month period of each Fiscal Year shall be increased or decreased as appropriate by an amount equal to one-sixth of the amount of such adjustment:

(b) On the business day of the Trustee immediately preceding each January 1 and July 1, the Trustee shall make the following deposits in the manner and order of priority set forth:

First: The Trustee shall first deposit into the Debt Service Fund the amount necessary to increase the amount on deposit therein to an amount sufficient to fund the Deposit Requirements corresponding to that January 1 or July 1.

Second: The Trustee shall next transfer to the City for deposit into the Special Capital Projects Fund the amount specified by the City in a Certificate filed with the Trustee as the amount to be deposited at such time in such Fund.

Third: The Trustee shall next transfer to the City for deposit into the Operation and Maintenance Reserve Fund an amount equal to one-half of the Operation and Maintenance Reserve Fund Deposit Requirement, if any, for the Fiscal Year which includes such January 1 and July 1; provided, however, that if the mid-year projection prepared in accordance with Section 7.06 of the Airport Use Agreements contains an adjustment of Operation and Maintenance Expenses (exclusive of Operation and Maintenance Expenses of the Land Support Area and required deposits in the Operation and Maintenance Reserve Fund and the Maintenance Reserve Fund), then the amount required to be deposited in the Operation and Maintenance Reserve Fund with respect to each July 1 shall be increased or decreased as appropriate by an amount equal to the amount of such adjustment.

Fourth: The Trustee shall next transfer to the City for deposit into the Maintenance Reserve Fund an amount equal to the lesser of (i) \$1,500,000 and (ii) the amount, if any, required to increase the amount on deposit therein to \$3,000,000.

Fifth: The Trustee shall next transfer to the City for deposit into the Airport Development Fund an amount equal to one-half of the Airport Development Fund Deposit Requirement, if any, for the Fiscal Year which includes such January 1 and July 1.

Sixth: The Trustee shall next deposit into the Junior Lien Obligation Debt Service Fund an amount, if any, equal to the amount required by any resolution or ordinance authorizing the issuance of Junior Lien Obligations to be deposited therein on such date and without priority, one over the other, to any sub-funds or accounts within the Junior Lien Obligation Debt Service Fund, the amount specified by a Certificate filed with the Trustee.

(c) If at the time deposits are required to be made under paragraphs (a) or (b) of this Section the moneys held in the Revenue Fund are insufficient to make any required deposit, the deposit shall be made up on the next applicable deposit date after required deposits into all other Funds enjoying a higher priority shall have been made in full.

(d) The City shall be mandatorily and irrevocably obligated to apply moneys in the Maintenance Reserve Fund to make up any deficiencies in the Debt Service Fund. In the event moneys are so applied, the amount applied shall be restored on the next applicable deposit date after all other Fund deposits enjoying a higher priority shall have been made in full.

(e) The amount of the Airport Development Fund Deposit Requirement shall be stated in a Certificate which shall be delivered to the Trustee prior to such deposits.

(f) At the end of each Fiscal Year amounts on deposit in the Debt Service Fund, the Operation and Maintenance Fund, the Operation and Maintenance Reserve Fund, the Maintenance Reserve Fund and the Junior Lien Obligation Debt Service Fund in excess of the amount required hereunder or under any Supplemental Indenture or under any ordinance or resolution authorizing the issuance of Junior Lien Obligations to be on deposit in such Fund at the end of such Fiscal Year shall be transferred to the Revenue Fund.

Section 304. Use of Funds. The moneys on deposit in the Funds listed in Section 301, except the Airport Development Fund, shall be used for the purposes and uses specified as follows:

(a) In addition to disbursements authorized by Section 303, the Trustee shall apply moneys in the Revenue Fund to make up any deficiency arising in the Funds described in clauses First and Sixth of paragraph (b) of Section 303 in the order of their priority one over another and in the manner specified in Section 303 and, in addition, to make any payment to any Airline Party required by Sections 5.03(b), 506(c) and 7.07 of the Airport Use Agreements as directed by a Certificate filed with the Trustee.

(b) The moneys in the Operation and Maintenance Fund shall be used by the City only to pay Operation and Maintenance Expenses (excluding Operation and Maintenance Expenses of the Land Support Area and required deposits in the Operation and Maintenance Reserve Fund and Maintenance Reserve Fund) and to repay amounts borrowed from the Operation and Maintenance Reserve Fund. Loans from the Operation and Maintenance Reserve Fund to the Operation and Maintenance Fund shall be repaid as soon as funds for such loan repayment are available in the Operation and Maintenance Fund.

(c) The moneys in the Debt Service Fund shall be used only for the funding of Deposit Requirements under Section 305.

(d) The moneys in the Special Capital Projects Fund shall be used only for the purpose of making "*Special Capital Project Expenditures*," as defined in the Airport Use Agreements.

(e) The moneys in the Operation and Maintenance Reserve Fund shall be used by the City only to make loans to the Operation and Maintenance Fund whenever and to the extent moneys in the Operation and Maintenance Fund are insufficient to pay Operation and Maintenance Expenses (excluding Operation and Maintenance Expenses of the Land Support Area and required deposits in the Operation and Maintenance Reserve Fund and Maintenance Reserve Fund).

(f) The moneys in the Maintenance Reserve Fund shall be used by the City only for paying the costs of extraordinary maintenance expenditures, such as costs incurred for major repairs, renewals and replacements at the Airport, whether caused by

normal wear and tear or by unusual and extraordinary occurrences including costs of painting, major repairs, renewals and replacements and damage caused by storms or other unusual causes.

(g) The moneys in the Junior Lien Obligation Debt Service Fund shall be transferred by the Trustee to the appropriate trustees or paying agents under the appropriate ordinances or resolutions authorizing the issuance of Junior Lien Obligations for the purpose of paying such amounts as may be required to be paid by such resolutions or ordinances.

Section 305. Disbursement from Debt Service Fund. The moneys in the Debt Service Fund shall be disbursed and applied by the Trustee as required to make the following deposits on the dates and in the amounts provided:

(a) Sub-Fund Deposits. On any date required by the provisions of a Supplemental Indenture creating a Series of Second Lien Obligations, or by an instrument creating Section 208 Obligations, the Trustee shall segregate within the Debt Service Fund and credit to such sub-funds, Accounts, and sub-accounts therein as may have been created for the benefit of such Series and such Section 208 Obligations such amounts as may be required to be so credited under the provisions of such Supplemental Indenture or instrument creating Section 208 Obligations to pay the principal of and interest on such Second Lien Obligations; and

(b) Other Required Deposits. On any date required by the provisions of a Supplemental Indenture or by an instrument creating Section 208 Obligations for any other purpose, the Trustee shall segregate within the Debt Service Fund and credit to such sub-funds, Accounts and subaccounts therein as are specified in such Supplemental Indenture or instrument creating Section 208 Obligations the amounts required so to be withdrawn and deposited by the provisions of such Supplemental Indenture or such instrument.

Section 306. General Regulations as to Investments.

(a) All moneys held in any Fund or Account established and created under this Indenture shall be invested in Qualified Investments at the direction of the City Treasurer.

(b) Qualified Investments purchased as an investment of moneys in any Fund or Account established and created under this Indenture, together with the income derived therefrom, shall be deemed at all times to be a part of such Fund or Account; provided, however, that the income derived from the investment of any moneys on deposit in a debt service reserve fund or account created by any Supplemental Indenture shall, upon receipt, be withdrawn from such fund or account by the Trustee and deposited into the Revenue Fund. Qualified Investments so purchased shall be sold at the best price obtainable whenever it shall be necessary so to do in order to provide moneys to make any withdrawal or payment from such Fund or Account. For the purposes of any such investment, a Qualified Investment shall be deemed to mature at the earliest date on

which the obligor is, on demand, obligated to pay a fixed sum in discharge of the whole of such Qualified Investment. Qualified Investments in which moneys held in any Fund or Account have been invested shall mature not later than the respective dates as estimated by the Trustee based on information provided by the City, when the moneys held for the credit of any Fund or Account will be needed.

(c) In computing the amount in any Fund or Account, obligations maturing within the three year period next succeeding the date of computation shall be valued at amortized value, and obligations maturing more than three years following the date of computation shall be valued at the lower of amortized value or market value.

(d) For purposes of this Indenture amortized value means par, if the obligation was purchased at par, or, when used with respect to an obligation purchased at a premium above or a discount below par, means the value as of any given time obtained by dividing the total premium or discount at which such obligation was purchased by the number of interest payments remaining on such obligation after such purchase and deducting the amount thus calculated for each interest payment date after such purchase from the purchase price in the case of an obligation purchased at a premium or adding the amount thus calculated for each interest payment date after such purchase to the purchase price in the case of an obligation purchased at a discount. Valuation shall be made on each June 15 and December 15, or if such day is not a business day of the Trustee then on the business day of the Trustee immediately preceding such June 15 or December 15, and at any other time required hereunder or under any Supplemental Indenture, and on any particular date shall not include the amount of interest then earned or accrued to such date on any deposit or investment.

ARTICLE IV

Covenants of the City

Section 401. Equality of Security. All Second Lien Obligations, regardless of Series, date of issuance or incurrence and date of sale, shall be secured by the pledge contained in Section 204; and the security so pledged shall not be used for any other purpose except as expressly permitted by the terms of this Indenture, so long as any Second Lien Obligations remain Outstanding and unpaid.

Section 402. Equality of Second Lien Obligations. Except as otherwise specifically provided in Section 301, all Second Lien Obligations authorized hereunder or incurred as provided in Section 208 shall be on a parity and rank equally without preference, priority or distinction over any other thereof as to security, regardless of the time or times of their issue, and the provisions, covenants and agreements set forth herein to be performed by and on behalf of the City shall be for the equal benefit, protection and security of the owners of any and all Second Lien Obligations of each Series. The City covenants that it will not issue any obligations, payable from the Revenues or, except as otherwise provided in Section 405, any other moneys pledged herein, nor voluntarily create or cause or permit to be created any debt,

lien, pledge or assignment, having priority over or being on a parity with, the Second Lien Obligations.

Section 403. Punctual Payment. The City covenants that it will duly and punctually pay or cause to be paid the principal of, premium, if any, and interest on, all Second Lien Obligations in strict conformity with the terms of such Second Lien Obligation and of this Indenture, the Supplemental Indentures creating the Second Lien Obligations of each Series and the instruments creating Section 208 Obligations, and that it will faithfully observe and perform all the conditions, covenants and requirements of this Indenture, each such Supplemental Indenture and instrument and of the Second Lien Obligations issued or incurred thereunder.

Section 404. Rate Covenant.

(a) The City covenants that it will fix and establish, and revise from time to time whenever necessary, such rentals, rates and other charges for the use and operation of the Airport and for certain services rendered by the City in the operation thereof as will cause in each Fiscal Year a sufficient amount to be on deposit in the Revenue Fund to permit the deposits required by Section 303 to be made during such Fiscal Year.

(b) The City covenants that Revenues in each Fiscal Year in which Second Lien Obligations are Outstanding shall equal an amount at least sufficient to produce Net Revenues for Calculation of Coverage of not less than an aggregate amount equal to the greater of the sum of (i) the amounts required by Section 303 to be deposited for such Fiscal Year in the Debt Service Fund (exclusive of deposits in respect of Aggregate Second Lien Debt Service), the Operation and Maintenance Reserve Fund, the Maintenance Reserve Fund, the Special Capital Projects Fund and the Junior Lien Obligation Debt Service Fund and (ii) one and ten-hundredths times the Aggregate Second Lien Debt Service for the Bond Year commencing during such Fiscal Year, reduced by an amount equal to any amount held in any capitalized interest account established pursuant to a Supplemental Indenture for disbursement during such Bond Year to pay interest on Second Lien Obligations.

Section 405. Against Pledge of Revenues. The City shall not hereafter issue any bonds, notes, or other evidences of indebtedness secured by the pledge contained in Section 204, other than Second Lien Obligations, and shall not create or cause to be created any lien or charge on Revenues, or on any amounts pledged for the benefit of owners of Second Lien Obligations under this Indenture, other than the pledge contained in Section 204; provided, however, that neither this Section nor any other provision of this Indenture shall prevent the City from issuing bonds, notes or other evidences of indebtedness payable out of, or secured by a pledge of, Revenues to be derived on and after such date as the pledge contained in Section 204 shall be discharged and satisfied as provided in Section 1101, or (c) from issuing bonds, notes or other evidences of indebtedness (including bonds, notes or other evidences of indebtedness evidencing loans made by the City to the Airport) which are payable out of, or secured by, the pledge of amounts which may be withdrawn from the Junior Lien Obligation Debt Service Fund so long as such pledge is expressly junior and subordinate to the pledge contained in Section 204.

Section 406. Offices For Servicing Second Lien Obligations. The City shall at all times maintain one or more agencies in the City of Chicago, Illinois, or the City of New York, New York, where Second Lien Obligations of any Series may be presented for payment, where Second Lien Obligations of any Series may be presented for registration, registration of transfer or exchange to the extent and in the manner specified in the Supplemental Indenture creating such Series and where notices, demands and other documents may be served upon the City in respect of the Second Lien Obligations of any Series or of this Indenture. The City hereby appoints the Trustee an agent for the registration, registration of transfer or exchange of Second Lien Obligations of any Series and for the service upon the City of such notices, demands and other documents. The City hereby appoints, and authorizes the Trustee to appoint as provided in Section 1002, each Paying Agent as an agent to maintain such agencies for the payment or redemption of Second Lien Obligations of any Series.

Section 407. Insurance. The City shall maintain, or cause to be maintained, insurance with respect to the Airport (except the Land Support Area) against such casualties and contingencies and in amounts not less than is reasonably prudent. Such policies of insurance shall name the City and the Trustee as co-assureds as their interests may appear. Without limiting the foregoing, the City shall maintain, or cause to be maintained, the following insurance with respect to the Airport (except the Land Support Area);

(a) Insurance against loss or damage under a policy or policies covering such risks as are ordinarily insured against by reasonably prudent operators of airports, including without limiting the generality of the foregoing, fire, lightning, windstorm, hail, floods, explosion, riot, riot attending a strike, civil commotion, damage from aircraft smoke and uniform standard extended coverage with vandalism and malicious mischief endorsements, and all-risk coverage, limited only as may be provided in the standard form, if any, of such endorsements at the time in use in the State of Illinois. Such insurance shall be maintained in an amount not less than the full insurable replacement value of the insured premises. No policy of insurance shall be written such that the proceeds thereof will produce less, by reason of co-insurance provisions or otherwise, than the full insurable replacement value of the insured premises. Full insurable replacement value of any insured premises shall be deemed to equal the actual replacement cost of the premises, and shall be determined from time to time, but not less frequently than once every three years, by an architect, contractor, appraiser or appraisal company or one of the insurers, in any case, selected by the City. In the event that such determination of full insurance replacement value indicates that any premises in the Airport (other than the Land Support Area) are underinsured, the City shall forthwith secure the necessary additional insurance coverage.

(b) Comprehensive general public liability insurance including blanket contractual liability and personal injury liability (with employee exclusion deleted), and on-premises automobile insurance including owned, non-owned and hired automobiles used and operated by the City, protecting the City against liability for injuries to persons and property arising out of the existence or operation of the Airport (except the Land Support Area) in limits as follows: for personal injury and bodily injury, \$100,000,000 for each occurrence and \$100,000,000 annual aggregate; and for property damage, \$100,000,000 for each occurrence and \$100,000,000 annual aggregate.

(c) Boiler or pressure vessel explosion insurance with coverage on a replacement cost basis as provided in subsection (a) of this Section for property damage, but any such policy may have a deductible amount not exceeding \$10,000. No such policy of insurance shall be so written that the proceeds thereof will produce less than the minimum coverage required by the first sentence of this subsection (c) by reason of coinsurance provisions or otherwise.

(d) Each policy of insurance maintained by the City under this Section shall contain a waiver of subrogation on the part of the insurer in favor of the City and the Airline Parties.

(e) If, at any time, the City is obligated under any other agreement then in effect between the City and any Airline Party to provide, with respect to premises at the Airport, insurance of the nature and in not less than the amounts described in this Section, then the provisions of this Section shall be subject to the applicable provisions of such other agreement.

Section 408. Use of Insurance Proceeds.

(a) If the Airport, or any portion thereof, shall be substantially damaged or destroyed by fire or other casualty, the City shall deposit with the Trustee the net proceeds of any insurance received with respect thereto, and the Trustee shall deposit such net proceeds in a special trust account or, in the case of damage to or destruction of any Capital Project then under construction, in the Capital Project Account relating to such Capital Project. Moneys on deposit in any such special trust account or Capital Project Account shall be disbursed in the same manner, and subject to the same conditions, as provided generally in Supplemental Indentures with respect to disbursements from the Project Accounts, subject to the following additional conditions:

(i) If any Airline Party's Exclusive Use Premises or Airline's Aircraft Parking Area, as such terms are defined in the Airport Use Agreements, or any portion thereof, are damaged or destroyed by fire or other casualty, the City, after consultation with such Airline Party, shall, to the extent of proceeds of insurance received with respect to such premises, forthwith repair, reconstruct and restore (subject to unavoidable delays) the damaged or destroyed premises to (1) substantially the same condition, character and utility value (based upon the plans and specifications for such premises, subject to then-existing Airport building standards) as existed prior to the event causing such damage or destruction, or (2) such other condition, character and value as may be agreed upon by the City and such Airline Party.

(ii) If any part of the Airport other than Exclusive Use Premises, Aircraft Parking Area and Land Support Area, as such terms are defined in the Airport Use Agreements, are damaged or destroyed by fire or other casualty, the City, after consultation with such Airline Party (or its authorized representative), shall, to the extent of proceeds of insurance received with respect to such premises, forthwith repair, reconstruct and restore (subject to unavoidable delays)

the damaged or destroyed premises to (1) substantially the same condition, character and utility value (based upon the plans and specifications for such premises, subject to then-existing building standards) as existed prior to the event causing such damage or destruction, (2) or such other condition, character and value as may be agreed upon by the City and a Majority-in-Interest.

(b) Any surplus insurance proceeds deposited in any such special trust account or Capital Project Account shall be transferred or withdrawn from such special trust account or Capital Project Account as specified by the City for any one or more of the following purposes: (i) to make transfers to one or more Capital Project Accounts to pay the costs of other Capital Projects, (ii) to make transfers into the Debt Service Fund, or (iii) to redeem Second Lien Obligations or Junior Lien Obligations.

Section 409. Annual Audit. The City covenants that it will, within six months after the close of each Fiscal Year, furnish the Trustee with a copy of an annual audit report, prepared in accordance with generally accepted accounting principles and certified by an Independent Accountant, covering the operation of the Airport for such Fiscal Year. Such audit shall contain a calculation based on actual data enabling such Independent Accountant to certify that the covenant contained in Section 404(b) has been satisfied with respect to such Fiscal Year. The City covenants that it will cause a copy of such audit to be mailed, postage prepaid, to the owners of any Second Lien Obligations requesting copies thereof. Such audit shall be available for inspection at reasonable times by the owners of the Second Lien Obligations at the office of the City Comptroller.

Section 410. Power to Issue Second Lien Obligations and Make Pledge Contained in Section 204. The City is duly authorized under all applicable laws to issue the Second Lien Obligations, to execute, deliver and perform its obligations under this Indenture and to make the pledge contained in Section 204 in the manner and to the extent provided. Except as otherwise stated in Section 405, the Revenues and moneys and securities so pledged are and will be free and clear of any pledge, lien, charge or encumbrance thereof or with respect thereto prior to, or of equal rank with, the pledge contained in Section 204 and all corporate or other action on the part of the City to that end has been and will be duly and validly taken. The Second Lien Obligations and the provisions of this Indenture are and will be valid and legally enforceable limited obligations of the City in accordance with their terms and the terms of this Indenture. The City shall at all times, to the extent permitted by law, defend, preserve and protect the pledge contained in Section 204 and all the rights of the owners of the Second Lien Obligations under this Indenture against all claims and demands.

Section 411. Further Assurances. The City covenants that it will make or adopt and execute, or cause to be made, adopted and executed, any and all such further ordinances, acts, deeds, conveyances, assignments or assurances as may be reasonably required for effectuating the intention of this Indenture, and for the better assuring and confirming unto the owners of the Second Lien Obligations of the rights and benefits provided in this Indenture or any Supplemental Indenture.

Section 412. Prompt Acquisition and Construction. The City covenants that upon the receipt of the proceeds of any Series issued to pay the costs of Capital Projects, the City will

with reasonable dispatch proceed with the construction, installation and acquisition of such Capital Projects and that it will expeditiously complete such construction, installation and acquisition, in a good workmanlike manner, substantially in accordance with the plans and specifications therefor and in conformity with law and all requirements of all governmental agencies having jurisdiction thereover. The City will cause all materials and equipment incorporated in any such Capital Project to be of good quality, free and clear from any material faults or defects.

The City covenants that no payments will be made from the proceeds of any Series for labor or materials or to contractors, builders or materialmen, on account of the construction, acquisition and installation of Capital Projects, or any portion thereof, unless such portion is located on lands which are owned by the City in fee simple or over which the City shall have acquired sufficient leases, easements, servitudes or control for the purposes of such Capital Projects.

Section 413. Tax Covenants.

(a) The City covenants not to take any action or omit to take any action which is lawful and within its power to take, and which, if taken or omitted, would cause interest on Second Lien Obligations issued on a tax-exempt basis to be includable in gross income of the owners thereof for Federal income tax purposes other than an owner who is a "*substantial user*" or "*related person*" within the meaning of such terms as defined in the Code.

(b) The City further covenants that it will not take any action or omit to take any action with respect to the investment of the proceeds of any Series or with respect to Revenues (including the payments derived under the Airport Use Agreements) which would result in causing Second Lien Obligations of any Series issued on a tax-exempt basis to constitute "*arbitrage bonds*" within the meaning of such term as defined in the Code.

In furtherance of the foregoing, the Trustee shall, at the request of the City set forth in a Certificate, (i) cause the moneys on deposit in any Fund or Account to be invested subject so such yield restrictions as shall be set forth in such Certificate and (ii) subject to any restrictions set forth in any Supplemental Indenture with respect to the use or application of moneys on deposit in any Fund or Account, transfer the moneys on deposit in any Fund, Account, sub-fund or sub-account to such other Fund, Account, sub-fund or sub-account, as shall be directed in such Certificate.

Section 414. Airport Use Agreements.

(a) The City covenants that it will operate and maintain the Airport in a manner which will entitle it at all times to charge and collect fees, charges and rentals in accordance with the Airport Use Agreements and shall take all reasonable measures permitted by law to enforce prompt payment to it of such fees, charges and rentals.

(b) The City further covenants that it will not rescind, terminate, amend or modify any Airport Use Agreement if such rescission, termination, amendment or

modification would in any manner materially and adversely affect the rights or security of the owners of the Second Lien Obligations. In furtherance of such covenant the City agrees that while any Second Lien Obligations are Outstanding the City shall not (i) rescind or terminate any Airport Use Agreement unless an "*Event of Default*" under Section 24.01 thereof has occurred and is continuing; provided, however, that regardless of whether or not such an Event of Default has occurred and is continuing, the City may substitute under an Airport Use Agreement an airline engaged in an Air Transportation Business for any Airline Party, if the airline substituted for such Airline Party agrees to undertake all of the obligations and duties of the Airline Party for which it is being substituted under such Airport Use Agreement, (ii) amend any Airport Use Agreement to modify the obligation of the Airline Party under such Airport Use Agreement with respect to the payment of Airport Fees and Charges related to the deposit requirements specified in Section 303, or (iii) amend any such Airport Use Agreement in any manner which would adversely affect the City's ability to satisfy the covenant of the City contained in Section 404(b).

(c) The City further covenants not to take any action or omit to take any action which, if taken or omitted, would permit any Annual Second Lien Debt Service on any Series of Second Lien Obligations or instrument creating Section 208 Obligations to be excluded from "*General Airport Revenue Bond Debt Service*," as such terms are defined in the Airport Use Agreements, or to be excluded from the relevant calculations of Airport Fees and Charges thereunder.

(d) The City covenants that it will file with the Trustee true and complete copies of each Airport Use Agreement and each amendment or supplement to any Airport Use Agreement.

Section 415. Debt Service Reserve Accounts. The City shall not issue any Series of Second Lien Obligations (other than Section 208 Obligations) on or after January 1, 1994, unless the Supplemental Indenture pursuant to which such Series of Second Lien Obligations is issued establishes a debt service reserve account for such Series in an amount not less than the lesser of (a) maximum amount of Annual Second Lien Debt Service for such Series for the current or any future Bond Year or (b) the maximum amount of proceeds of such Series permitted under the Code to be deposited therein (the "*Series Reserve Account Requirement*"). Such Supplemental Indenture may provide that the Series Reserve Account Requirement may be satisfied with (i) one or more Qualified Reserve Account Credit Instruments, (ii) Qualified Investments or (iii) a combination thereof. For purposes of this Section 415, the term "*Qualified Reserve Account Instrument*" means a letter of credit, surety bond or non-cancellable insurance policy issued by a domestic or foreign bank, insurance company or other financial institution whose debt obligations are rated "*Aa*" or better by Moody's or "*AA*" or better by S&P as of the date of issuance thereof. Any such letter of credit, surety bond or insurance policy shall be issued in the name of the Trustee and shall contain no restrictions on the ability of the Trustee to receive payment thereunder other than a certification of the Trustee that the funds drawn thereunder are to be used for purposes for which moneys in the debt service reserve account may be used.

ARTICLE V

Administration of Airport

Section 501. Management. The City covenants that in order to assure the efficient management and operation of the Airport and to assure the owners of the Second Lien Obligations that the Airport will be economically and efficiently operated on the basis of sound business principles, it will operate and maintain the Airport under the direction of the Commissioner of Aviation. The City will not take, or allow any other person to take, any action which would cause the Federal Aviation Administrator of the Federal Aviation Administration, Department of Transportation, or any successor to the powers and authority of such Administrator, to suspend or revoke the Airport's airport operating certificate issued under the Federal Aviation Act of 1958, or any successor statute. The City will comply with all governmental, legislative, executive, administrative or judicial body applicable to the Airport, unless the same shall be contested in good faith, all to the end that the Airport will remain operational at all times.

Section 502. Operation and Maintenance of Airport. The City covenants that it will use its best efforts to see that the Airport shall at all times be operated and maintained in an efficient operating condition; and such repairs shall be made thereto as shall be necessary or appropriate in the prudent management thereof to insure its economic and efficient operation at all times. The City shall cause all rentals, rates and other charges for the use and operation of the Airport and for certain services rendered by the City in the operation thereof to be collected when and as due and shall prescribe and enforce rules and regulations for the payment thereof and for the consequences of nonpayment thereof. The City will, out of the Operation and Maintenance Fund, from time to time, duly pay and discharge, or cause to be paid and discharged, any taxes, assessments or other governmental charges lawfully imposed upon the Airport (excluding the Land Support Area) or upon any part thereof, or upon the Revenues, when the same shall become due, as well as any lawful claim for labor, materials, or supplies which, if unpaid, might by law become a lien or charge upon the Airport, or which might impair the security of the Second Lien Obligations.

Section 503. Maintenance of Powers. The City covenants that it will at all times use its best efforts to keep the Airport open for landings and takeoffs of aircraft of any type using facilities similar to those at the Airport and to maintain the powers, functions, duties and obligations now reposed in it pursuant to law, and will not at any time voluntarily do, suffer or permit any act or thing the effect of which would be to hinder, delay or imperil either the payment of the indebtedness evidenced by any of the Second Lien Obligations or the performance or observance of any of the covenants herein contained. If at any time the City is unable to keep the Airport open for airport purposes as herein provided, it will use its best efforts, to the extent permitted by law, to make such use (including use for other than airport purposes) and take such action with respect to the Airport so as to produce Revenues therefrom in accordance with proper and efficient business practices.

Section 504. Independent Airport Consultant. The City covenants that it will continuously employ an Independent Airport Consultant. The Independent Airport Consultant shall inspect the Airport and make reports thereon and advise and make recommendations to the

City in connection with the administration, operation and maintenance thereof, including recommendations for any revisions necessary in fees, rates, and charges to comply with the provisions of this Indenture, and shall prepare the Operation and Maintenance Expense Projection. Copies of each report and recommendation of the Independent Airport Consultant shall be sent as soon as available, but not later than 120 days prior to the commencement of each Fiscal Year, to the Commissioner of Aviation, the City Comptroller and the City Budget Director.

Section 505. Airport Budget. The City shall prepare prior to the beginning of each Fiscal Year an annual budget for the Airport setting forth for such Fiscal Year in reasonable detail, among other things, estimated Revenues and Operation and Maintenance Expenses. Such budget shall be prepared in accordance with applicable law and shall be made available to the City Council in sufficient time for it to act thereon as required by law. All Operation and Maintenance Expenses shall be reasonable and the total expenditures shall not exceed in any Fiscal Year the total expenditures thus set forth in the annual budget except to the extent approved by the City Council in accordance with law.

Section 506. Leases and Concessions. The City shall have the right for any term of years to let to any person, firm or corporation, or grant concessions or privileges in, any land of the Airport or any building or structure on such land for any purpose necessary or incidental to the operation of the Airport or for any purpose which in the opinion of the Independent Airport Consultant does not in any way interfere with the operation of the Airport.

ARTICLE VI

Special Facility Improvements

Section 601. Construction, Installation and Acquisition of Special Facility Improvements. The construction, installation and acquisition of Special Facility Improvements is hereby authorized under and pursuant to the terms and conditions hereinafter set forth in this Article.

Section 602. Authorization. Before any Special Facility Improvement shall be constructed, installed or acquired, pursuant to this Article, the City Council shall adopt an ordinance or resolution describing in reasonable detail, sufficient for identification thereof, the Special Facility Improvement to be constructed, installed or acquired, and before any Special Facility Revenue Bonds are issued, the City Council shall likewise adopt an ordinance or resolution authorizing the issuance of Special Facility Revenue Bonds to finance the cost of construction, installation, or acquisition of such Special Facility improvement and prescribing the rights, duties, remedies, and obligations of the City and the holders, from time to time, of such Special Facility Revenue Bonds.

Section 603. Special Facility Revenue Bonds. The Special Facility Revenue Bonds authorized by the ordinance or resolution referred to in Section 602 shall be revenue bonds payable solely from rentals or other charges derived by the City under and pursuant to a Special Facility Financing Arrangement entered into by and between the City, as lessor or lender, and

such person, either public or private, as shall lease, as lessee, the related Special Facility improvement from the City, or borrow from the City to finance the construction, installation and acquisition of such Special Facility Improvement, and may be issued by the City notwithstanding the limitations, restrictions and conditions contained in this Indenture relating to the issuance of Second Lien Obligations; provided, however, that no Special Facility Revenue Bonds shall be issued by the City unless, prior thereto, there shall have been filed with the City a certificate, executed by the Independent Airport Consultant, certifying that the estimated rentals, debt service or other charges to be derived by the City under and pursuant to the related Special Facility Financing Arrangement will be at least sufficient to pay the principal of, premium, if any, and interest on, such Special Facility Revenue Bonds as the same mature and become due, all costs of operating and maintaining such Special Facility Improvement required to be paid for by the City and for which no mechanism for reimbursement to the City has been established other than pursuant to such Special Facility Financing Arrangement and all sinking and other reserve fund payments required by the ordinance or resolution authorizing the Special Facility Revenue Bonds as the same become due; and provided, further, that no such Special Facility Revenue Bonds shall be issued by the City until the City has entered into a Special Facility Financing Arrangement which shall be for a term at least as long as the period during which such Special Facility Revenue Bonds are outstanding and unpaid.

ARTICLE VII

Supplemental Indentures

Section 701. Supplemental Indenture Effective Upon Execution by the Trustee. For any one or more of the following purposes and at any time or from time to time, a Supplemental Indenture may be authorized by an ordinance adopted by the City Council, which, upon the filing with the Trustee of a copy of such ordinance certified by the City Clerk and the execution and delivery of such Supplemental Indenture by the City and the Trustee, shall be fully effective in accordance with its terms:

- (a) To close this Indenture against, or provide limitations and restrictions in addition to the limitations and restrictions contained in this Indenture on, the issuance of Second Lien Obligations or other evidences of indebtedness;
- (b) To add to the covenants and agreements of the City in this Indenture other covenants and agreements to be observed by the City which are not contrary to or inconsistent with this Indenture as theretofore in effect;
- (c) To add to the limitations and restrictions in this Indenture other limitations and restrictions to be observed by the City which are not contrary to or inconsistent with this Indenture as theretofore in effect;
- (d) To surrender any right, power or privilege reserved to or conferred upon the City by the terms of this Indenture, but only if the surrender of such right, power or privilege is not contrary to or inconsistent with the covenants and agreements of the City contained in this Indenture;

(e) To create a Series of Second Lien Obligations and, in connection therewith, to specify and determine the matters and things referred to in Section 205 and also any other matters and things relative to such Second Lien Obligations which are not contrary to or inconsistent with this Indenture as theretofore in effect, or to amend, modify or rescind any such authorization, specification or determination at any time prior to the first issuance of such Second Lien Obligations;

(f) To confirm, as further assurance, the pledge under Section 204, and the subjection of additional revenues properties and collateral to any lien, claim or pledge created or to be created by, this Indenture; and

(g) To modify any of the provisions of this Indenture in any respect whatever, provided that (i) such modification shall be, and be expressed to be, effective only after all Second Lien Obligations Outstanding at the date of the execution and delivery of such Supplemental Indenture shall cease to be Outstanding, and (ii) such Supplemental Indenture shall be specifically referred to in the text of all Second Lien Obligations issued after the date of the execution and delivery of such Supplemental Indenture and of Second Lien Obligations issued in exchange therefor or in place thereof.

Section 702. Supplemental Indentures Effective Upon Consent of Trustee.

(a) For any one or more of the following purposes and at any time or from time to time, a Supplemental Indenture may be authorized by an ordinance adopted by the City Council which, upon (i) the filing with the Trustee of a copy of such ordinance certified by the City Clerk, (ii) the filing with the Trustee and the City of an instrument in writing made by the Trustee consenting thereto, and (iii) the execution and delivery of such Supplemental Indenture by the City and the Trustee, shall be fully effective in accordance with its terms:

(1) To cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in this Indenture; or

(2) To insert such provisions clarifying matters or questions arising under this Indenture as are necessary or desirable and are not contrary to or inconsistent with this Indenture as theretofore in effect.

(3) To provide additional duties of the Trustee under this Indenture.

(b) Any such Supplemental Indenture may also contain one or more of the purposes specified in Section 701, and in that event, the consent of the Trustee required by this Section shall be applicable only to those provisions of such Supplemental Indenture as shall contain one or more of the purposes set forth in subsection (a) of this Section.

Section 703. Supplemental Indentures Effective With Consent of Owners of Second Lien Obligations. At any time or from time to time, a Supplemental Indenture may be authorized by an ordinance adopted by the City Council, subject to consent by the owners of Second Lien Obligations in accordance with and subject to the provisions of Article VIII, which

Supplemental Indenture, upon the filing with the Trustee of a copy of such ordinance certified by the City Clerk, upon compliance with the provisions of Article VIII, and upon execution and delivery of such Supplemental Indenture by the City and the Trustee, shall become fully effective in accordance with its terms.

Section 704. General Provisions.

(a) This Indenture shall not be modified or amended in any respect except as provided in and in accordance with and subject to the provisions of this Article and Article VIII. Nothing in this Article or Article VIII contained shall affect or limit the right or obligation of the City to adopt, make, do, execute, acknowledge or deliver any ordinance, resolution, act or other instrument pursuant to the provisions of Section 411 or the right or obligation of the City to execute and deliver to any Fiduciary any instrument which elsewhere in this Indenture it is provided shall be delivered to said Fiduciary.

(b) Any ordinance authorizing a Supplemental Indenture referred to and permitted or authorized by Sections 701 and 702 may be adopted by the City Council without the consent of any of the owners of Second Lien Obligations, but such Supplemental Indenture shall be executed and delivered by the City and the Trustee and shall become effective only on the conditions, to the extent and at the time provided in said Sections, respectively. Every Supplemental Indenture delivered to the Trustee for execution shall be accompanied by a Counsel's Opinion stating that such Supplemental Indenture has been duly and lawfully authorized by the City Council and executed by the City in accordance with the provisions of this Indenture, is authorized or permitted by this Indenture, and will, when executed and delivered by the Trustee, be valid and binding upon the City and enforceable in accordance with its terms.

(c) The Trustee is hereby authorized to enter into, execute and deliver any Supplemental Indenture referred to and permitted or authorized by Sections 701, 702 or 703 and to make all further agreements and stipulations which may be therein contained, and the Trustee, in taking such action, shall be fully protected in relying on, an opinion of counsel (which may be a Counsel's Opinion) that such Supplemental Indenture is authorized or permitted by the provisions of this Indenture.

(d) No Supplemental Indenture shall change or modify any of the rights or obligations of any Fiduciary without its written assent thereto.

ARTICLE VIII

Amendments

Section 801. Mailing of Notice of Amendment.

(a) Any provision in this Article for the mailing of a notice or other paper to owners of Second Lien Obligations shall be fully complied with if it is mailed postage prepaid only (i) to each registered owner of then Outstanding Second Lien Obligations at his address, if any, appearing upon the registration books maintained by the City at the

principal corporate trust office of the Trustee or, in the case of Section 208 Obligations, set forth in the instrument creating the same, and (ii) to the Trustee.

Section 802. Powers of Amendment. Any modification or amendment of this Indenture or of any Supplemental Indenture or of the rights and obligations of the City and of the owners of the Second Lien Obligations, in particular, may be made by a Supplemental Indenture, with the written consent given as provided in Section 803 (a) of the owners of at least two-thirds in principal amount of the Second Lien Obligations Outstanding at the time such consent is given, (b) in case less than all of the several Series of then Outstanding Series of Second Lien Obligations are affected by the modification or amendment, of the owners of at least two-thirds in principal amount of the then Outstanding Second Lien Obligations of each Series so affected, (c) in case any Section 208 Obligations are affected by the modification or amendment, of the owners of the Section 208 Obligations so affected, and (d) in case the modification or amendment changes the terms of any Sinking Fund Payment, of the owners of at least two-thirds in principal amount of the then Outstanding Second Lien Obligations of the particular Series and maturity entitled to such Sinking Fund Payment; except that if such modification or amendment will, by its terms, not take effect so long as any Second Lien Obligations of any specified like Series and maturity or any specified Section 208 Obligations, remain Outstanding, the consent of the owners of such Second Lien Obligations shall not be required and such Second Lien Obligations shall not be deemed to be Outstanding for the purpose of any calculation of Outstanding Second Lien Obligations under this Section. No such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any Outstanding Second Lien Obligation or of any installment of interest thereon or a reduction in the principal amount or the Redemption Price thereof or in the rate of interest thereon without the consent of the owner of such Second Lien Obligation, or shall reduce the percentages or otherwise affect the classes of Second Lien Obligations the consent of the owners of which is required to effect any such modification or amendment, or shall change or modify any of the rights or obligations of any Fiduciary without its written assent thereto. For the purposes of this Section, a Series or any specified Section 208 Obligations shall be deemed to be affected by a modification or amendment of this Indenture if the same adversely affects or diminishes the rights of the owners of Second Lien Obligations of such Series or of such Section 208 Obligations. The Trustee may in its discretion determine whether or not in accordance with the foregoing powers of amendment Second Lien Obligations of any particular Series or maturity or particular Section 208 Obligations would be affected by any modification or amendment hereof and any such determination shall be binding and conclusive on the City and all owners of Second Lien Obligations.

Section 803. Consent of Owners of Second Lien Obligations.

(a) The City may at any time authorize a Supplemental Indenture making a modification or amendment permitted by the provisions of Section 802, to take effect when and as provided in this Section. A copy of such Supplemental Indenture (or brief summary thereof or reference thereto in form approved by the Trustee), together with a request to the owners of the Second Lien Obligations for their consent thereto in form satisfactory to the Trustee, shall be mailed by the City to the owners of the Second Lien Obligations (but failure to mail such copy and request shall not affect the validity of the Supplemental Indenture when consented to as in this Section provided). Such

Supplemental Indenture shall not be effective unless and until there shall have been filed with the Trustee (1) the written consents of owners of the percentages of Outstanding Second Lien Obligations specified in Section 802 and (2) a Counsel's Opinion stating that such Supplemental Indenture has been duly and lawfully executed and delivered by the City and the Trustee in accordance with the provisions of this Indenture, is authorized or permitted hereby and is valid and binding upon the City and enforceable in accordance with its terms.

(b) The consent of an owner of Second Lien Obligations to any modification or amendment shall be effective only if accompanied by proof of the ownership, at the date of such consent, of the Second Lien Obligations with respect to which such consent is given, which proof shall such as is permitted by Section 1015. A certificate or certificates signed by the Trustee filed with the Trustee that it has examined such proof and that such proof is sufficient in accordance with Section 1015 shall be conclusive that the consents have been given by the owners of the Second Lien Obligations described in such certificate or certificates. Any such consent shall be binding upon the owner of the Second Lien Obligations giving such consent and upon any subsequent owner of such Second Lien Obligations and of any Second Lien Obligations issued in exchange therefor (whether or not such subsequent owner thereof has notice thereof) unless such consent is revoked in writing by the owner of such Second Lien Obligations giving such consent or a subsequent owner thereof by filing such revocation with the Trustee, prior to the time when the written statement of the Trustee hereinafter provided for in this Section is filed. The fact that a consent has not been revoked may likewise be proved by a certificate of the Trustee filed with the Trustee to the effect that no revocation thereof is on file with the Trustee.

(c) At any time after the owners of the required percentages of Second Lien Obligations shall have filed their consents to the Supplemental Indenture, the Trustee shall make and file with the City and the Trustee a written statement that the owners of such required percentages of Second Lien Obligations have filed such consents. Such written statement shall be conclusive that such consents have been so filed. At any time thereafter notice, stating in substance that the Supplemental Indenture (which may be referred to as a Supplemental Indenture entered into by the City and the Trustee as of a stated date, a copy of which is on file with the Trustee) has been consented to by the owners of the required percentages of Second Lien Obligations and will be effective as provided in this Section, shall be given to owners by the City by mailing such notice to the owners of the Second Lien Obligations (but failure to mail such notice shall not prevent such Supplemental Indenture from becoming effective and binding as provided in this Section) not more than 90 days after the owners of the required percentages of Second Lien Obligations shall have filed their consents to the Supplemental Indenture and the written statement of the Trustee hereinabove provided for is filed. The City shall file with the Trustee proof of the mailing of such notice. A record, consisting of the papers required or permitted by this Section to be filed with the Trustee, shall be proof of the matters therein stated. Such Supplemental Indenture making such amendment or modification shall be deemed conclusively binding upon the Fiduciaries and the owners of all Second Lien Obligations at the expiration of 40 days after the filing with the Trustee of proof of the mailing of such last mentioned notice, except in the event of a

final decree of a court of competent jurisdiction setting aside such Supplemental Indenture in a legal action or equitable proceeding for such purpose commenced within such 40 day period; except that any Fiduciary and the City during such 40 day period and any such further period during which any such action or proceeding may be pending shall be entitled in their absolute discretion to take such action, or to refrain from taking such action, with respect to such Supplemental Indenture as they may deem expedient.

Section 804. Modifications by Unanimous Consent. The terms and provisions of this Indenture and the rights and obligations of the City and of the owners of the Second Lien Obligations hereunder may be modified or amended in any respect upon the consent of the owners of all the then Outstanding Second Lien Obligations to the execution and delivery of such Supplemental Indenture, such consent to be given as provided in Section 803 except that no notice to the owners of the Second Lien Obligations shall be required; but no such modification or amendment shall change or modify any of the rights or obligations of any Fiduciary without the filing with the Trustee of the written assent thereto of such Fiduciary in addition to the consent of the owners of the Second Lien Obligations.

Section 805. Exclusion of Second Lien Obligations. Second Lien Obligations owned by or for the account of the City or the Airline Parties shall not be deemed Outstanding for the purpose of consent or other action or any calculation of Outstanding Second Lien Obligations provided for in this Article, and the City shall not be entitled with respect to such Second Lien Obligations to give any consent or take any other action provided for in this Article. At the time of any consent or other action taken under this Article. At the time of any consent or other action taken under this Article, the City shall furnish the Trustee with a Certificate upon which the Trustee may rely, describing all Second Lien Obligations so to be excluded.

Section 806. Notation on Second Lien Obligations. Second Lien Obligations authenticated and delivered after the effective date of any action taken as in Article VII or this Article provided may, and, if the Trustee so determines, shall, bear a notation by endorsement or otherwise in form approved by the City and the Trustee as to such action, and in that case upon demand of the owner of any Second Lien Obligation Outstanding at such effective date and presentation of his Second Lien Obligation for that purpose at the principal office of the Trustee or upon any exchange or registration of transfer of any Second Lien Obligation Outstanding at such effective date, suitable notation shall be made on such Second Lien Obligation or upon any Second Lien Obligation issued upon any such exchange or registration of transfer by the Trustee as to any such action. If the City or the Trustee shall so determine, new Second Lien Obligations so modified as in the opinion of the Trustee and the City to conform to such action shall be prepared, authenticated and delivered, and upon demand of the holder of any Second Lien Obligation then Outstanding shall be exchanged, without cost to such owner, for Second Lien Obligations of the same Series and maturity then Outstanding, upon surrender of Second Lien Obligations.

ARTICLE IX

Default and Remedies

Section 901. Event of Default. Each of the following events of default is hereby declared an "*Event of Default*":

(a) Payment of the principal or Redemption Price, if any, of any Second Lien Obligation shall not be made when and as the same shall become due, whether at maturity or upon call for redemption or otherwise;

(b) Payment of any installment of interest on any Second Lien Obligation shall not be made when the same shall become due;

(c) The City shall fail or refuse to comply with the provisions of this Indenture, or shall default in the performance or observance of any the covenants, agreements or conditions on its part contained herein or the Second Lien Obligations, which materially affects the rights of the owners of the Second Lien Obligations and such failure, refusal or default shall continue for a period of 45 days after written notice thereof by the Trustee or the owners of not less than 25% in principal amount of the Outstanding Second Lien Obligations; provided, however, that in the case of any such default which can be cured by due diligence but which cannot be cured within the 45 day period, the time to cure shall be extended for such period as may be necessary to remedy the default with all due diligence; or

(d) An event of default shall occur and be continuing under the provisions of any Supplemental Indenture.

Section 902. Remedies.

(a) Upon the happening and continuance of any Event of Default specified in paragraph (a) or (b) of Section 901, the Trustee shall proceed, or upon the happening and continuance of any Event of Default specified in paragraph (c) or (d) of Section 901, the Trustee may proceed, and upon the written request of the owners of not less than 25% in principal amount of the Outstanding Second Lien Obligations, shall proceed, in its own name, subject to the provisions of this Section, to protect and enforce its rights and the rights of the owners of the Second Lien Obligations by such of the following remedies or any additional remedies specified in one or more Supplemental Indentures with respect to a particular Series as the Trustee, being advised by counsel, shall deem most effectual to protect and enforce such rights:

(i) By mandamus or other suit, action or proceeding at law or in equity, to enforce all rights of the owners of the Second Lien Obligations including the right to require the City to receive and collect Revenues adequate to carry out the covenants and agreements as to such Revenues and the pledge contained in Section 204 and to require the City to carry out any other covenant or

agreement with the owners of the Second Lien Obligations and to perform its duties under this Indenture;

- (ii) By bringing suit upon the Second Lien Obligations;
- (iii) By action or suit in equity, require the City to account as if its were the trustee of any express trust for the owners of the Second Lien Obligations; or
- (iv) By action or suit in equity, enjoin any acts or things which may be unlawful or in violation of the rights of the owners of the Second Lien Obligations.

(b) In the enforcement of any rights and remedies under this the Indenture, Trustee shall be entitled to sue for, enforce payment on and receive any and all amounts then or during any default becoming, and at any time remaining, due from the City but only out of moneys pledged as security for the Second Lien Obligations for principal, Redemption Price, interest or otherwise, under any provision of this Indenture or any Supplemental Indenture or of the Second Lien Obligations, and unpaid, with interest on overdue payments at the rate or rates of interest specified in such Second Lien Obligations, together with any and all costs and expenses of collection and of all proceedings hereunder and under such Second Lien Obligations without prejudice to any other right or remedy of the Trustee or of the owners of the Second Lien Obligations, and to recover and enforce a judgment or decree against the City for any portion of such amounts remaining unpaid, with interest, costs and expenses, and to collect from any moneys available under this Indenture for such purpose, in any manner provided by law, the moneys adjudged or decreed to be payable.

Section 903. Priority of Payments After Default.

(a) In the event that upon the happening and continuance of any Event of Default, the moneys held by any Fiduciary shall be insufficient for the payment of principal or Redemption Price, if any, and interest then due on the Second Lien Obligations, such moneys (other than moneys held for the payment or redemption of particular Second Lien Obligations which have theretofore become due at maturity or by call for redemption) and any other moneys received or collected by the Trustee acting pursuant to this Article, after making provision for the payment of any expenses necessary in the opinion of the Trustee to protect the interests of the owners of the Second Lien Obligations and for the payment of the charges and expenses and liabilities incurred and advances made by any Fiduciary in the performance of its duties under this Indenture, shall, except as otherwise provided with respect to moneys held for the exclusive benefit of Second Lien Obligations of a particular Series or particular Section 208 Obligations under the provisions of a Supplemental Indenture, be applied as follows:

First: To the payment or the persons entitled thereto of all installments of interest then due in the order of the maturity of such installments, and, if the amount available shall not be sufficient to pay in full any installment, then to the

payment thereof ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference; and

Second: To the payment to the persons entitled thereto of the unpaid principal or Redemption Price of any Second Lien Obligations which shall have become due, whether at maturity or by call for redemption, in the order of their due dates with interest on such Second Lien Obligations from the respective dates upon which such principal or Redemption Price became due at the rate borne by the Second Lien Obligations and, if the amounts available shall not be sufficient to pay in full all the Second Lien Obligations due on any date, then to the payment thereof ratably, according to the amounts of principal or Redemption Price, if any, due on such date, to the persons entitled thereto, without any discrimination or preference.

(b) Whenever moneys are to be applied by the Trustee pursuant to the provisions of this Section, such moneys shall be applied by the Trustee at such times, and from time to time, as the Trustee in its sole discretion shall determine, having due regard to the amount of such moneys available for application and the likelihood of additional moneys becoming available for such application in the future. The deposit of such moneys with the Paying Agents, or otherwise setting aside such moneys in trust for the proper purpose, shall constitute proper application by the Trustee and the Trustee shall incur no liability whatsoever to the City, to the owner of any Second Lien Obligation or to any other person for any delay in applying any such moneys, so long as the Trustee acts with reasonable diligence, having due regard for the circumstances, and ultimately applies the same in accordance with such provisions of this Indenture as may be applicable at the time of application by the Trustee. Whenever the Trustee shall exercise such discretion in applying such moneys, it shall fix the date (which shall be a Payment Date unless the Trustee shall deem another date more suitable) upon which such application is to be made and upon such date interest on the amounts of principal to be paid on such date shall cease to accrue. The Trustee shall give such notice as it may deem appropriate of the fixing of any such date. The Trustee shall not be required to make payment to the owner of any unpaid Second Lien Obligation unless such Second Lien Obligation shall be presented to the Trustee for appropriate endorsement or for cancellation if fully paid.

Section 904. Termination of Proceedings. In case any proceedings taken by the Trustee on account of any Event of Default shall have been discontinued or abandoned for any reason, then in every such case the City, the Trustee and the owners of the Second Lien Obligations shall be restored to their former positions and rights hereunder, respectively, and all rights, remedies, powers and duties of the Trustee shall continue as though no such proceeding had been taken.

Section 905. Direction of Proceedings by Owners of Section Lien Obligations. Anything in this Indenture to the contrary notwithstanding, the owners of the majority in principal amount of the Second Lien Obligations then Outstanding shall have the right, by an instrument or concurrent instruments in writing executed and delivered to the Trustee, to direct the method of conducting all remedial proceedings to be taken by the Trustee hereunder, except

that such direction shall not be otherwise than in accordance with law or the provisions of this Indenture, and that the Trustee shall have the right to decline to follow any such direction which in the opinion of the Trustee would be unjustly prejudicial to owners of the Second Lien Obligations not parties to such direction.

Section 906. Limitation on Rights of Owners of Second Lien Obligations.

(a) No owner of any Second Lien Obligation shall have any right to institute any suit, action, mandamus or other proceeding in equity or at law under this Indenture, or for the protection or enforcement of any right or remedy under this Indenture or any right under law unless such owner shall have given to the Trustee written notice of the Event of Default or breach of duty on account of which such suit, action or proceeding is to be taken, and unless the owners of not less than 25%, in principal amount of the Second Lien Obligations then Outstanding shall have made written request of the Trustee after the right to exercise such powers or right of action, as the case may be, shall have occurred, and shall have afforded the Trustee a reasonable opportunity either to proceed to exercise the powers herein granted or granted under law or to institute such action, suit or proceeding in its name and unless, also, there shall have been offered to the Trustee reasonable security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby, and the Trustee shall have refused or neglected to comply with such request within a reasonable time; and such notification, request and offer of indemnity are hereby declared in every such case, at the option of the Trustee, to be conditions precedent to the execution of the powers under this Indenture or for any other remedy under this Indenture or under law. It is understood and intended that no one or more owners of the Second Lien Obligations hereby secured shall have any right in any manner whatever by his or their action to affect, disturb or prejudice the security of this Indenture, or to enforce any right under this Indenture or under law with respect to the Second Lien Obligations or this Indenture, except in the manner herein provided, and that all proceedings at law or in equity shall be instituted, had and maintained in the manner herein provided and for the benefit of all owners of the Outstanding Second Lien Obligations. Nothing in this Article contained shall affect or impair the right of the owner of any Second Lien Obligation to enforce the payment of the principal or Redemption Price, if any, of and interest on his Second Lien Obligation or the obligation of the City to pay the principal or Redemption Price, if any, of and interest on each Second Lien Obligation issued under this Indenture to the owner thereof at the time and place in said Second Lien Obligation, if any, expressed.

(b) Notwithstanding anything to the contrary contained in this Section, or any other provision of this Indenture, each owner of any Second Lien Obligation by his acceptance thereof shall be deemed to have agreed that any court in its discretion may require, in any suit for the enforcement of any right or remedy under this Indenture, or in any suit against the Trustee for any action taken or omitted by it as Trustee, the filing by any party litigant in such suit of an undertaking to pay the reasonable costs of such suit, and that such court may in its discretion assess reasonable costs, including reasonable attorneys' fees, against any party litigant in any such suit, having due regard to the merits and good faith of the claims or defenses made by such party litigant; but the provisions of this paragraph shall not apply to any suit instituted by the Trustee, to any suit instituted

by any owner of any Second Lien Obligation, or group of such owners, holding at least 25% in principal amount of the Second Lien Obligations Outstanding, or to any suit instituted by the owner of any suit instituted by the owner of any Second Lien Obligation for the enforcement of the payment of the principal or Redemption Price of or interest on any Second Lien Obligation on or after the respective due date thereof expressed in such Second Lien Obligation.

Section 907. Possession of Second Lien Obligations by Trustee Not Required. All rights of action under this Indenture or under any of the Second Lien Obligations enforceable by the Trustee may be enforced by it without the possession of any of the Second Lien Obligations or the production thereof on the trial or other proceeding relative thereto, and any such suit, action or proceeding instituted by the Trustee shall be brought In its name for the benefit of all the owners of such Second Lien Obligations, subject to the provisions of this Indenture.

Section 908. Remedies Not Exclusive. No remedy herein conferred upon or reserved to the Trustee or to the owners of the Second Lien Obligations by this Indenture is intended to be exclusive of any other remedy or remedies, and each and every such remedy shall be cumulative and shall be in addition to any other remedy given hereunder or now or hereafter existing at law or in equity or by statute.

Section 909. No Waiver of Default. No delay or omission by the Trustee or by the owner of any Second Lien Obligation to exercise any right or power accruing upon any default shall impair any such right or power or shall be construed to be a waiver of any such default or any acquiescence therein and every power and remedy given by this Indenture to the Trustee and the owners of the Second Lien Obligations, respectively, may be exercised from time to time and as often as may be deemed expedient.

Section 910. Notice to Owners of Second Lien Obligations. The Trustee shall give to the owners of the Second Lien Obligations notice of each Event of Default under this Indenture known to the Trustee within 90 days after knowledge of the occurrence thereof, unless such Event of Default shall have been remedied or cured or necessary moneys provided before the giving of such notice; but, except in the case of default in the payment of the principal or Redemption Price, if any, of or interest on any of the Second Lien Obligations, the Trustee shall be protected in withholding such notice if and so long as the board of directors, the executive committee, or a trust committee of directors or responsible officers of the Trustee in good faith determines that the withholding of such notice is in the interests of the owners of the Second Lien Obligations. Each such notice shall be given by the Trustee by mailing written notice thereof: (a) to all registered owners of the Second Lien Obligations as the names and addresses of such owners appear upon the books for registration and transfer of Second Lien Obligations as kept by the Trustee or, in the case of Section 208 Obligations, as set forth in the instrument creating the same, and (b) to such other persons as is required by law.

ARTICLE X

Concerning the Fiduciaries

Section 1001. Trustee. The Trustee hereunder shall be a bank, trust company or national banking association having the powers of a trust company doing business and having its principal office in the City of Chicago, in the State of Illinois, having a combined capital, surplus and undivided profits in excess of \$150,000,000 if there be such a bank, trust company or national banking association willing and able to accept the office on reasonable and customary terms and authorized by law to perform all the duties imposed upon it by this Indenture.

Section 1002. Appointment and Acceptance of Duties of Paying Agents.

(a) The City shall appoint, or may by Supplemental Indenture authorize the Trustee to appoint, one or more Paying Agents for the Second Lien Obligations of any Series in the Supplemental Indenture creating such Series or shall appoint such Paying Agent or Paying Agents by ordinance or resolution of the City Council adopted prior to the issuance of such Second Lien Obligations, and may at any time or from time to time appoint or authorize the Trustee to appoint one or more other Paying Agents in the manner and subject to the conditions set forth in Section 1014 for the appointment of a successor Paying Agent. The Trustee may be appointed and may act as a Paying Agent.

(b) Each Paying Agent shall signify its acceptance of the duties and obligations imposed upon it by this Indenture or any Supplemental Indenture by written instrument of acceptance executed and delivered to the City and the Trustee.

(c) The principal or corporate trust offices of the Paying Agents are hereby designated as the respective agencies of the City or the Trustee, as the case may be, for the payment of the interest on and principal or Redemption Price of the Second Lien Obligations.

Section 1003. Funds Held in Trust and Security Therefor. All moneys held by any Fiduciary, as such, at any time pursuant to the terms of this Indenture or any Supplemental Indenture shall be and hereby are assigned, transferred and set over unto such Fiduciary in trust for the purposes and upon the terms and conditions of this Indenture or such Supplemental Indenture. Subject to the provisions of Section 306 as to investment of moneys held hereunder and thereunder, all moneys (not including securities) held by any Fiduciary, as such, may be deposited by such Fiduciary in its banking department, or with such other banks, trust companies, or national banking associations, each having its principal place of business in the City, as may be designated by the City and approved by the Trustee. No such funds shall be deposited with any bank, trust company or national banking association, other than the Trustee, in an amount exceeding 25% of the amount which an officer of such bank, trust company or national banking association shall certify to the Trustee and the City as the combined capital, surplus and undivided profits of such bank, trust company or national banking association. No such funds shall be deposited or remain on deposit with any bank, trust company or national banking association in excess of the amount insured by the Federal Deposit Insurance Corporation, unless (a) such bank, trust company or national banking association shall have

deposited in trust with the trust department of the Trustee or with a Federal Reserve Bank or branch or, with the written approval of the Trustee and the City, pledged to some other bank, trust company or national banking association, for the benefit of the City and the appropriate Fund, Account, sub-fund or sub-account, as collateral security for the moneys deposited, Qualified Collateral having a current market value (exclusive of accrued interest) at least equal to 110% of the amount of such moneys, or (b) in lieu of such collateral security as to all or any part of such moneys, there shall have been deposited in trust with the trust department of the Trustee, for the benefit of the City and the appropriate Fund, Account, sub-fund or sub-account, and remain in full force and effect as security for such moneys or part thereof, the indemnifying bond or bonds of a surety company or companies qualified as surety for deposits of funds of the United States of America and qualified to transact business in the State of Illinois in a sum at least equal to the amount of such moneys or part thereof. The Trustee and every Paying Agent shall allow and credit interest on any such moneys held by it at such rate as it customarily allows upon similar moneys of similar size and under similar conditions or as required by law. Except as otherwise provided in Section 306(b), interest in respect of moneys or on securities in any Fund, Account, sub-fund or sub-account shall be credited in each case to the Fund, Account, sub-fund or sub-account in which such moneys or securities are held.

Section 1004. Responsibility of Fiduciaries. The recitals of act herein and in any Second Lien Obligations contained shall be taken as the statements of the City and no Fiduciary assumes any responsibility for the correctness of the same. No Fiduciary makes any representations as to the validity or sufficiency of this Indenture or any Supplemental Indenture or of any Second Lien Obligations issued hereunder or thereunder or in respect of the security afforded by this Indenture or any Supplemental Indenture, and no Fiduciary shall incur any responsibility in respect thereof. The Trustee or any Paying Agent shall, however, be responsible for its representation contained in its certificate on the Second Lien Obligations. No Fiduciary shall be under any responsibility or duty with respect to the application of any moneys paid to the City or to any other Fiduciary. No Fiduciary shall be under any obligation or duty to perform any act which would involve it in expense or liability or to institute or defend any suit in respect hereof, or to advance any of its own moneys, unless properly indemnified. No Fiduciary shall be liable in connection with the performance of its duties hereunder except for its own negligence or default.

Section 1005. Evidence on which Fiduciaries May Act. Each Fiduciary shall be protected in acting upon any notice, resolution, request, consent, order, certificate, report, opinion, bond or other paper or document believed by it to be genuine, and to have been signed or presented by the proper party or parties. Each Fiduciary may consult with counsel, who may or may not be of counsel to the City, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it hereunder in good faith and in accordance therewith. Whenever any Fiduciary shall deem it necessary or desirable that a matter be proved or established prior to taking or suffering any action hereunder, including payment of moneys out of any Fund or Account, such matter (unless other evidence in respect thereof be herein specifically prescribed) may be deemed to be conclusively proved and established by a Certificate, and such Certificate shall be full warrant for any action taken or suffered in good faith under the provisions of this Indenture or any Supplemental Indenture upon the faith thereof, but in its discretion the Fiduciary may in lieu thereof accept other evidence of such fact or matter or may require such further or additional evidence as to it may seem

reasonable. Except as otherwise expressly provided herein or therein, any request, order, notice or other direction required or permitted to be furnished pursuant to any provision hereof or thereof by the City to any Fiduciary shall be sufficiently executed if executed in the name of the City by an Authorized Officer.

Section 1006. Compensation and Expenses. The City shall pay to each Fiduciary from time to time reasonable compensation for all services rendered under this Indenture or any Supplemental Indenture, and also all reasonable expenses, charges, counsel fees and other disbursements, including those of their attorneys, agents and employees incurred in and about the performance of their powers and duties under this Indenture or any Supplemental Indenture, and, except as provided in any Supplemental Indenture, the Fiduciaries shall have a lien therefor on any and all moneys at any time held by it under this Indenture or any Supplemental Indenture. The City further agrees to indemnify and save each Fiduciary harmless against any liabilities which it may incur in the exercise and performance of its powers and duties hereunder, which are not due to its negligence or default.

Section 1007. Permitted Acts and Functions. Any Fiduciary may become the owner of any Second Lien Obligations, with the same rights it would have if it were not such Fiduciary. To the extent permitted by law, any Fiduciary may act as depositary for, and permit any of its officers or directors to act as a member of, or in any other capacity with respect to, any committee formed to protect the rights of the owners of Second Lien Obligations or to effect or aid in any reorganization growing out of the enforcement of the Second Lien Obligations or this Indenture or any Supplemental Indenture, whether or not any such committee shall represent the owners of a majority in principal amount of the Second Lien Obligations then Outstanding.

Section 1008. Resignation of Trustee. The Trustee may at any time resign and be discharged of the duties and obligations created by this Indenture by giving not less than 60 days' written notice to the City and mailing notice thereof, specifying the date when such resignation shall take effect, to the owners of the Second Lien Obligations. Such resignation shall take effect only upon the appointment of a successor Trustee as provided in Section 1010.

Section 1009. Removal of Trustee. The Trustee shall be removed by the City if at any time so requested by an instrument or concurrent instruments in writing, filed with the Trustee and the City, and signed by the owners of a majority in principal amount of the then Outstanding Second Lien Obligations or their attorneys-in-fact duly authorized, excluding any Second Lien Obligations held by or for the account of the City or the Airline Parties. The City may remove the Trustee at any time, except during the existence of an Event of Default, for such cause as shall be determined in the sole discretion of the City by filing with the Trustee an instrument signed by an Authorized Officer.

Section 1010. Appointment of Successor Trustee.

(a) In case at any time the Trustee shall resign or shall be removed or shall become incapable of acting, or shall be adjudged a bankrupt or insolvent, or if a receiver, liquidator or conservator of the Trustee, or of its property, shall be appointed, or if any public officer shall take charge or control of the Trustee or of its property or affairs, the City covenants and agrees that it will thereupon appoint a successor Trustee. The City

shall, within 20 days after such appointment, mail notice of such appointment to the owners of the Second Lien Obligations.

(b) If in a proper case no appointment of a successor Trustee shall be made pursuant to the foregoing provisions of this Section within 45 days after the Trustee shall have given to the City written notice, as provided in Section 1008, or after a vacancy in the office of the Trustee shall have occurred by reason of its removal or inability to act, the Trustee or the owner of any Second Lien Obligation may apply to any court of competent jurisdiction to appoint a successor Trustee. Said court may thereupon, after such notice, if any, as such court may deem proper and prescribe, appoint a successor Trustee.

(c) Any Trustee appointed under the provisions of this Section in succession to the Trustee shall be a bank, trust company or national banking association meeting the requirements of Section 1001.

Section 1011. Transfer of Rights and Property to Successor Trustee. Any successor Trustee appointed under this Indenture shall execute, acknowledge and deliver to its predecessor Trustee, and also to the City, a written instrument of acceptance respecting such appointment, and thereupon such successor Trustee, without any further act, deed or conveyance, shall become fully vested with all moneys, estates, properties, rights, powers, duties and obligations of such predecessor Trustee, with like effect as if originally named as Trustee; but the Trustee ceasing to act shall nevertheless, on the request of the City, or of the successor Trustee, execute, acknowledge and deliver such instruments of conveyance and further assurance and do such other things as may reasonably be required for more fully and certainly vesting and confirming in such successor Trustee all the right, title and interest of the predecessor Trustee in and to any property held by it under this Indenture, and shall pay over, assign and deliver to the successor Trustee any money or other property subject to the trusts and conditions herein set forth. Should any deed, conveyance or instrument in writing from the City be required by such successor Trustee for more fully and certainly vesting in and confirming to such successor Trustee any such estates, rights, powers and duties, any and all such deeds, conveyances and instruments in writing shall, on request, and so far as may be authorized by law, be executed, acknowledged and delivered by the City. Any such successor Trustee shall promptly notify the Paying Agents of its appointment as Trustee.

Section 1012. Merger or Consolidation. Any company into which any Fiduciary may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party or any company to which any Fiduciary may sell or transfer all or substantially all of its corporate trust business, provided such company shall be a bank, trust company or national banking association which is qualified to be a successor to such Fiduciary under Section 1010 or Section 1014 and shall be authorized by law to perform all the duties imposed upon it by this Indenture and any Supplemental Indenture, shall be the successor to such Fiduciary without the execution or filing of any paper or the performance of any further act, anything herein to the contrary notwithstanding.

Section 1013. Adoption of Authentication. In case any of the Second Lien Obligations contemplated to be issued under this Indenture shall have been authenticated but not delivered,

any successor Fiduciary authorized to authenticate Second Lien Obligations may adopt the certificate of authentication of any predecessor Fiduciary so authenticating such Second Lien Obligations and deliver such Second Lien Obligations so authenticated, and in case any of the said Second Lien Obligations shall not have been authenticated, any successor Fiduciary may authenticate such Second Lien Obligations in the name of the predecessor Fiduciary, or in the name of the successor Fiduciary, and in all such cases such certificate shall have the full force which it is anywhere in said Second Lien Obligations or in this Indenture provided that the certificate of the Fiduciary shall have.

Section 1014. Resignation or Removal of Paying Agents and Appointment of Successors.

(a) Any Paying Agent may at any time resign and be discharged of the duties and obligations created by this Indenture and any Supplemental Indenture by giving at least 60 days' written notice to the City and the Trustee. Any Paying Agent may be removed at any time by an instrument filed with such Paying Agent, the Trustee and the City and signed by an Authorized Officer if the Paying Agent was appointed by the City and by the Trustee if the Paying Agent was appointed by the Trustee. Any successor Paying Agent shall be appointed by the City or the Trustee and shall be a bank, trust company or national banking association having the powers of a trust company, having a combined capital, surplus and undivided profits in excess of \$50,000,000, and willing and able to accept the office of Paying Agent on reasonable and customary terms and authorized by law to perform all the duties imposed upon it by this Indenture and any Supplemental Indenture.

(b) In the event of the resignation or removal of any Paying Agent, such Paying Agent shall pay over, assign and deliver any moneys held by it as Paying Agent to its successor, or if there be no successor then appointed, to the Trustee. In the event that for any reason there shall be no Paying Agent at any time, the Trustee shall act as such Paying Agent.

Section 1015. Evidence of Signatures of Owners and Ownership of Second Lien Obligations. Any request, consent or other instrument which this Indenture may require or permit to be signed and executed by the owners of Second Lien Obligations may be in one or more instruments of similar tenor, and shall be signed or executed by such owners in person or by their attorneys appointed in writing. Proof of (i) the execution of any such instrument, or of an instrument appointing any such attorney, or (ii) the ownership by any person of the Second Lien Obligations, shall be sufficient for any purpose of this Indenture (except as otherwise herein expressly provided) if made in the following manner, but the Fiduciary may nevertheless in its discretion require further or other proof in cases where it deems the same desirable:

(1) The fact and date of the execution by any owner or his attorney of such instrument may be proved by the certificate, which need not be acknowledged or verified, of an officer of a bank or trust company satisfactory to the Fiduciary or of any notary public or other officer authorized to take acknowledgments of deeds to be recorded in the jurisdiction in which he purports to act, that the person signing such request or other instrument acknowledged to him the execution thereof, or by an affidavit of a witness of

such execution, duly sworn to or before such notary public or other officer. The authority of the person or persons executing any such instrument on behalf of a corporate owner may be established without further proof if such instrument is signed by a person purporting to be the president or vice president of such corporation with a corporate seal affixed and attested by a person purporting to be its secretary or an assistant secretary; and

(2) The ownership of Second Lien Obligations and the amount, numbers and other identification, and date of ownership of the same shall be proved by the registry books or by a certificate executed by the owner of any Section 208 Obligations.

Any request, consent or vote of the owner of any Second Lien Obligation shall bind all future owners of such Second Lien Obligation in respect of anything done or suffered to be done by the City or any Fiduciary in accordance therewith.

Section 1016. Preservation and Inspection of Documents. All documents received by any Fiduciary under the provisions of this Indenture shall be retained in its possession and shall be subject at all reasonable times to the inspection of the City, any other Fiduciary and any owner of Second Lien Obligations and their agents and their representatives, any of whom may make copies thereof.

ARTICLE XI

Miscellaneous

Section 1101. Defeasance.

(a) If the City shall pay or cause to be paid to the owners of all Second Lien Obligations, the principal and interest and Redemption Price, if any, to become due thereon, at the times and in the manner stipulated therein, in this Indenture, the Supplemental Indentures creating such Second Lien Obligations and the instruments creating Section 208 Obligations, then the pledge contained in Section 204 and all other rights granted hereby shall be discharged and satisfied. in such event, the Trustee shall, upon the request of the City, execute and deliver to the City all such instruments as may be desirable to evidence such discharge and satisfaction and the Fiduciaries' shall pay over or deliver to the City all Accounts, Funds and other moneys or securities held by them pursuant to this Indenture and such Supplemental Indentures which are not required for the payment or redemption of Second Lien Obligations not theretofore surrendered for such payment or redemption.

(b) Second Lien Obligations or interest installments for the payment or redemption of which funds shall have been set aside and held in trust by Fiduciaries (through deposit by the City of moneys for such payment or redemption or otherwise) shall, at the maturity or upon the date upon which such Second Lien Obligations have been duly called for redemption thereof, be deemed to have been paid within the meaning and with the effect expressed in subsection (a) of this Section. Second Lien Obligations

shall, prior to the maturity or redemption date thereof, be deemed to have been paid within the meaning and with the effect expressed in subsection (a) of this Section if (i) in case any of said Second Lien Obligations are to be redeemed on any date prior to their maturity, the City shall have taken all action necessary to call such Second Lien Obligations for redemption and notice of such redemption shall have been duly given or provision satisfactory to the Trustee shall have been made for the giving of such notice, (ii) there shall have been deposited with the Trustee for such purpose either moneys in an amount which shall be sufficient, or Federal Obligations the principal of and the interest on which when due (without reinvestment thereof) will provide moneys which, together with the moneys, if any, deposited with the Trustee at the same time, shall be sufficient, to pay when due the principal or Redemption Price, if any, and interest due and to become due on said Second Lien Obligations on and prior to the redemption date or maturity date thereof, as the case may be, and (iii) in the event said Second Lien Obligations are not by their terms subject to redemption within the next succeeding 45 days, the City shall have given the Trustee, in form satisfactory to it, irrevocable instructions to mail, as soon as practicable, a notice to the owners of such Second Lien Obligations that the deposit required by clause (i) above has been made with the Trustee and that said Second Lien Obligations are deemed to have been paid in accordance with this Section and stating such maturity or redemption date upon which moneys are to be available for the payment of the principal or Redemption Price, if any, of, and accrued interest on, said Second Lien Obligations. Neither such Federal Obligations or moneys deposited with the Trustee pursuant to this Section nor principal or interest payments on any such Federal Obligations shall be withdrawn or used for any purpose other than, and shall be held in trust for, the payment of the principal or Redemption Price, if any, of and interest on said Second Lien Obligations; but any cash received from such principal or interest payments on such Federal Obligations deposited with the Trustee, if not then needed for such purpose, shall, to the extent practicable, be reinvested in such Federal Obligations maturing at times and in amounts sufficient to pay when due the principal or Redemption Price if any, and interest due and to become due on said Second Lien Obligations on and prior to such redemption date or maturity date thereof, as the case may be, and interest earned from such reinvestments shall be paid over to the City, as received by the Trustee, free and clear of any trust, assignment, lien or pledge.

Section 1102. Funds Held for Particular Second Lien Obligations.

(a) The amounts held by any Fiduciary for the payment of the interest, principal or Redemption Price or accrued interest due on any date with respect to particular Second Lien Obligations shall, on and after such date and pending such payment, be set aside on its books and held in trust by it for the owners of the Second Lien Obligations entitled thereto and for the purposes of this Indenture, such interest, principal or Redemption Price, after the due date thereof, shall no longer be considered to be unpaid.

(b) If, through the deposit of moneys by the City or otherwise, the Fiduciaries shall hold, pursuant to this Indenture, moneys sufficient to pay the principal and interest to maturity on all Outstanding Second Lien Obligations, or in the case of Second Lien Obligations in respect of which the City shall have taken all action necessary to redeem

prior to maturity, sufficient to pay the Redemption Price and interest to such redemption date, then at the request of the City all moneys held by any Paying Agent shall be paid over to the Trustee and, together with other moneys held by it hereunder, shall be held by the Trustee for the payment or redemption of Outstanding Second Lien Obligations.

(c) Unless otherwise specified in any Supplemental Indenture securing Second Lien Obligations, anything in this Indenture to the contrary notwithstanding, any moneys held by a Fiduciary in trust for the payment and discharge of any of the Second Lien Obligations which remain unclaimed for six years after the date when all of the Second Lien Obligations have become due and payable, either at their stated maturity dates or by call for earlier redemption, if such moneys were held by the Fiduciary at such date, or for six years after the date of deposit of such moneys if deposited with the Fiduciary after the said date when all of the Second Lien Obligations became due and payable, shall, at the written request of the City, be repaid by the Fiduciary to the City, as its absolute property and free from trust, and the Fiduciary shall thereupon be released and discharged.

Section 1103. No Recourse Under Indenture or on Second Lien Obligations. All covenants, stipulations, promises, agreements and obligations of the City contained in this Indenture or any Supplemental Indenture shall be deemed to be the covenants, stipulations, promises, agreements and obligations of the City and not of any officer or employee of the City in his individual capacity, and no recourse shall be had for the payment of the principal or Redemption Price of or interest on the Second Lien Obligations or for any claim based thereon or on this Indenture or any Supplemental Indenture against any officer or employee of the City or any natural person executing the Second Lien Obligations.

Section 1104. Notices. Except as otherwise provided herein, all notices, certificates or other communications hereunder shall be sufficiently given and shall be deemed given to the parties required hereunder to receive such notice, certificate or communication when mailed by registered mail, postage prepaid, addressed as follows:

If to the City: City of Chicago
 Office of Chief Financial Officer
 Sixth Floor
 33 North LaSalle Street
 Chicago, Illinois 60602

 Attention: Chief Financial Officer

With a copy to: City of Chicago
 Chicago Department of Aviation
 10510 West Zemke Road
 Chicago, Illinois 60666

 Attention: Commissioner of the Chicago Department of Aviation

If to the Trustee: The Bank of New York Mellon Trust Company, N.A.
Two North LaSalle Street, Suite 1020
Chicago, Illinois 60602

Attention: Corporate Trust Services

In case by reason of the suspension of mail service, it shall be impracticable to give notice by mail of any event to the owners of any Second Lien Obligations, to the City, to the Trustee, to any Paying Agent or to any other person to whom such notice is required to be mailed by the provisions of any Supplemental Indenture, then any manner of giving such notice as shall be satisfactory to the Trustee shall be deemed to be sufficient giving of notice.

Section 1105. Counterparts. This Indenture may be simultaneously executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

Section 1106. Applicable Law. This Indenture shall be governed exclusively by and construed in accordance with the laws of the State of Illinois applicable to contracts made and to be performed in the State of Illinois.

IN WITNESS WHEREOF, the City has caused these presents to be signed in its name and behalf by its Chief Financial Officer and its official seal to be hereunto affixed and attested by its City Clerk; and to evidence its acceptance of the trusts hereby created the Trustee has caused these presents to be signed in its name and behalf by one of its Authorized Signatories, its corporate seal to be hereunto affixed, and the same to be attested by one of its Authorized Signatories, all as of the _____ day of _____, 2012.

CITY OF CHICAGO

By: _____
Chief Financial Officer

(SEAL)

Attest:

City Clerk

**THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A.,
as Trustee**

By: _____
Authorized Signatory

(SEAL)

Attest:

Authorized Signatory

MASTER INDENTURE OF TRUST

between

CITY OF CHICAGO

and

U.S. BANK NATIONAL ASSOCIATION
as Trustee

securing

Chicago O'Hare International Airport
General Airport Revenue Senior Lien Obligations

Dated as of _____, 2012

Amending and Restating the Master Indenture of Trust Securing Chicago-O'Hare International Airport Third Lien Obligations dated as of March 1, 2002.

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MASTER INDENTURE OF TRUST

THIS MASTER INDENTURE OF TRUST, dated as of _____ 1, 2012, between CITY OF CHICAGO (the “City”), a municipal corporation and home rule unit of local government duly organized and existing under the laws of the State of Illinois, and U.S. BANK NATIONAL ASSOCIATION, as Trustee (the “Trustee”), a national banking association duly organized, existing and authorized to accept and execute trusts of the character set out below under the laws of the United States;

W I T N E S S E T H:

WHEREAS, the City is a home rule unit of local government, duly organized and existing under the laws of the State of Illinois, and in accordance with the provisions of Section 6(a) of Article VII of the 1970 Constitution of the State of Illinois is authorized to own and operate commercial and general aviation facilities; and

WHEREAS, the City currently owns and operates an airport known as Chicago O’Hare International Airport (the “Airport” as defined more specifically below); and

WHEREAS, the City has determined to improve and expand the Airport and has previously issued its First Lien Bonds (as defined below) and its Second Lien Obligations (as defined below) pursuant to the General Airport Revenue Bond Ordinance (as defined below) and the Second Lien Indenture (as defined below) to pay the cost of improvements to, and expansions of, the Airport, including the funding of necessary reserves; and

WHEREAS, pursuant to Section 705 of the General Airport Revenue Bond Ordinance, the City issued, from time to time, its Third Lien Obligations (as defined below) pursuant to the 2002 Third Lien Indenture (as defined below) and its Junior Lien Obligations (as defined below) to pay the cost of improvements to, and expansions of, the Airport, including the funding of necessary reserves; and

WHEREAS, as of _____, 2012, all of the First Lien Bonds have been paid and the pledges and liens created by the General Airport Revenue Bond Ordinance have been discharged and satisfied in accordance with Section 1401 of the General Airport Revenue Bond Ordinance; and

WHEREAS, as of _____, 2012 (the “*Liens Defeasance Date*”), all of the Second Lien Obligations have been paid and the pledges and liens created by the Second Lien Indenture have been discharged and satisfied in accordance with Section 1101 of the Second Lien Indenture; and

WHEREAS, as a result of the discharge and satisfaction of the General Airport Revenue Bond Ordinance and the Second Lien Indenture, the City and the Trustee have determined to enter into this Indenture amending and restating the 2002 Third Lien Indenture in order to grant to the Trustee a first lien on and pledge of the Airport Revenues, to better secure (a) the Senior Lien Obligations (as defined below) to be issued under this Indenture and (b) the 2002 Third Lien Obligations (as defined below) issued and outstanding under the 2002 Third Lien Indenture and as of the Liens Defeasance Date, redesignated as Senior Lien Obligations under this

Indenture, and to provide for the continued trust administration of various funds and accounts of the Airport, all in accordance with Section 411 and clause (f) of Section 701 of the 2002 Third Lien Indenture; and

WHEREAS, the City desires to authorize the issuance from time to time pursuant to the provisions of this Indenture of Senior Lien Obligations, each series of such Senior Lien Obligations to be created by a Supplemental Indenture (as defined below); and

WHEREAS, the execution and delivery of this Indenture has been, and before each series of Senior Lien Obligations is issued, the execution and delivery of the related Supplemental Indenture and the issuance of that series will be, duly and validly authorized by an ordinance duly adopted by the City Council of the City.

NOW, THEREFORE, THIS MASTER INDENTURE OF TRUST PROVIDES:

That the City, in consideration of the premises, the acceptance by the Trustee of the trusts created by this Indenture, the purchase and acceptance of the Senior Lien Obligations by their purchasers, one dollar duly paid to the City by the Trustee at or before the execution and delivery of these instruments and of other good and valuable considerations, the receipt of which is acknowledged, and in order to secure the payment of the principal of, premium, if any, and interest on all Senior Lien Obligations Outstanding from time to time, according to their tenor and effect, and to secure the observance and performance by the City of all the covenants expressed or implied in this Indenture and in the Senior Lien Obligations, pledges and assigns to the Trustee and its successors and assigns forever:

GRANTING CLAUSE FIRST

All right, title and interest of the City in and to the Revenues (as defined below);

GRANTING CLAUSE SECOND

Any and all other property of any nature from time to time by delivery or by writing of any kind later pledged or assigned as and for additional security under this Indenture, by the City or by anyone on its behalf or with its written consent, to the Trustee, which is authorized to receive any and all such property at any time and at all times and to hold and apply it subject to the terms of this Indenture;

TO HAVE AND TO HOLD all and singular the Trust Estate, whether now owned or later acquired, to the Trustee and its respective successors in those trusts and assigns forever;

IN TRUST NEVERTHELESS, upon the terms and trusts in this Indenture set forth for the equal and proportionate benefit, security and protection of all present and future owners of the Senior Lien Obligations from time to time secured by this Indenture without privilege, priority or distinction as to the lien or otherwise of any of the Senior Lien Obligations over any of the other Senior Lien Obligations, except as otherwise provided herein;

BUT, if the City, or any of its successors or assigns, pays or causes to be paid the principal of all of the Senior Lien Obligations and the interest and premium, if any, due or to

become due on them, at the times and in the manner mentioned in the Senior Lien Obligations according to their intent and meaning, or provides, as permitted by Section 1101, for their payment, and keeps, performs and observes all the covenants and conditions that the City pursuant to the terms of this Indenture is to keep, perform and observe, and pays or causes to be paid to the Trustee all sums of money due or to become due in accordance with the terms and provisions of this Indenture to the extent provided in this Indenture, then this Indenture and the rights granted in it will cease, determine and be void; otherwise this Indenture is and remains in full force and effect.

THIS INDENTURE OF TRUST FURTHER PROVIDES, and it is expressly declared, that all Senior Lien Obligations issued under this Indenture or incurred pursuant to Section 208 and Section 209 of this Indenture and secured by it, are to be issued and secured, and the Revenues and other moneys pledged and assigned by it are to be dealt with and disposed of, under, upon and subject to the terms, conditions, stipulations, covenants, agreements, trusts, uses and purposes as expressed below, and the City agrees and covenants with the Trustee and with the respective owners from time to time of the Senior Lien Obligations as follows:

ARTICLE I

Definitions and Interpretation

Section 101. Definitions. The following terms, for all purposes of this Indenture, and of any indenture that amends or supplements it, and of any certificate, opinion or other document mentioned in this Indenture, have the meanings specified in this Section unless the context clearly indicates otherwise:

“Accounts” means the special accounts created and established pursuant to Article III.

“Aggregate Debt Service” means, as of any particular date of computation and with respect to a particular Bond Year or other specified 12-month period, an amount of money equal to the aggregate amount required by the provisions of all Supplemental Indentures creating Series of Senior Lien Obligations, all instruments creating Senior Lien Section 208 Obligations and all Qualified Senior Lien Swap Agreements, to be deposited from Revenues in all Dedicated Sub-Funds (including the Common Debt Service Reserve Sub-Fund), accounts and subaccounts created under the Supplemental Indentures in the Bond Year or other specified 12-month period.

“Airline” means, after the end of the term of the Airport Use Agreement, any person actively engaged in the Air Transportation Business at the Airport.

“Airline Party” means, at any time, any person actively engaged in the Air Transportation Business at the Airport who then has an Airport Use Agreement in effect with the City, either directly or through a valid assignment.

“Airport” means Chicago O’Hare International Airport, together with any additions thereto, or improvements or enlargements of it, later made, but any land, rights-of-way, or improvements which are now or later owned by or are part of the transportation system operated

by the Chicago Transit Authority, or any successor thereto, wherever located within the boundaries of the Airport, are not deemed to be part of the Airport.

“Airport Development Fund” means the Airport Development Fund created pursuant to Article VII of the Airport Use Agreements.

“Airport Development Fund Deposit Requirement” for any Fiscal Year means any amount required to be deposited in the Airport Development Fund from any source in such Fiscal Year under the Airport Use Agreements.

“Airport Fees and Charges” means Airport Fees and Charges as said term is defined in the Airport Use Agreements.

“Airport Fund” means the Airport Fund created pursuant to Article VII of the Airport Use Agreements.

“Airport General Fund” means the Airport General Fund created by Section 301.

“Airport Obligations” means any bonds, notes or other evidences of indebtedness of the City, which bonds, notes or other evidences of indebtedness are payable from Revenues.

“Airport Project” means any capital improvement at or related to the Airport or the acquisition of land or any interest in land beyond the then-current boundaries of the Airport, or any cost or expense paid or incurred in connection with or related to the Airport whether or not of a capital nature and whether or not related to facilities at the Airport, including but not limited to, amounts needed to satisfy any judgment and the cost of any noise mitigation programs.

“Airport Project Account” means any Account established for the payment of the costs of an Airport Project including any Account established for the disposition of proceeds of insurance under Section 408.

“Airport Transportation Business” means the carriage by aircraft of persons or property as a common carrier for compensation or hire, or the carriage of mail, by aircraft, in commerce, as defined in the Federal Aviation Act of 1958, as amended.

“Airport Use Agreements” means (a) the Amended and Restated Airport Use Agreement and Terminal Facilities Lease dated as of January 1, 1985, being agreements entered into between the City and various companies engaged in the Air Transportation Business at the Airport; (b) each other airport use agreement and terminal facilities lease, with respect to the Airport, substantially the same (except with respect to the Exclusive Use Premises and Airline’s Aircraft Parking Area described therein) and having the same expiration date as the agreements referred to in (a) above, and (c) in the case of all air-cargo carrier, its airport use agreement, with respect to the Airport, substantially the same (except with respect to the Exclusive Use Premises and Airline’s Aircraft Parking Area described therein) and having the same expiration date as the agreement referred to in (a) above, together with a cargo facilities lease of no shorter duration than such airport use agreement; in each case as amended or supplemented from time to time in accordance with their terms.

“Annual Debt Service” means, as of any particular date of computation and with respect to a particular Bond Year or other specified 12-month period, and Senior Lien Obligations of a particular Series or consisting of a particular Senior Lien Section 208 Obligation or Qualified Senior Lien Swap Agreement, an amount of money equal to the sum of:

(a) all interest payable during that Bond Year or other specified 12-month period on all Senior Lien Obligations of the Series or Senior Lien Section 208 Obligation Outstanding on the date of computation;

(b) all Principal Installments payable during that Bond Year or other specified 12-month period with respect to all Senior Lien Obligations of the Series or Senior Lien Section 208 Obligation Outstanding on the date of computation; and

(c) amounts due and payable during that Bond Year or other specified 12-month period on all Qualified Senior Lien Swap Agreements.

Amounts determined pursuant to clause (a) and (b) above must be calculated on the assumption that Senior Lien Obligations will, after the date of computation, cease to be Outstanding by reason, but only by reason, of the payment when due and application in accordance with this Indenture and the Supplemental Indenture creating that Series or the instrument creating that Senior Lien Section 208 Obligation of Principal Installments payable at or after the date of computation.

“Authorized Officer” means (a) the Mayor, the Chief Financial Officer, the City Treasurer, the Commissioner, the City Comptroller or any other official of the City so designated by a Certificate signed by the Mayor and filed with the Trustee for so long as that designation is in effect and (b) the City Clerk with respect to the certification of any ordinance or resolution of the City Council or any other document filed in his or her office.

“Balloon Maturities” means, with respect to any Series of Senior Lien Obligations 50% or more of the principal of which matures on the same date or within a Fiscal Year, that portion of such Series which matures on such date or within such Fiscal Year. For purposes of this definition, the principal amount maturing on any date shall be reduced by the amount of such Senior Lien Obligations scheduled to be amortized by prepayment or redemption prior to their stated maturity date. Commercial paper, bond anticipation notes or variable rate demand obligations shall not be Balloon Maturities.

“Bond Counsel” means a firm of attorneys having expertise in the field of law relating to municipal, state and public agency financing, selected by the City and satisfactory to the Trustee.

“Bond Year” means a 12-month period commencing on January 2 of each calendar year and ending on January 1 of the next succeeding calendar year.

“Capitalized Interest” means any amount included in the proceeds of any series of Airport Obligations for the payment of interest on any Airport Obligations.

“Certificate” means a written instrument, certificate, statement, request or requisition of any person. In the case of the City, each Certificate shall be executed by an Authorized Officer.

Any Certificate and supporting opinions or representations, if any, may, but need not, be combined in a single instrument with any other instrument, opinion or representation, and the two or more so combined must be read and construed so as to form a single instrument. Any Certificate may be based, insofar as it relates to legal, accounting or engineering matters, upon the opinion or representation of counsel, accountants or engineers, respectively, unless the officer signing that Certificate knows, or in the exercise of reasonable care should have known, that the opinion or representation with respect to the matters upon which that Certificate may be based, as aforesaid, is erroneous. The same person, or the same counsel or accountant, as the case may be, need not certify to all of the matters required to be certified under any provision of this Indenture or any Supplemental Indenture, but different persons, counsel or accountants may certify to different facts, respectively. Every Certificate or opinion of counsel, accountants, engineers or other persons provided for in this Indenture must include:

(a) a statement that the person making that Certificate or opinion or representation has read the pertinent provision of this Indenture or the Supplemental Indenture to which that statement, Certificate, opinion or representation relates;

(b) a brief statement as to nature and scope of the examination or investigation upon which the statements, opinions or representations are based;

(c) a statement that, in the opinion of that person, that person has made such examination or investigation as is necessary to enable that person to express an informed opinion with respect to the subject matter referred to in the instrument to which that person's signature is affixed; and

(d) with respect to any statement relating to compliance with any provision of this Indenture, a statement whether or not, in the opinion of that person, that provision has been complied with.

"Chief Financial Officer" means the Chief Financial Officer appointed by the Mayor, or the City Comptroller of the City at any time a vacancy exists in the office of the Chief Financial Officer.

"City" means the City of Chicago, a municipal corporation and home rule unit of local government organized and existing under the laws of the State of Illinois.

"City Council" means the City Council of the City, or any succeeding governing or legislative body of the City.

"Code" means the Internal Revenue Code of 1986, as from time to time supplemented and amended. References to the Code and to sections of the Code shall include relevant final, temporary or proposed Regulations as in effect from time to time and, with reference to any Series of Senior Lien Obligations, as applicable to obligations issued on the date of issuance of that Series.

"Commissioner" means the Commissioner of Aviation of the City or any designee of the Commissioner, or any successor or successors to the duties of any such official.

“Common Debt Service Reserve Sub-Fund” means the Common Debt Service Reserve Sub-Fund created by Section 301.

“Common Reserve Bonds” means Senior Lien Obligations entitled to the benefits of the Common Debt Service Reserve Sub-Fund.

“Completion Bonds” means any Senior Lien Obligations issued in accordance with Section 206(g) for the purpose of defraying additional costs of one or more Airport Projects financed by Airport Obligations.

“Costs of Issuance” means any item of expense payable or reimbursable, directly or indirectly, by the City and related to the authorization, offering, sale, issuance and delivery of Senior Lien Obligations, including, but not limited to, travel and other expenses of any officer or employee of the City in connection with the authorization, offering, sale, issuance and delivery of the Senior Lien Obligations, printing costs, costs of preparation and reproduction of documents, filing and recording fees, initial fees and charges of any Fiduciary, legal fees and disbursements, fees and disbursements of any Independent Airport Consultant and any Independent Accountant, fees and disbursements of other consultants and professionals, costs of credit ratings, fees and charges for preparation, execution, transportation and safekeeping of Senior Lien Obligations, application fees and premiums on municipal bond insurance and credit facility charges and costs and expenses relating to the refunding of Senior Lien Obligations, Junior Lien Obligations or other obligations issued to finance or refinance one or more Airport Projects.

“Counsel’s Opinion” means a written opinion of Corporation Counsel for the City or other counsel selected by the City. Any Counsel’s Opinion may be based, insofar as it relates to factual matters (information with respect to which is in the possession of the City) upon a Certificate or opinion of, or representation by, an officer of the City, unless the counsel knows, or in the exercise of reasonable care should have known, that the Certificate, opinion or representation with respect to the matters upon which the counsel’s opinion may be based, as aforesaid, is erroneous.

“CP Indenture” means any trust indenture entered into between the City and a bank or trust company that authorizes and secures CP Notes.

“CP Notes” means Commercial Paper Notes of any series issued to finance or refinance Airport Projects.

“Debt Service Fund” means the Debt Service Fund created by Section 301.

“Dedicated Sub-Fund” means a sub-fund within the Debt Service Fund including each sub-fund created by a Supplemental Indenture and the Common Debt Service Reserve Sub-Fund created by Section 301.

“Deposit Requirements” means, with respect to any semi-annual deposit to the Debt Service Fund pursuant to Clause First of Section 303(b) and any disbursement from the Debt Service Fund pursuant to Section 304(c), the aggregate of the *“Sub-Fund Deposits”* under

Section 305(a) and the “*Other Required Deposits*” under Section 305(b) that are required to be made at that time.

“*Event of Default*” means an Event of Default under Section 901.

“*Federal Obligation*” means any direct obligation of, or any obligation the full and timely payment of principal of and interest on which is guaranteed by, the United States of America.

“*Fiduciary*” means the Trustee or any Paying Agent or any or all of them, as may be appropriate.

“*First Lien Bonds*” means any of the Bonds of the City authenticated and delivered under the pursuant to Article II of the General Airport Revenue Bond Ordinance.

“*Fiscal Year*” means January 1 through December 31 of any year, or such other fiscal year as the City may adopt for the Airport.

“*Funds*” means the special funds created and established pursuant to Article III.

“*General Airport Revenue Bond Ordinance*” means the ordinance adopted by the City Council of the City on March 31, 1983 entitled “AN ORDINANCE AUTHORIZING THE ISSUANCE BY THE CITY OF CHICAGO OF ITS CHICAGO O’HARE INTERNATIONAL AIRPORT GENERAL AIRPORT REVENUE BONDS, AND PROVIDING FOR THE PAYMENT OF AND SECURITY FOR THE BONDS,” as previously and later supplemented and amended from time to time by supplemental ordinances adopted and effective in accordance with its provisions.

“*Government Grants-in-Aid*” means those moneys granted to the City by the United States of America or any of its agencies, or the State of Illinois, or any of its political subdivisions or agencies, to pay for all or a portion of the cost of one or more Airport Projects and does not include any payments made for services rendered at the Airport.

“*Indenture*” means this Master Indenture of Trust as originally executed and delivered by the City and the Trustee and constituting an amendment and restatement of the 2002 Third Lien Indenture and as it may from time to time be amended or supplemented by Supplemental Indentures executed and delivered by the City and the Trustee in accordance with Article VII.

“*Independent Accountant*” means a certified public accountant selected by the City and licensed to practice in the State of Illinois, and who (a) in the case of an individual, is not an officer or employee of the City, (b) is satisfactory to the Trustee and (c) may be the accountant that regularly audits the books of the City or the Airport.

“*Independent Airport Consultant*” means a consultant selected by the City, with expertise in the administration, financing, planning, maintenance and operations of airports and their facilities, and who, in the case of an individual, is not an officer or employee of the City.

“*Interest Payment Date*” means any Payment Date on which interest on any Senior Lien Obligation is payable.

“Junior Lien Obligations” means any bonds, notes or evidences of indebtedness secured by Revenues, other than Senior Lien Obligations, issued by the City as permitted by Section 405.

“Junior Lien Obligation Debt Service Fund” means the Junior Lien Obligation Debt Service Fund created by Section 301.

[*“Land Support Area”* means (a) during the term of the Airline Use Agreements, the facilities, uses, leases, land and air rights, if any, identified as such in the Airport Use Agreements and (b) after the end of the term of the Airport Use Agreements, the facilities, uses, leases, land and air rights, if any, identified as the “Land Support Area” as of the last day of the term of the Airport Use Agreements, as the same thereafter may be revised from time to time by the City as set forth in a Certificate filed with the Trustee, provided, however, that if such revision will likely result in a reduction of Revenues, then such revision shall not take effect until either (i) there is filed with the Trustee an Independent Airport Consultant’s Certificate, based on reasonable assumptions, that the anticipated reduction of Revenues resulting from such revision will not constitute a material reduction of Revenues, or (ii) the City satisfies the requirements of this Indenture regarding Released Revenues.]

“Liens Defeasance Date” _____, 2012, the later of (a) the date the pledges and liens created by the General Airport Revenue Bond Ordinance were discharged and satisfied in accordance with Section 1401 of the General Airport Revenue Bond Ordinance and (b) the date the pledges and liens created by the Second Lien Indenture were discharged and satisfied in accordance with Section 1101 of the Second Lien Indenture.

“Maintenance Reserve Fund” means the Maintenance Reserve Fund created pursuant to the Airport Use Agreements.

“Operation and Maintenance Expense Projection” means, for any Fiscal Year, the then current estimate of Operation and Maintenance Expenses prepared semi-annually by the City and filed with the Trustee and consisting of an initial projection made prior to the first day of the Fiscal Year and a mid-year projection made in June of the Fiscal Year which, (i) prior to the end of the term of the Airport Use Agreements, shall conform to the requirements of Section 7.02 of the Airport Use Agreements, as adjusted by the mid-year projection prepared in accordance with Section 7.06 of the Airport Use Agreements and (ii) after the end of the term of the Airport Use Agreements, shall include a mid-year projection that may adjust the projection of the City.

“Operation and Maintenance Expenses” means, for any Fiscal Year, the costs incurred by the City in operating and maintaining the Airport (excluding the Land Support Area) during that Fiscal Year, either directly or indirectly, including, without limitation (but exclusive of those expenses as may be capitalized in connection with an Airport Project):

- (i) costs and expenses incurred by the City for employees of the City employed at the Airport, or doing work involving the Airport, including, but not limited to, direct salaries and wages (including overtime pay), together with payments or costs incurred for associated payroll expenses, such as union contributions, cash payments to pension funds, retirement funds or unemployment compensation funds, life, health, accident and unemployment insurance premiums, deposits for self-insurance, vacations and holiday pay, and other fringe benefits;

(ii) costs of materials, supplies, machinery and equipment and other similar expenses;

(iii) costs of maintenance, landscaping, decorating, repairs, renewals and alterations not reimbursed by insurance;

(iv) costs of water, electricity, natural gas, telephone service and all other utilities and services whether furnished by the City or purchased by the City and furnished by independent contractors at or for the Airport;

(v) costs of rentals of real property;

(vi) costs of rentals of equipment or other personal property;

(vii) costs of premiums for insurance, including property damage, public liability, burglary, bonds of employees, workers' compensation, disability, automobile, and all other insurance covering the Airport or its operations;

(viii) the amount of any judgment or settlement arising as a result of the City's ownership, operation and maintenance of the Airport payable by the City during that Fiscal Year, including, without limitation, the amount of any judgment or settlement arising as a result of claims, actions, proceedings or suits alleging a taking of property or interests in property without just compensation, trespass, nuisance, property damage, personal injury or similar claims, actions, proceedings or suits based upon the environmental impacts, including, without limitation, those resulting from the use of the Airport for the landing and taking off of aircraft;

(ix) costs incurred in collecting and attempting to collect any sums due the City in connection with the operation of the Airport;

(x) costs of advertising at or for the Airport;

(xi) compensation paid or credited to persons or firms appointed or engaged, from time to time, to render advice and perform architectural, engineering, construction management, financial, legal, accounting, testing, consulting or other professional services in connection with the Airport;

(xii) any other cost incurred or allocated to the Airport necessary to comply with any valid rule, regulation, policy or order of any Federal, state or local government, agency or court; and

(xiii) all other direct and indirect expenses, whether similar or dissimilar, which arise out of the City's ownership, operation or maintenance of the Airport, including any taxes payable by the City which may be lawfully imposed upon the Airport.

“Operation and Maintenance Fund” means the Operation and Maintenance Fund created pursuant to the Airport Use Agreements.

“Operation and Maintenance Reserve Fund” means the Operation and Maintenance Reserve Fund created pursuant to the Airport Use Agreements.

“Operation and Maintenance Reserve Fund Deposit Requirement” for any Fiscal Year means the amount, if any, required to increase the balance in the Operation and Maintenance Reserve Fund (including amounts receivable from the Operation and Maintenance Fund) to an amount equal to one-fourth of such Fiscal Year’s Operation and Maintenance Expense Projection and as adjusted at mid-year pursuant to Section 7.06 of the Airport Use Agreements.

“Other Available Moneys” means for any Fiscal Year the amount of money determined by the Chief Financial Officer to be transferred by the City for that Fiscal Year from sources other than Revenues to the Revenue Fund.

“Outstanding,” when used with reference to the Senior Lien Obligations, means, as of any date, all Senior Lien Obligations before or on that date being issued under this Indenture or incurred pursuant to Section 208 except:

(a) Senior Lien Obligations canceled by the Trustee or the Owner of a Senior Lien Section 208 Obligation, as the case may be, at or before that date or delivered before that date to the Trustee or to the City, as the case may be, for cancellation;

(b) Senior Lien Obligations (or portions of Senior Lien Obligations) for the payment or redemption of which there are held in trust and set aside for such payment or redemption (whether at, before or after the maturity or redemption date) moneys or Federal Obligations the principal of and interest on which when due or payable will provide moneys, together with the moneys, if any, deposited with the Trustee at the same time, in an amount sufficient to pay their principal or Redemption Price, as the case may be, with interest to the date of maturity or redemption date, and, if those Senior Lien Obligations are to be redeemed, for which notice of the redemption has been given as provided in the related Supplemental Indenture or provisions satisfactory to the Trustee have been made for giving the notice;

(c) Senior Lien Obligations for the transfer or exchange of, in lieu of or in substitution for which other Senior Lien Obligations have been authenticated and delivered pursuant to this Indenture; and

(d) Senior Lien Obligations deemed to have been paid as provided in Section 1101.

“Owner” means the registered owner of any bond constituting a part of a Series of Senior Lien Obligations.

“Paying Agent” means any bank or trust company designated as a paying agent for a Series and its successor or successors later appointed in the manner provided in this Indenture.

“Payment Date” means any date on which a Principal Installment or interest on any Series of Senior Lien Obligations is payable in accordance with its terms and the terms of this Indenture and the Supplemental Indenture creating the Series or, in the case of Senior Lien Section 208 Obligations or amounts payable under any Qualified Senior Lien Swap Agreement, in accordance with the terms of the instrument creating the Senior Lien Section 208 Obligations or the Qualified Senior Lien Swap Agreement.

“Principal Installment” means, as of any particular date of computation and with respect to Senior Lien Obligations of a particular Series or consisting of a particular Senior Lien Section 208 Obligation, an amount of money equal to the aggregate of:

(i) the principal amount of Outstanding Senior Lien Obligations of that Series or Senior Lien Section 208 Obligations which mature on a single future date, reduced by the aggregate principal amount of the Outstanding Senior Lien Obligations of that Series which would at or before that future date be retired by reason of the payment when due and the application in accordance with this Indenture and the Supplemental Indenture creating the Series or the instrument creating those Senior Lien Section 208 Obligations of Sinking Fund Payments payable at or before that future date for the retirement of the Outstanding Senior Lien Obligations of that Series, plus

(ii) the amount of any Sinking Fund Payments payable on that future date for the retirement of the Outstanding Senior Lien Obligations of that Series, and that future date is for all purposes of this Indenture, deemed to be the date when the Principal Installment is payable and the date of the Principal Installment.

“Qualified Collateral” means:

(a) Federal Obligations;

(b) direct and general obligations of any State of the United States of America or any political subdivision of the State of Illinois which are rated in one of the two highest rating categories by any two Rating Agencies without regard to any refinement or gradation of rating category by numerical modifier or otherwise; and

(c) public housing bonds issued by public housing authorities and fully secured as to the payment of both principal and interest by a pledge of annual contributions under an annual contributions contract or contracts with the United States of America, or project notes issued by public housing authorities, or project notes issued by local public agencies, in each case fully secured as to the payment of both principal and interest by a requisition or payment agreement with the United States of America.

“Qualified Credit Provider” means the issuer of a Qualified Credit Instrument.

“Qualified Credit Instrument” means a letter of credit, surety bond or non-cancellable insurance policy issued by a domestic or foreign bank, insurance company or other financial institution whose debt obligations on the date of issuance thereof are rated in the highest rating

category by S&P and Moody's and, if rated by A.M. Best & Company, is rated in the highest rating category by A.M. Best & Company. Any such letter of credit, surety bond or insurance policy shall be issued in the name of the Trustee and shall contain no restrictions on the ability of the Trustee to receive payment thereunder other than a certification of the Trustee that the funds drawn thereunder are to be used for purposes for which moneys in the Common Debt Service Reserve Sub-Fund may be used under Section 306.

"Qualified Investments" means:

- (a) Federal Obligations;
- (b) pre-refunded municipal obligations meeting the following conditions:
 - (i) the municipal obligations are not subject to redemption prior to maturity, or the trustee therefor has been given irrevocable instructions concerning their calling and redemption and the issuer thereof has covenanted not to redeem such obligations other than as set forth in such instructions;
 - (ii) the municipal obligations are secured by cash and/or Federal Obligations, which Federal Obligations may be applied only to interest, principal and premium payments of such municipal obligations;
 - (iii) the principal of and interest on the Federal Obligations (plus any cash in the escrow fund) are sufficient to meet the liabilities of the municipal obligations;
 - (iv) the Federal Obligations serving as security for the municipal obligations are held by an escrow agent or trustee;
 - (v) the Federal Obligations are not available to satisfy any other claims, including those against the trustee or escrow agent; and
 - (vi) the municipal obligations are rated in the highest rating category by any two Rating Agencies without regard to any refinement or gradation of rating category by numerical modifier or otherwise;
- (c) deposits in interest-bearing deposits or certificates of deposit or similar arrangements issued by any bank or national banking association, including the Trustee, which deposits, to the extent not insured by the Federal Deposit Insurance Corporation, shall be secured by Qualified Collateral having a current market value (exclusive of accrued interest) at least equal to the amount of such deposits, marked to market monthly, and which Qualified Collateral shall have been deposited in trust by such bank or national banking association with the trust department of the Trustee or with a Federal Reserve Bank or branch or, with the written approval of the City and the Trustee, with another bank, trust company or national banking association for the benefit of the City and the appropriate Fund or Account as collateral security for such deposits;

(d) direct and general obligations of any state of the United States of America or any political subdivision of the State of Illinois which are rated in one of the two highest rating categories by any two Rating Agencies without regard to any refinement or gradation of rating category by numerical modifier or otherwise;

(e) obligations issued by any of the following agencies: Banks for Cooperatives, Federal Intermediate Credit Banks, Federal Home Loan Banks System, Federal Land Banks, Export Import Bank, Tennessee Valley Authority, Government National Mortgage Association, Farmers Home Administration, United States Postal Service, Fannie Mae, Student Loan Marketing Association, Federal Farm Credit Bureau, Federal Home Loan Mortgage Corporation, Federal Housing Administration, any agency or instrumentality of the United States of America and any corporation controlled and supervised by, and acting as an agency or instrumentality of, the United States of America;

(f) any repurchase agreements collateralized by securities described in clauses (a) or (e) above with any registered broker/dealer subject to the Securities Investors' Protection Corporation jurisdiction or any commercial bank, if such broker/dealer or bank or parent holding company providing a guaranty has an uninsured, unsecured and unguaranteed rating in one of the three highest rating categories by any two Rating Agencies without regard to any refinement or gradation of rating category by numerical modifier or otherwise, provided;

(i) a specific written agreement governs the transaction;

(ii) the securities are held by a depository acting solely as agent for the Trustee, and such third party is (x) a Federal Reserve Bank, or (y) a bank which is a member of the Federal Deposit Insurance Corporation and with combined capital, surplus and undivided profits of not less than \$25,000,000, and the Trustee shall have received written confirmation from such third party that it holds such securities;

(iii) a perfected first security interest under the Uniform Commercial Code, or book entry procedures prescribed at 1 C.F.R 306.1 *et seq.* or 31 C.F.R 350.0 *et seq.* in such securities is created for the benefit of the Trustee;

(iv) the repurchase agreement has a term of one year or less, or the collateral securities will be valued no less frequently than monthly and will be liquidated if any deficiency in the required collateral percentage is not restored within two business days of such valuation;

(v) the repurchase agreement matures at least 10 days (or other appropriate liquidation period) prior to a Payment Date; and

(vi) the fair market value of the securities in relation to the amount of the repurchase obligations, including principal and interest, is equal to at least 100 percent;

(g) shares of an investment company, organized under the Investment Company Act of 1940, as amended, which invests its assets exclusively in obligations of the type described in clauses (a) to (e);

(h) investment agreements which represent the unconditional obligation of one or more banks, insurance companies or other financial institutions, or are guaranteed by a financial institution, in either case that has an unsecured rating, or which agreement is itself rated, as of the date of execution thereof, in one of the two ~~[three]~~ highest rating categories by any two Rating Agencies without regard to any refinement or gradation of rating category by numerical modifier or otherwise;

(i) long-term or medium-term corporate debt instruments issued or guaranteed by any corporation that is rated in the highest rating category by any two Rating Agencies without regard to any refinement or gradation of rating category by numerical modifier or otherwise;

(j) prime commercial paper of a United States corporation, finance company or banking institution rated in the highest short-term rating category by any two Rating Agencies maintaining a rating on such paper; and

(k) any other type of investment in which the City directs the Trustee in writing to invest, provided that there is delivered to the Trustee a Certificate of an Authorized Officer stating that each Rating Agency has been informed of the proposal to invest in such investment and each Rating Agency has confirmed that such investment will not adversely affect the rating then assigned by such Rating Agency to any Senior Lien Obligations.

“Qualified Senior Lien Swap Agreement” means an agreement between the City and a Swap Provider under which the City agrees to pay the Swap Provider an amount calculated at an agreed-upon rate or index based upon a notional amount and the Swap Provider agrees to pay the City for a specified period of time an amount calculated at an agreed-upon rate or index based upon the notional amount, where (a) each Rating Agency (if the Rating Agency also rates the unsecured obligations of the Swap Provider or its guarantor) has assigned to the unsecured obligations of the Swap Provider or of the party who guarantees the obligation of the Swap Provider to make its payments to the City, as of the date the swap agreement is entered into, a rating that is equal to or higher than the rating then assigned to the Senior Lien Obligations by the Rating Agency (without regard to municipal bond insurance or any other credit facility), and (b) the City has notified each Rating Agency (whether or not a Rating Agency also rates the unsecured obligations of the Swap Provider or its guarantor) in writing, at least 15 days before executing and delivering the swap agreement, of its intention to enter into the swap agreement and has received from each Rating Agency a written indication that the entering into of the swap agreement by the City will not in and of itself cause a reduction or withdrawal by the Rating Agency of its rating on the Senior Lien Obligations.

“Rating Agency” means any rating agency that has an outstanding credit rating assigned to any Senior Lien Obligations.

“Redemption Price” means, with respect to any Series of Senior Lien Obligations, their principal amount plus the applicable premium, if any, payable upon their redemption pursuant to the provisions of the Senior Lien Obligations or the Supplemental Indenture creating the Series of Senior Lien Obligations, or such other redemption price as may be specified in the Senior Lien Obligations or Supplemental Indenture.

“Refunding Bonds” means all Senior Lien Obligations, whether issued in one or more Series, authenticated and delivered on original issuance for the purpose of the refunding of Airport Obligations of any series, and all Senior Lien Obligations thereafter authenticated and delivered in lieu of or in substitution for the Senior Lien Obligations pursuant to this Indenture and the Supplemental Indenture creating the Series of Senior Lien Obligations.

“Regulations” means the Income Tax Regulations (26 CFR Part 1) promulgated under and pursuant to the Code.

“Released Revenues” means Revenues in respect of which the Trustee has received the following:

- (a) a request of an Authorized Officer describing those Revenues and requesting that those Revenues be excluded from the pledge and lien of this Indenture on Revenues;

- (b) an Independent Airport Consultant’s Certificate, based upon reasonable assumptions, to the effect that Revenues, after the Revenues covered by the Authorized Officer’s request are excluded for each of the five full Fiscal Years following the Fiscal Year in which such Certificate is delivered, will be sufficient to enable the City to satisfy the coverage covenant set forth in Section 404(a) in each of those five Fiscal Years;

- (c) a Counsel’s Opinion to the effect that (i) the conditions set forth herein to the release of those Revenues have been met and (ii) the exclusion of those Revenues from the pledge and lien of this Indenture will not, in and of itself, cause the interest on any outstanding Senior Lien Obligations to be included in gross income from purposes of federal income taxation; and

- (d) written confirmation from each of the Rating Agencies to the effect that the exclusion of those Revenues from the pledge and lien of this Indenture will not cause a withdrawal or reduction in any unenhanced rating then assigned to any Senior Lien Obligations.

Upon the Trustee’s receipt of those documents, the Revenues described in the Authorized Officer’s request shall be excluded from the pledge and lien of this Indenture, and the Trustee shall take all reasonable steps requested by the Authorized Officer to evidence or confirm the release of that pledge and lien on the Released Revenues.

“Reserve Requirement” means the maximum amount of Principal Installments and interest payable on the Common Reserve Bonds in the current or any succeeding Bond Year, provided, however, that if upon the issuance of a Series of Common Reserve Bonds such amount would require that moneys be paid into the Common Debt Service Reserve Sub-Fund from the

proceeds of such Common Reserve Bonds in an amount in excess of the maximum amount permitted under the Code, the Reserve Requirement shall be the sum of (a) the Reserve Requirement immediately preceding the issuance of such Common Reserve Bonds and (b) the maximum amount permitted under the Code to be deposited from the proceeds of such Common Reserve Bonds, as certified by the Chief Financial Officer.

“*Revenue Fund*” means the Revenue Fund created by Section 501 of the General Airport Revenue Bond Ordinance and continued under Section 301 of the Indenture.

“*Revenues*” means and includes all amounts received or receivable directly or indirectly by the City for the use and operation of, or with respect to, the Airport (excluding the Land Support Area), including, without limitation: all airline fees and charges (excluding payments described in subsection (i) below); all other rentals, charges and fees for the use of the Airport or for any service rendered by the City in the operation of the Airport; concession revenues; interest payments to the City; interest accruing on, and any profit realized from the investment of, moneys held or credited to all Airport funds and accounts of the City; provided, however, that Revenues does not include:

- (i) any amounts derived by the City from Special Facility Financing Arrangements entered into in connection with Special Facilities to the extent those moneys derived are required to pay principal of, premium, if any, and interest on Special Facility Revenue Bonds and all sinking and other reserve fund payments required by the ordinance or resolution authorizing the issuance of the Special Facility Revenue Bonds;
- (ii) the proceeds of any passenger facility charge, customer facility charge or similar tax or charge levied by or on behalf of the City, including, but not limited to, any cargo facility charge or security charge;
- (iii) the proceeds of any tax levied by or on behalf of the City;
- (iv) interest accruing on, and any profit resulting from the investment of, moneys in any fund or account of the Airport that is not available by agreement or otherwise for deposit into the Revenue Fund;
- (v) Government Grants-in-Aid;
- (vi) insurance proceeds which are not deemed to be revenues in accordance with generally accepted accounting principles;
- (vii) the proceeds of any condemnation awards;
- (viii) security deposits and the proceeds of the sale of any Airport property; and
- (ix) the proceeds of any borrowings by the City.

Unless otherwise provided in a Supplemental Indenture, there shall also be excluded from the term “*Revenues*” any Released Revenues in respect of which the City has filed with the Trustee the documents contemplated in the definition of the term “*Released Revenues*.”

“*Second Lien Indenture*” means the Master Indenture of Trust, dated as of September 1, 1984, between the City and the Second Lien Trustee, as amended and restated by the Master Indenture of Trust, dated as of _____, 2012, as amended or supplemented from time to time.

“*Second Lien Obligations*” means (a) any of the bonds, notes or evidences of indebtedness issued by the City under and pursuant to Article II of the Second Lien Indenture and (b) any Second Lien Section 208 Obligations.

“*Second Lien Trustee*” means The Bank of New York Mellon Trust Company, N.A., Chicago, Illinois, as successor trustee under the Second Lien Indenture, or its successor as the trustee later appointed in the manner provided in the Second Lien Indenture.

“*Senior Lien Obligations*” means (a) any of the bonds, notes or evidences of indebtedness issued by the City under and pursuant to Article II of this Indenture, (b) any Senior Lien Section 208 Obligations and (c) obligations of the City under a Qualified Senior Lien Swap Agreement except to the extent those obligations are subordinated hereunder or under that agreement, and in each case including 2002 Third Lien Obligations issued or incurred prior to the Liens Defeasance Date.

“*Senior Lien Section 208 Obligations*” mean any obligations incurred by the City to reimburse the issuer or issuers of one or more instruments securing one or more Series of Senior Lien Obligations as described in Section 208, including any fees or other amounts payable to the issuer of any such instrument, whether those obligations are set forth in one or more reimbursement agreements entered into between the City and the issuer of any such instrument, or in one or more notes or other evidences of indebtedness executed and delivered by the City pursuant thereto, or any combination of them.

“*Series*” means all of the Senior Lien Obligations authenticated and delivered on original issuance pursuant to a Supplemental Indenture and designated in it as a series, but, unless the context clearly indicates otherwise, does not include Senior Lien Section 208 Obligations or obligations of the City under a Qualified Senior Lien Swap Agreement.

“*Sinking Fund Payment*” means as of any particular date of determination and with respect to the outstanding Senior Lien Obligations of any Series or consisting of any Senior Lien Section 208 Obligations, the amount required by the Supplemental Indenture creating the Series or the instrument creating these Senior Lien Section 208 Obligation to be paid in any event by the City on a single future date for the retirement of the Senior Lien Obligations which mature after that future date, but does not include any amount payable by the City by reason only of the maturity of a Senior Lien Obligation.

“*Special Capital Projects Fund*” means the Special Capital Projects Fund created pursuant to the Airport Use Agreements.

“Special Facility” means a building, facility or improvement at the Airport, or portion thereof, that has been or is to be constructed, installed, equipped or acquired with the proceeds of the sale of Special Facility Revenue Bonds or sources other than Revenues.

“Special Facility Financing Arrangement” means any agreement creating or relating to Special Facility Revenue Bonds.

“Special Facility Revenue Bonds” means obligations of the City with respect to which the principal, premium, if any, and interest are payable solely from proceeds of the sale of those obligations and from sources other than Revenues, and for which the City has no taxing obligation.

“Supplemental Indenture” means an indenture supplemental to or amendatory of the 2002 Third Lien Indenture or this Indenture, executed and delivered by the City and the Trustee in accordance with Article VII.

“Swap Provider” means any counterparty with which the City enters into a Qualified Senior Lien Swap Agreement.

“Third Lien Revenue Fund” means the Third Lien Revenue Fund created by Section 301 of the 2002 Third Lien Indenture.

“Transition Date” means the first business day of the Trustee in the month of June, 2018 unless, prior to May 1, 2018, the City files with the Trustee a Certificate electing to select another date as the Transition Date in which case the Transition Date shall be the date selected by the City in a Certificate filed with the Trustee not less than 30 days prior to the date selected by the City.

“Trust Estate” means the property conveyed to the Trustee pursuant to the Granting Clauses of this Indenture.

“Trustee” means U.S. Bank National Association, as trustee under this Indenture, or its successor as the trustee later appointed in the manner provided in this Indenture.

“2010 Amendment” means the amendment to the Indenture contained in the Thirty-Seventh Supplemental Indenture providing for the deletion from the Indenture of Section 413.

“2002 Third Lien Indenture” means the Master Indenture of Trust Securing Chicago O’Hare International Airport Third Lien Obligations dated as of March 1, 2002, between the City and U.S. Bank National Association as successor trustee to LaSalle Bank National Association, as amended and supplemented to the Liens Defeasance Date.

“2002 Third Lien Obligations” means all “Third Lien Obligations”, as defined in the 2002 Third Lien Indenture, that are Outstanding on the Liens Defeasance Date.

Section 102. Interpretation. In this Indenture, unless the context otherwise requires:

(a) the term “*previously*” means before, and the term “*later*” means after, the date of this Indenture;

(b) words of the masculine gender mean and include correlative words of the feminine and neuter genders, and words importing the singular number mean and include the plural number, and vice versa;

(c) words importing persons include firms, associations, partnerships (including limited partnerships), trusts, corporations, limited liability companies and other legal entities, including public bodies, as well as natural persons;

(d) words importing the redemption or redeeming of a Senior Lien Obligation or the calling of a Senior Lien Obligation for redemption do not include or connote the payment of that Senior Lien Obligation at its stated maturity or the purchase of that Senior Lien Obligation;

(e) any percentage of Senior Lien Obligations, for purposes of this Indenture, must be computed on the basis of the unpaid principal amount of Senior Lien Obligations Outstanding at the time the computation is made or is required to be made under this Indenture;

(f) words importing the principal amount of Senior Lien Obligations shall mean, as of any date, the accrued or accreted value of any Senior Lien Obligations the interest on which is compounded periodically on certain dates and is payable only at maturity or upon redemption prior to maturity, all as provided in the Supplemental Indenture authorizing the issuance of the Senior Lien Obligations;

(g) any headings preceding the text of the several Articles and Sections of this Indenture, and any table of contents or marginal notes appended to copies of this Indenture, are solely for convenience of reference and do not constitute a part of this Indenture, nor do they affect its meaning, construction or effect; and

(h) Articles and Sections mentioned by number only are the respective Articles and Sections of this Indenture so numbered.

Section 103. Variable Interest Rates. For the purpose of determining Annual Debt Service, interest on variable rate indebtedness, including any variable rate bond, must be calculated at the highest of (a) the actual rate on the date of calculation, or if the indebtedness is not yet outstanding, the initial rate (if established and binding), (b) if the indebtedness has been outstanding for at least 12 months, the average rate over the 12 months immediately preceding the date of calculation, and (c)(i) if interest on the indebtedness is excludable from gross income under the applicable provisions of the Code, the most recently published Bond Buyer 25 Bond Revenue Index as published by the *Bond Buyer*, or if that index is no longer published, another similar index designated by an Authorized Officer or (ii) if interest is not so excludable, the interest rate on Federal Obligations with comparable maturities.

Section 104. Severability of Invalid Provisions. If any one or more of the covenants or agreements provided in this Indenture on the part of the City or any Fiduciary to be performed should be contrary to law, then that covenant or agreement or those covenants or agreements are deemed separable from the remaining covenants and agreements of this Indenture and in no way affect the validity of the other provisions of this Indenture or of the Senior Lien Obligations.

Section 105. Successors and Assigns. Whenever in this Indenture the City is named or referred to, the City includes its successors and assigns whether so expressed or not. All of the covenants, stipulations, obligations and agreements by or on behalf of, and other provisions for the benefit of, the City contained in this Indenture bind and inure to the benefit of the successors and assigns, and bind and inure to the benefit of any officer, board, commission, authority, agent or instrumentality to whom or to which there is transferred by or in accordance with law any right, power or duty of the City, or of its successors or assigns, the possession of which is necessary or appropriate in order to comply with any covenants, stipulations, obligations, agreements or other provisions of this Indenture.

Section 106. Parties Interested in This Indenture. Nothing in this Indenture expressed or implied is intended or is to be construed to confer upon, or to give to, any person or corporation, other than the City, the Fiduciaries and the owners of the Senior Lien Obligations, any right, remedy or claim under or by reason of this Indenture or any covenant, condition or stipulation of this Indenture. All the covenants, stipulations, promises and agreements in this Indenture contained by and on behalf of the City are for the sole and exclusive benefit of the City, the Fiduciaries and the owners of the Senior Lien Obligations.

ARTICLE II

Authorization, Obligations and Issuance of Senior Lien Obligations

Section 201. Authorization for Indenture. This Indenture is executed and delivered by the City by virtue of and pursuant to the home rule powers of the City. This Indenture amends and restates the 2002 Third Lien Indenture as of the Liens Defeasance Date. All actions taken under the 2002 Third Lien Indenture are confirmed and continued. The City has ascertained and determines and declares that the execution and delivery of this Indenture is necessary to meet the commercial and general aviation needs of the citizens of the City, that each and every act, matter, thing or course of conduct as to which provision is made in this Indenture is necessary or convenient in order to carry out and effectuate those purposes of the City and to carry out its powers and is in furtherance of the public benefit, safety and welfare of the City, and that each and every covenant or agreement contained in this Indenture is necessary, useful or convenient in order better to secure the Senior Lien Obligations and are contracts or agreements necessary, useful and convenient to carry out and effectuate the corporate purposes of the City.

Section 202. Indenture to Constitute Contract. In consideration of the purchase and acceptance of Senior Lien Obligations by those who shall hold them from time to time, the provisions of this Indenture and any Supplemental Indenture are a part of the contract of the City with the Owners of Senior Lien Obligations, and are deemed to be and constitute a contract among the City, the Trustee and the Owners from time to time of the Senior Lien Obligations.

Section 203. Authorization of Senior Lien Obligations. In order to provide sufficient funds for the financing or refinancing of Airport Projects, Senior Lien Obligations are hereby authorized to be issued from time to time in one or more Series as below in this Indenture provided, without limitation as to amount except as may be limited by law, for the purpose of:

(a) the payment, or the reimbursement for the payment, of the costs of one or more Airport Projects;

(b) the refunding of any Senior Lien Obligations (including 2002 Third Lien Obligations), First Lien Bonds, Second Lien Obligations or other obligations issued to finance or refinance one or more Airport Projects, including, but not limited to, the refunding of any Special Facility Revenue Bonds and any Junior Lien Obligations; or

(c) the funding of any Fund or Account as specified in this Indenture or the Supplemental Indenture under which any Senior Lien Obligations are issued; including, in each case, payment of Costs of Issuance.

Senior Lien Obligations consisting of Senior Lien Section 208 Obligations and Qualified Senior Lien Swap Agreements are also hereby authorized to be incurred from time to time as provided for in Section 208 and Section 209 for the purposes set forth.

Section 204. Source of Payment; Pledge of Senior Lien Revenues and Other Moneys. The Senior Lien Obligations are legal, valid and binding limited obligations of the City payable solely from Revenues and certain other moneys and securities held by the Trustee under the provisions of this Indenture and any Supplemental Indenture. The Senior Lien Obligations and the interest thereon do not constitute an indebtedness or a loan of credit of the City within the meaning of any constitutional or statutory limitation, and neither the faith and credit nor the taxing power of the City, the State of Illinois or any of its political subdivisions is pledged to the payment of the principal of or interest on the Senior Lien Obligations. The City makes a pledge of the Trust Estate, to the extent set forth in the Granting Clauses, and of all moneys and securities held or set aside or to be held or set aside by the Trustee under this Indenture or any Supplemental Indenture, to secure the payment of the principal and Redemption Price of, and interest on, the Senior Lien Obligations, subject only to the provisions of this Indenture or any Supplemental Indenture requiring or permitting the payment, setting apart or appropriation of such moneys and securities for or to the purposes and on the terms, conditions, priorities and order set forth in or provided under this Indenture or the Supplemental Indenture. This pledge of Revenues is valid and binding from the Liens Defeasance Date and continues the prior pledges under the 2002 Third Lien Indenture. The Revenues so pledged and then or thereafter received by the City and deposited in the Revenue Fund are immediately upon that deposit subject to the lien of the pledge without any further physical delivery or further act; and the lien of the pledge is valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the City, irrespective of whether the parties have notice of it.

Section 205. Issuance of Senior Lien Obligations; Supplemental Indentures. Each Series of Senior Lien Obligations must be created by a Supplemental Indenture which must prescribe expressly or by reference with respect to the Series:

- (a) the authorized principal amount and Series designation of the Senior Lien Obligations;
- (b) the purpose or purposes for which the Series is being issued;
- (c) the manner in which the proceeds of the Senior Lien Obligations of the Series are to be applied;
- (d) the date or dates, and the maturity date or dates, of the Senior Lien Obligations of the Series, or the manner of determining those dates;
- (e) the interest rate or rates to be borne by the Senior Lien Obligations of the Series or the manner of determining the rate or rates, and the Interest Payment Dates of the Series;
- (f) the manner of dating, numbering and lettering the Senior Lien Obligations of the Series;
- (g) the Paying Agent or Paying Agents and the place or places of payment of the principal and Redemption Price, if any, of, and interest on, the Senior Lien Obligations of the Series or the manner of appointing and designating them;
- (h) the Redemption Price or Prices, if any, of and the redemption terms for the Senior Lien Obligations of the Series, or the manner of determining the Price or Prices and terms;
- (i) the amount and due date of each Sinking Fund Payment, if any, for Senior Lien Obligations of like maturity of the Series, or the manner of determining the amounts and dates;
- (j) provisions as to registration of the Senior Lien Obligations of the Series;
- (k) the form and text of the Senior Lien Obligations of the Series and provision for the Trustee's or Paying Agent's authentication of them by certificate or otherwise; and
- (l) any other provisions deemed advisable by the City which does not conflict with the provisions of this Indenture.

Section 206. Conditions Precedent to Delivery of any Series. Senior Lien Obligations of any Series must be executed by the City and delivered to the Trustee or the Paying Agent and thereupon must be authenticated by the Trustee or the Paying Agent and delivered to the City or upon its order, but only following the receipt by the Trustee of:

(a) a copy of an ordinance adopted by the City Council, certified by the City Clerk, authorizing the execution and delivery of the Supplemental Indenture referred to in Section 205;

(b) a Counsel's Opinion to the effect that (i) this Indenture and the Supplemental Indenture have been duly and lawfully authorized by all necessary action on the part of the City, have been duly and lawfully executed by authorized officers of the City, are in full force and effect and are valid and binding upon the City and enforceable in accordance with their terms (except as limited by any applicable bankruptcy, liquidation, reorganization, insolvency or other similar laws or by general principles of equity if equitable remedies are sought); (ii) this Indenture and the Supplemental Indenture create the valid pledge of Revenues, moneys and securities which they purport to create; and (iii) upon their execution, authentication and delivery, the Senior Lien Obligations of the Series will have been duly and validly authorized and issued in accordance with the Constitution and laws of the State of Illinois, this Indenture and the Supplemental Indenture;

(c) a written order as to the delivery of the Series, executed by an Authorized Officer stating (i) the identity of the purchasers, aggregate purchase price and date and place of delivery of the Series, (ii) that no Event of Default has occurred and is continuing under this Indenture, and fixing and determining all terms and provisions of the Senior Lien Obligations not fixed or determined by this Indenture or the Supplemental Indenture referred to in Section 205;

(d) an executed counterpart of the Supplemental Indenture referred to in Section 205;

(e) a Certificate of the City setting forth the application of the proceeds of the Senior Lien Obligations;

(f) except in the case of the initial Series issued under the 2002 Third Lien Indenture, Refunding Bonds issued in accordance with Section 207 and Completion Bonds issued in accordance with subsection (g) below:

(i) a Certificate of an Independent Accountant or a Certificate of the City, in either case stating that Revenues and Other Available Moneys in the most recent completed Fiscal Year for which audited financial statements have been prepared satisfied the coverage covenant set forth in Section 404(a) assuming for such purpose that Aggregate Debt Service for the Bond Year commencing during such Fiscal Year includes the maximum Annual Debt Service on all Outstanding Senior Lien Obligations and the Series of Senior Lien Obligations proposed to be issued (disregarding any Airport Obligations that have been paid or discharged or

will be paid or discharged immediately after the issuance of the Senior Lien Obligations proposed to be issued); or

(ii) a Certificate of an Independent Airport Consultant or a Certificate of the City, in either case stating that, based upon reasonable assumptions set forth therein, Revenues and Other Available Moneys are projected to be not less than that required to satisfy the coverage covenant set forth in Section 404(a) (disregarding any Airport Obligations that have been paid or discharged or will be paid or discharged immediately after the issuance of the Senior Lien Obligations proposed to be issued) for each of the next three Fiscal Years following the issuance of the Senior Lien Obligations or, if later, for each Fiscal Year from the issuance of the Senior Lien Obligations through the two Fiscal Years immediately following completion of the project or projects financed by the Senior Lien Obligations.

For the purpose of computing Revenues under either subsection (f)(i) or (ii) above, there must be taken into account (x) any reduction in the rate of any passenger facility charge, and (y) any increase in the rate of any passenger facility charge authorized by legislation if the City has taken all action required to impose those increased charges at the Airport pursuant to such legislation. For the purpose of computing Revenues and Other Available Moneys under subsection (f)(ii) above, Other Available Moneys shall be projected only to the extent the Other Available Moneys have been (x) paid over to the Trustee and deposited in the Revenue Fund, or (y) irrevocably pledged to the payment of debt service on Airport Obligations. The City shall provide written notice to each Rating Agency of any pledge of Other Available Moneys taken into account for purposes of any projection made in accordance with subsection (f)(ii) above prior to the issuance of the Senior Lien Obligations.

(g) in the case of Completion Bonds, a Certificate of the City stating (i) that the Senior Lien Obligations proposed to be issued are being issued to finance the costs of one or more Airport Projects initially financed in whole or in part by Airport Obligations, and (ii) that the additional cost of the Airport Projects being financed by those Senior Lien Obligations does not exceed 15% of their aggregate cost previously financed by Airport Obligations. Before the delivery of any Completion Bonds, the City must file with the Trustee a Certificate (i) stating that the Airport Projects have not materially changed from their description in the Supplemental Indenture or Indentures creating the Airport Obligations initially issued to finance the cost of those Airport Projects, (ii) estimating the revised aggregate cost of the Airport Projects, (iii) stating that the revised aggregate cost of those Airport Projects cannot be paid with moneys available and (iv) stating that the issuance of Completion Bonds is necessary to provide funds to complete the Airport Projects; and

(h) such further documents and moneys as are required by the provisions of Article VII or any Supplemental Indenture.

Section 207. Conditions Precedent to Delivery of any Series of Refunding Bonds.
All Refunding Bonds of any Series must be executed by the City and delivered to the Trustee

and thereupon must be authenticated by the Trustee and delivered to the City or upon its order, but only following the receipt by the Trustee of:

(a) the documents referred to in subsections (a), (b), (c), (d), (e) and (h) of Section 206;

(b) either any Certificate required by subsection (f) of Section 206 or a Certificate of the City stating that, giving effect to the refunding, the issuance of the Refunding Bonds will result in (i) a net present value debt service savings to the City, or (ii) a reduction in annual debt service in each Bond Year that debt service is payable on the Airport Obligations to be refunded;

(c) if a redemption of Airport Obligations is to be effected, irrevocable instructions to the trustee for the Airport Obligations to be refunded to give due notice of redemption of all the Airport Obligations to be refunded and the redemption date or dates, if any, upon which the Airport Obligations are to be redeemed;

(d) if a redemption of Airport Obligations is to be effected and the redemption is scheduled to occur after the next 45 succeeding days, irrevocable instructions to the trustee for the Airport Obligations to be refunded to give due notice of redemption of the Airport Obligations on a specified date before their redemption date;

(e) if a refunding of Senior Lien Obligations is to be effected and the redemption or payment of the Senior Lien Obligations is to occur after the next 45 succeeding days, a Certificate of an Independent Accountant stating the amount of either (i) moneys (which may include all or a portion of the proceeds of the Refunding Bonds to be issued) in an amount sufficient to pay the Senior Lien Obligations to be refunded at the applicable redemption price or principal amount of the Senior Lien Obligations to be refunded together with accrued interest on the Senior Lien Obligations to the redemption date or dates or the date or dates of their maturity, or (ii) Federal Obligations the principal of and interest on which when due (without reinvestment) together with the moneys (which may include all or a portion of the proceeds of the Refunding Bonds to be issued), if any, which are contemporaneously deposited with the Trustee, will be sufficient to pay when due the applicable redemption price or principal amount of the Senior Lien Obligations to be refunded, together with accrued interest on the Senior Lien Obligations to the redemption date or dates or the date or dates of their maturity;

(f) if the refunding of Airport Obligations (other than Senior Lien Obligations) is to be effected and the redemption or payment of the Airport Obligations is to occur after the next 45 succeeding days, a Certificate of an Independent Accountant stating the amount of either (i) moneys (which may include all or a portion of the proceeds of the Refunding Bonds to be issued) in an amount sufficient to pay the Airport Obligations to be refunded at the applicable redemption price or principal amount of the Airport Obligations to be refunded together with accrued interest on the Airport Obligations to the redemption date or dates or the date or dates of their maturity, or (ii) investment securities permitted under the terms of the applicable indenture for the defeasance of the Airport Obligations to be refunded, the principal of and interest on

which when due (without reinvestment) together with the moneys (which may include all or a portion of the Refunding Bonds to be issued), if any, which are contemporaneously deposited with the trustee for the Airport Obligations to be refunded, together with accrued interest on the Airport Obligations to the redemption date or dates or the date or dates of their maturity; and

(g) such further documents and moneys as are required by the provisions of Article VII or any Supplemental Indenture.

Section 208. Letters of Credit or Bond Purchase Agreements In Connection with Senior Lien Obligations. The City reserves the right to provide one or more irrevocable letters of credit to secure the payment of the principal of, premium, if any, and interest on one or more Series of Senior Lien Obligations, and if the Owners of those Senior Lien Obligations have the right to require their purchase, to secure the payment of the purchase price of those Senior Lien Obligations upon the demand of their Owners through one or more letters of credit or bond purchase agreements. In connection with any such letter of credit the City may execute and deliver an agreement setting forth the conditions upon which drawings may be made under the letter of credit and the method by which the City will reimburse the issuer of the letter of credit for the drawings together with interest thereon at such rate or rates as may be agreed upon by the City and the issuer of the letter of credit. Any such bond purchase agreement may set forth the conditions under which Senior Lien Obligations will be purchased and the method by which the City will reimburse the provider of the bond purchase agreement in the event of the purchase of Senior Lien Obligations together with interest thereon at such rate or rates as may be agreed upon by the City and the provider of the bond purchase agreement. Notwithstanding any other provisions of this Indenture, any such obligation of the City to reimburse the issuer of the letter of credit or provider of the bond purchase agreement may (but shall not be required to) constitute a Senior Lien Obligation under this Indenture to the same extent as any Series of Senior Lien Obligations issued pursuant to a Supplemental Indenture, and in that event any and all amounts payable by the City to reimburse the issuer of any such letter of credit or provider of the bond purchase agreement, together with interest thereon, for purposes of this Indenture constitute the payment of principal, of, premium, if any, and interest on Senior Lien Obligations.

Section 209. Hedging Transactions.

(a) If the City enters into a Qualified Senior Lien Swap Agreement with a Swap Provider requiring the City to pay a fixed interest rate on a notional amount, or requiring the City to pay a variable interest rate on a notional amount, and the City has made a determination that the Qualified Senior Lien Swap Agreement was entered into for the purpose of providing substitute interest payments for Senior Lien Obligations of a particular maturity or maturities in a principal amount equal to the notional amount of the Qualified Senior Lien Swap Agreement and so long as the Swap Provider under the Qualified Senior Lien Swap Agreement is not in default under the Qualified Senior Lien Swap Agreement:

(i) for purposes of any calculation of Annual Debt Service, the interest rate on the Senior Lien Obligations of the maturity or maturities must be determined as if the Senior Lien Obligations bore interest at the fixed interest rate

or the variable interest rate, as the case may be, payable by the City under the Qualified Senior Lien Swap Agreement;

(ii) any net payments (exclusive of Termination Payments) required to be made by the City to the Swap Provider pursuant to the Qualified Senior Lien Swap Agreement from Revenues must be made on a parity with payments due on other Senior Lien Obligations solely from amounts on deposit to the credit of the Debt Service Fund;

(iii) any net payments (exclusive of Termination Payments) received by the City from the Swap Provider pursuant to the Qualified Senior Lien Swap Agreement shall be deposited to the credit of the Debt Service Fund;

(iv) any Termination Payments due from the City shall be payable from Revenues on a junior and subordinate basis to all Senior Lien Obligations issued under this Indenture; and

(v) any Termination Payments due to the City shall be applied as directed by the City, and shall not be subject to any lien created by this Indenture.

For purposes of this Section 209, "*Termination Payments*" mean amounts due under a swap agreement upon a complete or partial termination thereof prior to its scheduled termination date.

(b) If the City enters into a swap agreement of the type generally described in subsection (a) of this Section 209 that does not satisfy the requirements for qualification as a Qualified Senior Lien Swap Agreement as a result of its failure to make the determination described therein or otherwise, then:

(i) the interest rate adjustment or assumptions referred to in paragraph (i) of that subsection (a) must not be made;

(ii) any net payments required to be made by the City to the Swap Provider pursuant to the swap agreement from Revenues must be made only from amounts available after the payment of all other Senior Lien Obligations; and

(iii) any net payments received by the City from the Swap Provider pursuant to the swap agreement may be treated as Revenues at the option of the City, and if so treated, must be deposited to the credit of the Revenue Fund.

ARTICLE III

Revenues and Funds

Section 301. Creation of Funds and Accounts. The Revenue Fund and the Junior Lien Obligation Debt Service Fund created by Section 501 of the General Airport Revenue Bond Ordinance and continued under the Second Lien Indenture have been transferred to the Trustee

as of the Liens Defeasance Date and shall be held and administered by the Trustee in accordance with this Indenture. The Debt Service Fund is hereby created and shall be held and administered by the Trustee in accordance with this Indenture. The Third Lien Revenue Fund is abolished, provided, however, that each Dedicated Sub-Fund established by a Supplemental Indenture shall continue to be administered by the Trustee as a Dedicated Sub-Fund within the Debt Service Fund established in this Section 301. The Common Debt Service Reserve Account within the 2003A Dedicated Sub-Fund is continued as the Common Debt Service Reserve Sub-Fund, which is hereby created as a Dedicated Sub-Fund within the Debt Service Fund to be held and administered by the Trustee in accordance with Section 306. Any reference in a Supplemental Indenture to the Common Debt Service Reserve Account shall be deemed to refer to the Common Debt Service Reserve Sub-Fund. Any moneys in the Junior Lien Obligation Debt Service Fund as of the Liens Defeasance Date that are allocable to the payment of Senior Lien Obligations are hereby allocated to the Debt Service Fund and to the appropriate Dedicated Sub-Funds held therein.

The City has established and agrees to maintain the Chicago O'Hare International Airport Fund (the "*Airport Fund*"), an Operation and Maintenance Fund, an Operation and Maintenance Reserve Fund, and a Maintenance Reserve Fund. The City has established and agrees to maintain a Special Capital Projects Fund until the Transition Date. During the term of the Airport Use Agreements, the Airport Fund, the Operation and Maintenance Fund, the Special Capital Projects Fund, the Operation and Maintenance Reserve Fund and the Maintenance Reserve Fund shall be maintained in accordance with the Airport Use Agreements. The City may also maintain the Airport Development Fund pursuant to the Airport Use Agreements.

On the Transition Date (i) the City shall establish and thereafter maintain the Airport General Fund, (ii) the Special Capital Projects Fund and the Airport Development Fund shall be discontinued and (iii) the moneys then held in the Special Capital Projects Fund and the Airport Development Fund shall be credited to the Airport General Fund.

The Trustee shall, at the written request of the City, establish such additional sub-funds within the Funds and Accounts and subaccounts within any such sub-funds, as shall be specified in such written request, for the purpose of identifying more precisely the sources of payments into and disbursements from the Funds or such sub-funds, Accounts and subaccounts.

Additional sub-funds within the Funds (other than the Junior Lien Obligation Debt Service Fund) and Accounts and subaccounts within such sub-funds may also be created by any Supplemental Indenture; and any such Supplemental Indenture may provide that amounts on deposit in such sub-funds, Accounts and subaccounts shall be held by the Trustee for the sole and exclusive benefit of such Senior Lien Obligations as may be specifically designated in such Supplemental Indenture; provided, however, that prior to the end of the term of the Airport Use Agreements income derived from the investment of any moneys on deposit in a debt service reserve fund or account created or continued pursuant to this Section 301 (including the Common Debt Service Reserve Sub-Fund) or pursuant to any such Supplemental Indenture shall, upon receipt, be withdrawn from such fund or account by the Trustee and deposited into the Revenue Fund as required by Section 307(b) hereof. In addition, the Trustee shall, at the written request of the City, establish additional sub-funds and accounts within the Junior Lien Obligation Debt Service Fund for the purpose of segregating amounts available to pay the principal of,

premium, if any, and interest on separate series of Junior Lien Obligations and for the purpose of establishing the priority of one or more of such sub-funds and accounts over one or more other such sub-funds and accounts. Nothing herein shall require the City to designate the Trustee as trustee for any Junior Lien Obligations.

Any moneys and securities held in the Revenue Fund, the Debt Service Fund, the Junior Lien Obligation Debt Service Fund or any sub-fund, Account or subaccount created pursuant to this Section shall be held in trust by the Trustee, as provided in this Indenture or such Supplemental Indenture, and shall be applied, used and withdrawn only for the purposes authorized in this Indenture or Supplemental Indenture.

All moneys and securities held by the City in the Operation and Maintenance Fund, the Special Capital Projects Fund, the Operation and Maintenance Reserve Fund and the Maintenance Reserve Fund shall be accounted for and held separate and apart from all other moneys and securities of the City, shall be applied, used and withdrawn solely for the purposes authorized in this Indenture and, until so applied, used and withdrawn, shall be held in trust by the City for such purposes. All moneys and securities held by the City in the Airport Development Fund and the Airport General Fund may be applied, used and withdrawn by the City for any lawful corporate purpose of the City, free of any lien or security interest in favor of the Trustee and the owners of the Senior Lien Obligations.

Section 302. Deposit of Revenues. All Revenues shall be collected by the City and promptly deposited to the credit of the Revenue Fund in the name of the Trustee with a depository or depositories, each fully qualified under the provisions of Section 1003 to receive the same as deposits of money held by the Trustee, designated by the City and approved by the Trustee, and statements giving the amount of each such deposit and the name of the depository shall be forwarded promptly to the Trustee by the City and by such depository. The Trustee shall be accountable only for moneys actually so deposited.

[Text of Section 303 prior to the Transition Date]

Section 303. Disbursements from Revenue Fund. The moneys in the Revenue Fund shall be disbursed and applied by the Trustee as required to make the following deposits on the dates and in the amounts provided:

(a) On the tenth day of each month the Trustee shall transfer to the City for deposit into the Operation and Maintenance Fund an amount equal to one-twelfth of the amount provided in the Operation and Maintenance Expense Projection for the current Fiscal Year; provided, however, that if the mid-year projection prepared in accordance with Section 7.06 of the Airport Use Agreements contains an adjustment of Operation and Maintenance Expenses (exclusive of Operation and Maintenance Expenses of the Land Support Area and required deposits in the Operation and Maintenance Reserve Fund and the Maintenance Reserve Fund), the amount required to be deposited in the Operation and Maintenance Fund each month of the second six-month period of each Fiscal Year shall be increased or decreased as appropriate by an amount equal to one-sixth of the amount of such adjustment.

(b) On the business day of the Trustee immediately preceding each January 1 and July 1, the Trustee shall make the following deposits in the manner and order of priority set forth:

FIRST, The Trustee shall first deposit into the Debt Service Fund the amount necessary to increase the amount on deposit therein to an amount sufficient to fund the Deposit Requirements corresponding to that January 1 or July 1.

SECOND, The Trustee shall next transfer to the City for deposit into the Special Capital Projects Fund the amount specified by the City in a Certificate filed with the Trustee as the amount to be deposited at such time in such Fund.

THIRD, The Trustee shall next transfer to the City for deposit into the Operation and Maintenance Reserve Fund an amount equal to one-half of the Operation and Maintenance Reserve Fund Deposit Requirement, if any, for the Fiscal Year which includes such January 1 and July 1; provided, however, that if the mid-year projection prepared in accordance with Section 7.06 of the Airport Use Agreements contains an adjustment of Operation and Maintenance Expenses (exclusive of Operation and Maintenance Expenses of the Land Support Area and required deposits in the Operation and Maintenance Reserve Fund and the Maintenance Reserve Fund), then the amount required to be deposited in the Operation and Maintenance Reserve Fund with respect to each July 1 shall be increased or decreased as appropriate by an amount equal to the amount of such adjustment.

FOURTH, The Trustee shall next transfer to the City for deposit into the Maintenance Reserve Fund an amount equal to the lesser of (i) \$1,500,000 and (ii) the amount, if any, required to increase the amount on deposit therein to \$3,000,000.

FIFTH, The Trustee shall next transfer to the City for deposit into the Airport Development Fund an amount equal to one-half of the Airport Development Fund Deposit Requirement, if any, for the Fiscal Year which includes such January 1 and July 1.

SIXTH, The Trustee shall next deposit into the Junior Lien Obligation Debt Service Fund an amount, if any, equal to the amount required by any resolution or ordinance authorizing the issuance of Junior Lien Obligations to be deposited therein on such date and without priority, one over the other, to any sub-funds or accounts within the Junior Lien Obligation Debt Service Fund, the amount specified by a Certificate filed with the Trustee.

(c) If at the time deposits are required to be made under paragraphs (a) or (b) of this Section the moneys held in the Revenue Fund are insufficient to make any required deposit, the deposit shall be made up on the next applicable deposit date after

required deposits into all other Funds enjoying a higher priority shall have been made in full.

(d) The City shall be mandatorily and irrevocably obligated to apply moneys in the Maintenance Reserve Fund to make up any deficiencies in the Debt Service Fund. In the event moneys are so applied, the amount applied shall be restored on the next applicable deposit date after all other Fund deposits enjoying a higher priority shall have been made in full.

(e) The amount of the Airport Development Fund Deposit Requirement shall be stated in a Certificate which shall be delivered to the Trustee prior to such deposits.

(f) At the end of each Fiscal Year, amounts on deposit in the Debt Service Fund, the Operation and Maintenance Fund, the Operation and Maintenance Reserve Fund, the Maintenance Reserve Fund and the Junior Lien Obligation Debt Service Fund in excess of the amount required hereunder or under any Supplemental Indenture or under any ordinance or resolution authorizing the issuance of Junior Lien Obligations to be on deposit in such Fund at the end of such Fiscal Year shall be transferred to the Revenue Fund.

[Text of Section 303 From and After the Transition Date]

Section 303. Disbursements from Revenue Fund. The moneys in the Revenue Fund shall be disbursed and applied by the Trustee as required to make the following deposits on the dates and in the amounts provided:

(g) On the tenth day of each month the Trustee shall transfer to the City for deposit into the Operation and Maintenance Fund an amount equal to one-twelfth of the amount provided in the Operation and Maintenance Expense Projection for the current Fiscal Year; provided, however, that if the mid-year projection contains an adjustment of Operation and Maintenance Expenses, the amount required to be deposited in the Operation and Maintenance Fund each month of the second six-month period of each Fiscal Year shall be increased or decreased as appropriate by an amount equal to one-sixth of the amount of such adjustment.

(h) On the business day of the Trustee immediately preceding each January 1 and July 1, the Trustee shall make the following deposits in the manner and order of priority set forth:

FIRST, The Trustee shall first deposit into the Debt Service Fund the amount necessary to increase the amount on deposit therein to an amount sufficient to fund the Deposit Requirements corresponding to that January 1 or July 1.

SECOND, The Trustee shall next transfer to the City for deposit into the Operation and Maintenance Reserve Fund an amount equal to one-half of the Operation and Maintenance Reserve Fund Deposit Requirement, if any, for the Fiscal Year which includes such January 1 and July 1; provided, however, that if

the mid-year projection contains an adjustment of Operation and Maintenance Expenses, then the amount required to be deposited in the Operation and Maintenance Reserve Fund with respect to each July 1 shall be increased or decreased as appropriate by an amount equal to the amount of such adjustment.

THIRD, The Trustee shall next transfer to the City for deposit into the Maintenance Reserve Fund an amount equal to the lesser of (i) \$1,500,000 and (ii) the amount, if any, required to increase the amount on deposit therein to \$3,000,000.

FOURTH, The Trustee shall next deposit into the Junior Lien Obligation Debt Service Fund an amount, if any, equal to the amount required by any resolution or ordinance authorizing the issuance of Junior Lien Obligations to be deposited therein on such date and without priority, one over the other, to any sub-funds or accounts within the Junior Lien Obligation Debt Service Fund, the amount specified by a Certificate filed with the Trustee.

FIFTH, The Trustee shall next transfer to the City for deposit into the Airport General Fund any amount remaining in the Revenue Fund unless the City shall have filed with the Trustee a Certificate specifying a lesser amount, in which case the amount specified by the City in the Certificate shall be the amount to be transferred to the City at such time for deposit into the Airport General Fund.

(i) If at the time deposits are required to be made under paragraphs (a) or (b) of this Section the moneys held in the Revenue Fund are insufficient to make any required deposit, the deposit shall be made up on the next applicable deposit date after required deposits into all other Funds enjoying a higher priority shall have been made in full.

(j) The City shall be mandatorily and irrevocably obligated to apply moneys in the Maintenance Reserve Fund to make up any deficiencies in the Debt Service Fund. In the event moneys are so applied from the Maintenance Reserve Fund, the amount applied shall be restored on the next applicable deposit date after all other Fund deposits enjoying a higher priority shall have been made in full.

(k) Amounts on deposit in the Debt Service Fund, the Operation and Maintenance Fund, the Operation and Maintenance Reserve Fund, the Maintenance Reserve Fund and the Junior Lien Obligation Debt Service Fund in excess of the amount required hereunder or under any Supplemental Indenture or under any ordinance or resolution authorizing the issuance of Junior Lien Obligations to be on deposit in such Fund at the end of such Fiscal Year shall be transferred to the Revenue Fund.

Section 304. Use of Funds. The moneys on deposit in the Funds listed in Section 301, except the Airport Development Fund and the General Fund, shall be used for the purposes and uses specified as follows:

(a) In addition to disbursements authorized by Section 303, the Trustee shall apply moneys in the Revenue Fund to make up any deficiency arising in the Debt Service

Fund and the Junior Lien Obligation Debt Service Fund described in paragraph (b) of Section 303 in the order of their priority one over another and in the manner specified in Section 303 and, in addition, to make any reimbursement due to any Airline, including any payment to any Airline Party required by Sections 5.03(b), 506(c) and 7.07 of the Airport Use Agreements as in each case directed by a Certificate filed with the Trustee.

(b) The moneys in the Operation and Maintenance Fund shall be used by the City only to pay Operation and Maintenance Expenses (excluding Operation and Maintenance Expenses of the Land Support Area and required deposits in the Operation and Maintenance Reserve Fund and Maintenance Reserve Fund) and to repay amounts borrowed from the Operation and Maintenance Reserve Fund. Loans from the Operation and Maintenance Reserve Fund to the Operation and Maintenance Fund shall be repaid as soon as funds for such loan repayment are available in the Operation and Maintenance Fund.

(c) The moneys in the Debt Service Fund shall be used only for the funding of Deposit Requirements under Section 305.

(d) The moneys in the Special Capital Projects Fund shall be used only for the purpose of making "*Special Capital Project Expenditures*" as defined in the Airport Use Agreements.

(e) The moneys in the Operation and Maintenance Reserve Fund shall be used by the City only to make loans to the Operation and Maintenance Fund whenever and to the extent moneys in the Operation and Maintenance Fund are insufficient to pay Operation and Maintenance Expenses (excluding Operation and Maintenance Expenses of the Land Support Area and required deposits in the Operation and Maintenance Reserve Fund and Maintenance Reserve Fund).

(f) The moneys in the Maintenance Reserve Fund shall be used by the City only for paying the costs of extraordinary maintenance expenditures, such as costs incurred for major repairs, renewals and replacements at the Airport, whether caused by normal wear and tear or by unusual and extraordinary occurrences including costs of painting, major repairs, renewals and replacements and damage caused by storms or other unusual causes.

(g) The moneys in the Junior Lien Obligation Debt Service Fund shall be transferred by the Trustee to the appropriate trustees or paying agents under the appropriate ordinances or resolutions authorizing the issuance of Junior Lien Obligations for the purpose of paying such amounts as may be required to be paid by such resolutions or ordinances.

Section 305. Disbursement from Debt Service Fund. The moneys in the Debt Service Fund must be disbursed and applied by the Trustee as required to make the following deposits on the dates and in the amounts provided:

(a) ***Subfund Deposits.*** On any date required by Section 306 with respect to the Common Debt Service Reserve Sub-Fund, or by the provisions of a Supplemental

Indenture creating a Series of Senior Lien Obligations, or by an instrument creating Senior Lien Obligations, the Trustee must segregate within the Debt Service Fund and credit to (i) the Common Debt Service Reserve Sub-Fund, such amounts as may be required to be so credited under Section 306 and (ii) such Dedicated Sub-Funds, accounts and subaccounts as may have been created for the benefit of the Senior Lien Obligations such amounts as may be required to be so credited under the provisions of the Supplemental Indenture or instrument creating Senior Lien Obligations to pay the principal of and interest on the Senior Lien Obligations; and

(b) ***Other Required Deposits.*** On any date required for any other purpose by the provisions of a Supplemental Indenture or by an instrument creating Senior Lien Obligations, but only if the deposit requirement is set forth in the Certificate filed pursuant to paragraph (c) of this Section, the Trustee must segregate within the Revenue Fund and credit to such Dedicated Sub-Funds, accounts and subaccounts as are specified in the Supplemental Indenture or instrument creating Senior Lien Obligations the amounts required so to be withdrawn and deposited by the provisions of the Supplemental Indenture or the instrument.

(c) ***City Certificate.*** With respect to each Series and with respect to any Senior Lien Section 208 Obligation and any Qualified Senior Lien Swap Agreement, the City shall file with the Trustee (and revise from time to time as required) a Certificate detailing the timing and amount of the other Required Deposits pursuant to paragraph (b) of this Section in order to determine the Deposit Requirements of the Debt Service Fund and the proper disbursement of the moneys held therein, including such revisions as may result from the prepayment, redemption, purchase and remarketing of Senior Lien Obligations and the adjustment of the rate of interest borne by Senior Lien Obligations.

Section 306. Common Debt Service Reserve Sub-Fund.

(a) The City shall maintain the Common Debt Service Reserve Sub-Fund in an amount equal to the Reserve Requirement, which requirement may be satisfied with (i) one or more Qualified Credit Instruments, (ii) Qualified Investments, or (iii) a combination thereof. Any Qualified Investments held to the credit of the Common Debt Service Reserve Sub-Fund shall not have maturities extending beyond five years (except for any investment agreement, repurchase agreement or forward purchase agreement approved by each issuer of a municipal bond insurance policy insuring payment of any Common Reserve Bonds) and shall be valued in accordance with Section 307. If on any valuation date as provided in Section 307, the amount on deposit in the Common Debt Service Reserve Sub-Fund is more than the Reserve Requirement, unless otherwise directed by the City pursuant to paragraph (f) of this Section, the amount of such excess shall be transferred by the Trustee to the Revenue Fund.

(b) If at any time the Common Debt Service Reserve Sub-Fund holds both a Qualified Credit Instrument and Qualified Investments, the Qualified Investments shall be liquidated and the proceeds applied for the purposes for which Common Debt Service Reserve Sub-Fund moneys may be applied under this Section prior to any draw being made on the Qualified Credit Instrument. If the Common Debt Service Reserve Sub-

Fund holds Qualified Credit Instruments issued by more than one issuer, draws shall be made under such Qualified Credit Instruments on a *pro rata* basis to the extent of available funds. Amounts deposited in the Common Debt Service Reserve Sub-Fund for the purpose of restoring amounts withdrawn therefrom shall be applied first to reimburse the Qualified Credit Provider and thereby reinstate the Qualified Credit Instrument.

(c) The moneys in the Common Debt Service Reserve Sub-Fund are held for the benefit of all Common Reserve Bonds and are pledged and assigned for that purpose. On the date of initial issuance of any Senior Lien Obligations intended to be Common Reserve Bonds, the City shall provide the Trustee a Certificate to that effect and setting forth the amount of the deposit to be made from bond proceeds to fund the Reserve Requirement.

(d) On the business day of the Trustee immediately preceding each January 1 and July 1, there shall be withdrawn from the Debt Service Fund for deposit into the Common Debt Service Reserve Sub-Fund, the amount, if any, required as of the close of business on such date to restore the amount held in the Common Debt Service Reserve Sub-Fund to the Reserve Requirement. Any amount so required shall constitute a Deposit Requirement to be funded from the Debt Service Fund.

(e) If on any Payment Date for the payment of the Principal Installment of and interest on any Series of Common Reserve Bonds the amount held in the Dedicated Sub-Fund for that Series for the payment of such Principal Installment or interest due and payable on such Payment Date shall be less than the Principal Installment and interest then due and payable, then the Trustee shall withdraw from the Common Debt Service Reserve Sub-Fund and deposit into the Dedicated Sub-Fund for that Series the amount necessary to cure such deficiency. In the case of multiple deficiencies among Series, such withdrawal shall be made ratably among the various Series having a deficiency, without preference or priority of any kind.

(f) At the direction of the City expressed in a Certificate filed with the Trustee, moneys in the Common Debt Service Reserve Sub-Fund may be withdrawn and deposited in trust to pay or provide for the payment of Senior Lien Obligations pursuant to Section 1101; provided, however, that immediately after such withdrawal the amount of deposit in the Common Debt Service Reserve Sub-Fund equals or exceeds the Reserve Requirement.

Section 307. General Regulations as to Investments.

(a) All moneys held in any Fund or Account established and created under this Indenture must be invested in Qualified Investments at the direction of the City.

(b) Qualified Investments purchased as an investment of moneys in any Fund or Account established and created under this Indenture, together with the income derived therefrom, are deemed at all times to be a part of the Fund or Account; provided, however, that the income derived from the investment of any moneys on deposit in the Common Debt Service Reserve Sub-Fund and in a debt service reserve fund or account

created by any Supplemental Indenture may upon the written direction of an Authorized Officer of the City be withdrawn by the Trustee and deposited in the Revenue Fund. Qualified Investments so purchased must be sold at the best price obtainable whenever it is necessary so to do in order to provide moneys to make any withdrawal or payment from the Fund or Account. For the purposes of any such investment, a Qualified Investment is deemed to mature at the earliest date on which the obligor is, on demand, obligated to pay a fixed sum in discharge of the whole of the Qualified Investment. Qualified Investments in which moneys held in any Fund or Account have been invested must mature not later than the respective dates as estimated by the Trustee based on information provided by the City, when the moneys held for the credit of any Fund or Account will be needed.

(c) For purposes of this Indenture amortized value means par, if the obligation was purchased at par, or, when used with respect to an obligation purchased at a premium above or a discount below par, means the value as of any given time obtained by dividing the total premium or discount at which the obligation was purchased by the number of interest payments remaining on the obligation after the purchase and deducting the amount thus calculated for each interest payment date after the purchase from the purchase price in the case of an obligation purchased at a premium or adding the amount thus calculated for each interest payment date after the purchase to the purchase price in the case of an obligation purchased at a discount. Valuation must be made on each June 15 and December 15, or if the day is not a business day of the Trustee then on the business day of the Trustee immediately preceding such June 15 or December 15, and at any other time required under this Indenture or under any Supplemental Indenture, and on any particular date must not include the amount of interest then earned or accrued to that date on any deposit or investment.

ARTICLE IV

Covenants of the City

Section 401. Equality of Security. All Senior Lien Obligations, regardless of Series, date of issuance or incurrence and date of sale, are secured by the pledge contained in Section 204. The security so pledged must not be used for any other purpose except as expressly permitted by the terms of this Indenture, so long as any Senior Lien Obligations remain Outstanding and unpaid.

Section 402. Equality of Senior Lien Obligations. Except as otherwise specifically provided in Section 301, all Senior Lien Obligations authorized under this Indenture or incurred as provided in Section 208 and Section 209 are on a parity and rank equally without preference, priority or distinction over any other of them, as to security, regardless of the time or times of their issue, and the provisions, covenants and agreements set forth in this Indenture to be performed by and on behalf of the City are for the equal benefit, protection and security of the Owners of any and all Senior Lien Obligations. The City covenants that it will not issue any obligations, payable from the Revenues or, except as otherwise provided in Section 405, any other moneys pledged in this Indenture, nor voluntarily create or cause or permit to be created

any debt, lien, pledge or assignment, having priority over, or being on a parity with, the Senior Lien Obligations.

Section 403. Punctual Payment. The City covenants that it will duly and punctually pay or cause to be paid the principal of, premium, if any, and interest on all Senior Lien Obligations in strict conformity with the terms of the Senior Lien Obligations and of this Indenture, the Supplemental Indentures creating the Senior Lien Obligations of each Series and the instruments creating Senior Lien Obligations, and that it will faithfully observe and perform all the conditions, covenants and requirements of this Indenture, each such Supplemental Indenture and instrument and of the Senior Lien Obligations issued or incurred thereunder.

Section 404. Coverage Covenant.

(a) The City covenants that it will fix and establish, and revise from time to time whenever necessary, the rentals, rates and other charges for the use and operation of the Airport and for services rendered by the City in the operation of it in order that Revenues in each Fiscal Year, together with Other Available Moneys deposited with the Trustee with respect to that Fiscal Year and any cash balance held in the Revenue Fund on the first day of that Fiscal Year not then required to be deposited in any Fund or Account, will be at least sufficient:

(i) to provide for the payment of Operation and Maintenance Expenses for the Fiscal Year; and

(ii) to provide for the greater of (A) the sum of the amounts needed to make the deposits required to be made pursuant to all resolutions, ordinances, indentures and trust agreements pursuant to which all Outstanding Senior Lien Obligations or other Outstanding Airport Obligations are issued and secured, and (B) one and ten-hundredths times Aggregate Debt Service for the Bond Year commencing during that Fiscal Year, reduced by any proceeds of Airport Obligations held by the Trustee for disbursement during that Bond Year to pay principal of and interest on Senior Lien Obligations.

(b) The City further covenants that it will fix and establish, and revise from time to time whenever necessary, the rentals, rates and other charges for the use and operation of the Airport and for services rendered by the City in the operation of it in order that Revenues in each Fiscal Year, together with Other Available Moneys consisting solely of (i) any passenger facility charges deposited with the Trustee for that Fiscal Year, and (ii) any other moneys received by the City in the immediately prior Fiscal Year and deposited with the Trustee no later than the last day of the immediately prior Fiscal Year, will be at least sufficient:

(i) to provide for the payment of Operation and Maintenance Expenses for the Fiscal Year, and

(ii) to provide for the payment of Aggregate Debt Service for the Bond Year commencing during that Fiscal Year reduced by any proceeds of Airport

Obligations held by the Trustee for disbursement during the Bond Year to pay the principal of and interest on Senior Lien Obligations.

(c) If during any Fiscal Year, Revenues and other funds are estimated to produce less than the amount required under subsection (a) or (b) of this Section, the City shall revise its Airport rentals, fees and charges or alter its methods of operation or take other action in such manner as is necessary to produce the amount so required in such Fiscal Year.

(d) Within 90 days after the end of each Fiscal Year, the City shall furnish to the Trustee calculations of the coverage required under subsection (a) and (b) of this Section certified by the City Comptroller.

(e) If either calculation specified in subsection (d) of this Section for any Fiscal Year indicates that the City has not satisfied its obligations under subsection (a) or (b) of this Section, then as soon as practicable, but in any event no later than 45 days after the receipt by the Trustee of such calculation, the City shall employ an Independent Airport Consultant to review and analyze the financial status and the administration and operation of the Airport and to submit to the City, within 45 days after employment of the Independent Airport Consultant, a written report on the same, including the action which the Independent Airport Consultant recommends should be taken by the City with respect to the revision of its Airport rentals, fees and charges, alteration of its methods of operation or the taking of other action that is projected to result in producing the amount so required in the then current Fiscal Year or, if less, the maximum amount deemed feasible by the Independent Airport Consultant. Within 60 days following its receipt of the recommendations the City shall, after giving due consideration to the recommendations, revise its Airport rentals, fees and charges or alter its methods of operation, which revisions or alterations need not comply with the Independent Airport Consultant's recommendations so long as any revisions or alterations are projected by the City to result in compliance with subsections (a) and (b) above. The City shall transmit copies of the Independent Airport Consultant's recommendations to the Trustee and to each Owner who has requested the same.

(f) If at any time and as long as the City is in full compliance with the provisions of subsections (c), (d) and (e) of this Section 404, there shall be no Event of Default under this Indenture as a consequence of the City's failure to satisfy the covenants contained in subsection (a) or (b) of this Section 404 during such period.

(g) If all or any portion of an Outstanding Series of Senior Lien Obligations constitute Balloon Maturities, then for purposes of determining Annual Debt Service each maturity that constitutes a Balloon Maturity shall, unless otherwise provided in the Supplemental Indenture pursuant to which such Senior Lien Obligations are authorized or unless subsection (h) of this Section then applies to such maturity, be treated as if it were amortized over a term of not more than 30 years and with substantially level annual debt service funding payments commencing not later than the year following the year in which the indebtedness that includes such Balloon Maturity was originally issued and extending not later than 30 years from the date the indebtedness that includes such Balloon Maturity

was originally issued; the interest rate used for such computation shall be that rate quoted in the Bond Buyer 25 Revenue Bond Index for the last week of the month preceding the date of calculation as published by the *Bond Buyer*, or if that index is no longer published, another similar index designated by an Authorized Officer, taking into consideration whether such Senior Lien Obligations bear interest which is or is not excluded from gross income for federal income tax purposes.

(h) Any maturity of Senior Lien Obligations that constitutes a Balloon Maturity as described in subsection (g) of this Section, and for which the stated maturity date occurs within 12 months from the date such calculation of Annual Debt Service is made, shall be assumed to become due and payable on the stated maturity date, and subsection (g) above shall not apply thereto, unless there is delivered to the entity making the calculation of Annual Debt Service a Certificate of the City stating (i) that the City intends to refinance such maturity, (ii) the probable terms of such refinancing and (iii) that the debt capacity of the Airport is sufficient to successfully complete such refinancing; upon the receipt of such Certificate, such Balloon Maturity shall be assumed to be refinanced in accordance with the probable terms set out in such Certificate and such terms shall be used for purposes of calculating Annual Debt Service; provided that such assumption shall not result in an interest rate lower than that which would be assumed under subsection (g) above and shall be amortized over a term of not more than 30 years from the expected date of refinancing.

Section 405. Against Pledge of Revenues. The City covenants not to issue any bonds, notes or other evidences of indebtedness secured by the pledge contained in Section 204, other than Senior Lien Obligations, and covenants not to create or cause to be created any lien or charge on Revenues, or on any amounts pledged for the benefit of Owners of Senior Lien Obligations under this Indenture, other than the pledge contained in Section 204; provided, however, that neither this Section nor any other provision of this Indenture prevents the City (a) issuing bonds, notes or other evidences of indebtedness payable out of, or secured by a pledge of, Revenues to be derived on and after the date of the pledge contained in Section 204 hereof is discharged and satisfied as provided in Section 1101, or (b) from issuing bonds, notes or other evidences of indebtedness (including bonds, notes or other evidences of indebtedness evidencing loans made by the City to the Airport) which are payable out of or secured by, the pledge of amounts which may be withdrawn from the Junior Lien Obligation Debt Service Fund so long as the pledge is expressly junior and subordinate to the pledge contained in Section 204, including, but not limited to, CP Notes without limit as to nature or amount, pursuant to one or more CP Indentures.

Section 406. Offices For Servicing Senior Lien Obligations. The City covenants at all times to maintain one or more agencies in the City of Chicago, Illinois, or the City of New York, New York, where Senior Lien Obligations of any Series may be presented for payment, where Senior Lien Obligations of any Series may be presented for registration, registration of transfer or exchange to the extent and in the manner specified in the Supplemental Indenture creating the Series, and where notices, demands and other documents may be served upon the City in respect of the Senior Lien Obligations of any Series or of this Indenture. The City hereby appoints the Trustee an agent for the registration, registration of transfer or exchange of Senior Lien Obligations of any Series and for the service upon the City of such notices, demands and

other documents. The City hereby appoints, and authorizes the Trustee to appoint as provided in Section 1002, each Paying Agent as an agent to maintain such agencies for the payment or redemption of Senior Lien Obligations of any Series.

Section 407. Insurance. The City shall maintain, or cause to be maintained, insurance with respect to the Airport (except the Land Support Area) against such casualties and contingencies and in amounts not less than is reasonably prudent. Such policies of insurance shall name the City and the Trustee as co-assureds as their interests may appear. Without limiting the foregoing, the City shall maintain, or cause to be maintained, the following insurance with respect to the Airport (except the Land Support Area);

(a) Insurance against loss or damage under a policy or policies covering such risks as are ordinarily insured against by reasonably prudent operators of airports, including without limiting the generality of the foregoing, fire, lightning, windstorm, hail, floods, explosion, riot, riot attending a strike, civil commotion, damage from aircraft smoke and uniform standard extended coverage with vandalism and malicious mischief endorsements, and all-risk coverage, limited only as may be provided in the standard form, if any, of such endorsements at the time in use in the State of Illinois. Such insurance shall be maintained in an amount not less than the full insurable replacement value of the insured premises. No policy of insurance shall be written such that the proceeds thereof will produce less, by reason of co-insurance provisions or otherwise, than the full insurable replacement value of the insured premises. Full insurable replacement value of any insured premises shall be deemed to equal the actual replacement cost of the premises, and shall be determined from time to time, but not less frequently than once every three years, by an architect, contractor, appraiser or appraisal company or one of the insurers, in any case, selected by the City. In the event that such determination of full insurance replacement value indicates that any premises in the Airport (other than the Land Support Area) are underinsured, the City shall forthwith secure the necessary additional insurance coverage.

(b) Comprehensive general public liability insurance including blanket contractual liability and personal injury liability (with employee exclusion deleted), and on-premises automobile insurance including owned, non-owned and hired automobiles used and operated by the City, protecting the City against liability for injuries to persons and property arising out of the existence or operation of the Airport (except the Land Support Area) in limits as follows: for personal injury and bodily injury, \$100,000,000 for each occurrence and \$100,000,000 annual aggregate; and for property damage, \$100,000,000 for each occurrence and \$100,000,000 annual aggregate.

(c) Boiler or pressure vessel explosion insurance with coverage on a replacement cost basis as provided in subsection (a) of this Section for property damage, but any such policy may have a deductible amount not exceeding \$10,000. No such policy of insurance shall be so written that the proceeds thereof will produce less than the minimum coverage required by the first sentence of this subsection (c) by reason of coinsurance provisions or otherwise.

(d) Each policy of insurance maintained by the City under this Section shall contain a waiver of subrogation on the part of the insurer in favor of the City and the Airline Parties.

(e) If, at any time, the City is obligated under any agreement then in effect between the City and any Airline Party to provide, with respect to premises at the Airport, insurance of the nature and in not less than the amounts described in this Section, then the provisions of this Section shall be subject to the applicable provisions of such other agreement.

Section 408. Use of Insurance Proceeds.

(a) If the Airport, or any portion thereof, shall be substantially damaged or destroyed by fire or other casualty, the City shall deposit with the Trustee the net proceeds of any insurance received with respect thereto, and the Trustee shall deposit such net proceeds in a special trust account or, in the case of damage to or destruction of any Airport Project then under construction, in the Airport Project Account relating to such Airport Project. Moneys on deposit in any such special trust account or Airport Project Account shall be disbursed in the same manner, and subject to the same conditions, as provided generally in Supplemental Indentures with respect to disbursements from the Airport Project Accounts, subject during the terms of the Airport Use Agreements to the following additional conditions:

(i) If any Airline Party's Exclusive Use Premises or Airline's Aircraft Parking Area, as such terms are defined in the Airport Use Agreements, or any portion thereof, are damaged or destroyed by fire or other casualty, the City, after consultation with such Airline Party, shall, to the extent of proceeds of insurance received with respect to such premises, forthwith repair, reconstruct and restore (subject to unavoidable delays) the damaged or destroyed premises to (1) substantially the same condition, character and utility value (based upon the plans and specifications for such premises, subject to then-existing Airport building standards) as existed prior to the event causing such damage or destruction, or (2) such other condition, character and value as may be agreed upon by the City and such Airline Party.

(ii) If any part of the Airport other than Exclusive Use Premises, Aircraft Parking Area and Land Support Area, as such terms are defined in the Airport Use Agreements, are damaged or destroyed by fire or other casualty, the City, after consultation with such Airline Party (or its authorized representative), shall, to the extent of proceeds of insurance received with respect to such premises, forthwith repair, reconstruct and restore (subject to unavoidable delays) the damaged or destroyed premises to (1) substantially the same condition, character and utility value (based upon the plans and specifications for such premises, subject to then-existing building standards) as existed prior to the event causing such damage or destruction, (2) or such other condition, character and value as may be agreed upon by the City and a "*Majority-in-Interest*" of the Airline Parties determined in accordance with the Airport Use Agreements.

(b) Any surplus insurance proceeds deposited in any such special trust account or Airport Project Account shall be transferred or withdrawn from such special trust account or Airport Project Account as specified by the City for any one or more of the following purposes: (i) to make transfers to one or more Airport Project Accounts to pay the costs of other Airport Projects, (ii) to make transfers into the Debt Service Fund, or (iii) to redeem Senior Lien Obligations or Junior Lien Obligations.

Section 409. Annual Audit. The City covenants that it will, within 210 days after the close of each Fiscal Year, furnish the Trustee with a copy of an annual audit report, prepared in accordance with generally accepted accounting principles and certified by an Independent Accountant, covering the operation of the Airport for the Fiscal Year. The audit must contain a calculation based on actual data enabling the Independent Accountant to certify that the covenants contained in Section 404 have been satisfied with respect to that Fiscal Year.

Section 410. Power to Issue Senior Lien Obligations and Make Pledge Contained in Section 204. The City is duly authorized under all applicable laws to issue the Senior Lien Obligations, to execute, deliver and perform its obligations under this Indenture and to make the pledge contained in Section 204 hereof in the manner and to the extent provided. Except as otherwise stated in Section 405, the Revenues and moneys and securities so pledged are and will be free and clear of any pledge, lien, charge or encumbrance of them or with respect to them, before, or of equal rank with, the pledge contained in Section 204 and all corporate or other action on the part of the City to that end has been and will be duly and validly taken. The Senior Lien Obligations and the provisions of this Indenture are and will be valid and legally enforceable limited obligations of the City in accordance with their terms and the terms of this Indenture. The City must at all times, to the extent permitted by law, defend, preserve and protect the pledge contained in Section 204 and all the rights of the Owners of the Senior Lien Obligations under this Indenture against all claims and demands.

Section 411. Further Assurances. The City covenants that it will make or adopt and execute, or cause to be made, adopted and executed, any and all such further ordinances, acts, deeds, conveyances, assignments or assurances as may be reasonably required for effectuating the intention of this Indenture, and for the better assuring and confirming unto the Owners of the Senior Lien Obligations of the rights and benefits provided in this Indenture or any Supplemental Indenture.

Section 412. Tax Covenants.

(a) The City covenants not to take any action or omit to take any action which is lawful and within its power to take, and which, if taken or omitted, (i) would cause interest on Senior Lien Obligations issued on a tax-exempt basis to be includable in gross income of their Owners for Federal income tax purposes other than an Owner who is a "*substantial user*" or "*related person*" within the meaning of such terms as defined in Section 147(a) of the Code, or (ii) would cause interest on any Senior Lien Obligations to become subject to any alternate minimum tax if those Senior Lien Obligations were not issued on that basis.

(b) The City further covenants that it will not take any action or omit to take any action with respect to the investment of the proceeds of any Series or with respect to Revenues which would result in causing Senior Lien Obligations of any Series issued on a tax-exempt basis to constitute “*arbitrage bonds*” within the meaning of such term as defined in Section 148 of the Code.

(c) In furtherance of the foregoing, the Trustee must, at the request of the City set forth in a Certificate, (i) cause the moneys on deposit in any Fund or Account to be invested subject to such yield restrictions as are set forth in the Certificate and (ii) subject to any restrictions set forth in any Supplemental Indenture with respect to the use or application of moneys on deposit in any Fund or Account, transfer the moneys on deposit in any Fund, Account, subfund or subaccount to such other Fund, Account, subfund or subaccount, as are directed in the Certificate.

Section 413. Restrictions on Sale or Transfer of Airport.

(a) The sale, conveyance, mortgage, encumbrance or other disposition, directly or indirectly, of all or substantially all of the Airport or the transfer, directly or indirectly, of control, management or oversight, or any material aspect of control, management or oversight, of the Airport, whether of its properties, interests, operations, expenditures, revenues (including, without limit, Revenues or the proceeds of any passenger facility charge or similar charge) or otherwise (any of the foregoing being referred to for purposes of this Section 413 as a “*transfer*”) shall not occur unless and until all of the following conditions shall have been met:

(i) such transfer shall have been approved in writing by the Mayor of the City and by the City Council at a meeting duly called for such purpose;

(ii) evidence shall have been obtained in writing confirming that such transfer shall not adversely affect any rating on Senior Lien Obligations issued by any Rating Agency;

(iii) a Certificate shall have been received from an Independent Airport Consultant, certifying that, in each calendar year during the five-year period commencing after the calendar year in which such transfer occurs, Revenues together with any cash balance held in the Revenue Fund on the first day of such calendar year not then required to be deposited in any fund or account (or subaccount thereof) other than the Revenue Fund, and investment earnings for each such calendar year on moneys held in the funds and accounts held pursuant to this Indenture to the extent that such earnings are not required hereby to be transferred to any Airport Project Account, shall equal an amount not less than the amount required to satisfy the covenants set forth in Section 404 hereof; provided, however, for purposes of the Certificate “*one and fifty-hundredths times*” shall be substituted for “*one and ten-hundredths times*” in subsection (a)(ii)(B) of Section 404;

(iv) written consent to such transfer shall have been received from the Owners of all Airport Obligations then outstanding;

(v) written consent to such transfer shall have been received from the Trustee;

(vi) written consent to such transfer shall have been received from each bond insurer and each provider of any letter of credit or surety bond supporting Airport Obligations;

(vii) written consent to such transfer shall have been received from the Chicago-Gary Regional Airport Authority pursuant to Section 10-20 of the Compact Between the City and the City of Gary dated April 15, 1995 Relating to the Establishment of the Chicago-Gary Regional Airport Authority; and

(viii) there shall be deposited with the Trustee for the benefit of the Owners of all then outstanding Airport Obligations a letter of credit, surety bond or Qualified Investments in the full amount of the then outstanding Airport Obligations, such letter of credit or surety bond to have a credit rating of not less than either of the two highest rating categories by each Rating Agency; provided, however, that no revenues (including, without limit, Revenues or the proceeds of any passenger facility charge or similar charge) shall be pledged, or in any way used, to secure any such letter of credit or surety bond.

(b) For purposes of Section 901(c) hereof, the performance of this covenant shall be deemed to be material to the Owners of Senior Lien Obligations.

ARTICLE V

Administration of Airport

Section 501. Management. The City covenants that in order to assure the efficient management and operation of the Airport and to assure the Owners of the Senior Lien Obligations that the Airport will be economically and efficiently operated on the basis of sound business principles, it will operate and maintain the Airport under the direction of the Commissioner of Aviation. The City will not take, or allow any other person to take, any action which would cause the Administrator of the Federal Aviation Administration, Department of Transportation, or any successor to the powers and authority of the Administrator, to suspend or revoke the Airport's airport operating certificate issued under the Federal Aviation Act of 1958, or any successor statute. The City will comply with all valid acts, rules, regulations, orders and directives of any governmental, legislative, executive, administrative or judicial body applicable to the Airport, unless the City contests them in good faith, all to the end that the Airport will remain operational at all times.

Section 502. Operation and Maintenance of Airport. The City covenants that it will use its best efforts to see that the Airport is at all times operated and maintained in an efficient operating condition; and such repairs are made to the Airport as are necessary or appropriate in

the prudent management of the Airport to insure its economic and efficient operation at all times. The City covenants to cause all rentals, rates and other charges for the use and operation of the Airport and for certain services rendered by the City in the operation of the Airport to be collected when and as due and covenants to prescribe and enforce rules and regulations for their payment and for the consequences of their nonpayment. The City covenants, out of Revenues, from time to time, duly to pay and discharge, or cause to be paid and discharged, any taxes, assessments or other governmental charges lawfully imposed upon the Airport or upon any part of it, or upon the Revenues, when they become due, as well as any lawful claim for labor, materials, or supplies which, if unpaid, might by law become a lien or charge upon the Airport, or which might impair the security of the Senior Lien Obligations.

Section 503. Maintenance of Powers. The City covenants that it will at all times use reasonable efforts to keep the Airport open for landings and takeoffs of aircraft of any type using facilities similar to those at the Airport and to maintain the powers, functions, duties and obligations now reposed in it pursuant to law, and will not at any time voluntarily do, suffer or permit any act or thing the effect of which would be to hinder, delay or imperil either the payment of the indebtedness evidenced by any of the Senior Lien Obligations or the performance or observance of any of the covenants contained in this Indenture.

Section 504. Airport Budget. The City must prepare before the beginning of each Fiscal Year an annual budget for the Airport setting forth for that Fiscal Year in reasonable detail, among other things, estimated Revenues and Operation and Maintenance Expenses. The budget must be prepared in accordance with applicable law and must be made available to the City Council in sufficient time for it to act thereon as required by law.

Section 505. Leases and Concessions. The City has the right for any term of years to let to any person, firm or corporation, or grant concessions or privileges in, any land of the Airport or any building or structure on the land for any purpose necessary or incidental to the operation of the Airport.

ARTICLE VI

Special Facilities

Section 601. Construction, Installation and Acquisition of Special Facilities. The construction, installation and acquisition of Special Facilities is hereby authorized under and pursuant to the terms and conditions set forth below in this Article.

Section 602. Authorization. Before any Special Facility is constructed, installed or acquired, the City Council must adopt an ordinance or resolution describing in reasonable detail, sufficient for its identification, the Special Facility to be constructed, installed or acquired, and before any Special Facility Revenue Bonds are issued, the City Council must likewise adopt an ordinance or resolution authorizing the issuance of Special Facility Revenue Bonds to finance the cost of construction, installation or acquisition of the Special Facility and prescribing the rights, duties, remedies and obligations of the City and the holders, from time to time, of the Special Facility Revenue Bonds.

Section 603. Special Facility Revenue Bonds. The Special Facility Revenue Bonds authorized by the ordinance or resolution referred to in Section 602 must be revenue bonds payable solely from rentals or other amounts derived under and pursuant to a Special Facility Financing Arrangement, and may be issued by the City notwithstanding the limitations, restrictions and conditions contained in this Indenture relating to the issuance of Senior Lien Obligations.

ARTICLE VII

Supplemental Indentures

Section 701. Supplemental Indenture Effective Upon Execution by the Trustee. For any one or more of the following purposes and at any time or from time to time, a Supplemental Indenture may be authorized by an ordinance adopted by the City Council, which, upon the filing with the Trustee of a copy of the ordinance certified by the City Clerk and the execution and delivery of the Supplemental Indenture by the City and the Trustee, is fully effective in accordance with its terms:

(a) to close this Indenture against, or provide limitations and restrictions in addition to the limitations and restrictions contained in this Indenture on, the issuance or incurrence of Senior Lien Obligations or other evidences of indebtedness;

(b) to add to the covenants and agreements of the City in this Indenture other covenants and agreements to be observed by the City which are not contrary to or inconsistent with this Indenture as theretofore in effect;

(c) to add to the limitations and restrictions in this Indenture other limitations and restrictions to be observed by the City which are not contrary to or inconsistent with this Indenture as theretofore in effect;

(d) to surrender any right, power or privilege reserved to or conferred upon the City by the terms of this Indenture, but only if the surrender of the right, power or privilege is not contrary to or inconsistent with the covenants and agreements of the City contained in this Indenture;

(e) to create a Series of Senior Lien Obligations and, in connection therewith, to specify and determine the matters and things referred to in Section 205 and also any other matters and things relative to the Senior Lien Obligations which are not contrary to or inconsistent with this Indenture as theretofore in effect, or to amend, modify or rescind any such authorization, specification or determination at any time before the first issuance of the Senior Lien Obligations;

(f) to confirm, as further assurance, the pledge under Section 204, and the subjection of additional revenues, properties and collateral to any lien, claim or pledge created or to be created by this Indenture; and

(g) to modify any of the provisions of this Indenture in any respect whatever, but only if (i) the modification is, and is expressed to be, effective only after all Senior Lien Obligations Outstanding at the date of the execution and delivery of the Supplemental Indenture cease to be Outstanding, and (ii) the Supplemental Indenture is specifically referred to in the text of all Senior Lien Obligations issued after the date of the execution and delivery of the Supplemental Indenture and of Senior Lien Obligations issued in exchange therefor or in place of it.

Section 702. Supplemental Indentures Effective Upon Consent of Trustee.

(a) For any one or more of the following purposes and at any time or from time to time, a Supplemental Indenture may be authorized by an ordinance adopted by the City Council which, upon (i) the filing with the Trustee of a copy of the ordinance certified by the City Clerk, (ii) the filing with the Trustee and the City of an instrument in writing made by the Trustee consenting thereto and (iii) the execution and delivery of the Supplemental Indenture by the City and the Trustee, is fully effective in accordance with its terms:

(A) to cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in this Indenture;

(B) to insert such provisions clarifying matters or questions arising under this Indenture as are necessary or desirable and are not contrary to or inconsistent with this Indenture as theretofore in effect; or

(C) to provide additional duties of the Trustee under this Indenture.

(b) Any such Supplemental Indenture may also contain one or more of the purposes specified in Section 701, and in that event, the consent of the Trustee required by this Section is applicable only to those provisions of such Supplemental Indenture as contain one or more of the purposes set forth in subsection (a) of this Section.

Section 703. Supplemental Indentures Effective With Consent of Owners of Senior Lien Obligations. At any time or from time to time, a Supplemental Indenture may be authorized by an ordinance adopted by the City Council, subject to consent by the Owners of Senior Lien Obligations in accordance with and subject to the provisions of Article VIII, which Supplemental Indenture, upon the filing with the Trustee of a copy of the ordinance certified by the City Clerk, upon compliance with the provisions of Article VIII, and upon execution and delivery of the Supplemental Indenture by the City and the Trustee, becomes fully effective in accordance with its terms.

Section 704. General Provisions.

(a) This Indenture may not be modified or amended in any respect except as provided in and in accordance with and subject to the provisions of this Article and Article VIII. Nothing in this Article or Article VIII contained affects or limits the right or obligation of the City to adopt, make, do, execute, acknowledge or deliver any ordinance, resolution, act or other instrument pursuant to the provisions of Section 411 or the right

or obligation of the City to execute and deliver to any Fiduciary any instrument which elsewhere in this Indenture it is provided must be delivered to the Fiduciary.

(b) Any ordinance authorizing a Supplemental Indenture referred to and permitted or authorized by Sections 701 and 702 may be adopted by the City Council without the consent of any of the Owners of Senior Lien Obligations, but the Supplemental Indenture must be executed and delivered by the City and the Trustee and must become effective only on the conditions, to the extent and at the time provided in those Sections, respectively. Every Supplemental Indenture delivered to the Trustee for execution must be accompanied by a Counsel's Opinion stating that the Supplemental Indenture has been duly and lawfully authorized by the City Council and executed by the City in accordance with the provisions of this Indenture, is authorized or permitted by this Indenture, and will, when executed and delivered by the Trustee, be valid and binding upon the City and enforceable in accordance with its terms.

(c) The Trustee is hereby authorized to enter into, execute and deliver any Supplemental Indenture referred to and permitted or authorized by Section 701, 702 or 703 and to make all further agreements and stipulations which may be contained in the Supplemental Indenture, and the Trustee, in taking such action, is fully protected in relying on, an opinion of counsel (which may be a Counsel's Opinion) that the Supplemental Indenture is authorized or permitted by the provisions of this Indenture.

(d) No Supplemental Indenture may change or modify any of the rights or obligations of any Fiduciary without its written assent thereto.

ARTICLE VIII

Amendments

Section 801. Mailing of Notice of Amendment. Any provision in this Article for the mailing of a notice or other paper to Owners of Senior Lien Obligations will be fully complied with if it is mailed postage prepaid to each Owner of then Outstanding Senior Lien Obligations at his address, if any, appearing upon the registration books maintained by the City at the appropriate corporate trust office of the Trustee.

Section 802. Powers of Amendment.

(a) Subject to the provisions of subsection (b) below, any modification or amendment of this Indenture or of any Supplemental Indenture, or of the rights and obligations of the City and of the Owners of the Senior Lien Obligations, in particular, may be made by a Supplemental Indenture, with the written consent given as provided in Section 803:

(i) of the Owners of more than 50% in principal amount of the Senior Lien Obligations Outstanding at the time the consent is given;

(ii) in case less than all of the several Series of then Outstanding Series of Senior Lien Obligations are affected by the modification or amendment, of the Owners of more than 50% in principal amount of the then Outstanding Senior Lien Obligations of each Series so affected; and

(iii) in case the modification or amendment changes the terms of any Sinking Fund Payment, of the holders of more than 50% in principal amount of the then Outstanding Senior Lien Obligations of the particular Series and maturity entitled to the Sinking Fund Payment, but only if permitted under paragraph (b) below.

(b) If the modification or amendment will, by its terms, not take effect so long as any Senior Lien Obligations of any specified like Series and maturity remain Outstanding, the consent of the Owners of those Senior Lien Obligations are not required and those Senior Lien Obligations are not deemed to be Outstanding for the purpose of any calculation of Outstanding Senior Lien Obligations under this Section. No such modification or amendment may permit a change in the terms of redemption or maturity of the principal of any Outstanding Senior Lien Obligation (including any redemption as a result of Sinking Fund Payments) or of any installment of interest on it or a reduction in the principal amount or its Redemption Price or in the rate of interest on it without the consent of the Owner of the Senior Lien Obligation, or may reduce the percentages or otherwise affect the classes of Senior Lien Obligations the consent of the Owners of which is required to effect any such modification or amendment, or may change or modify any of the rights or obligations of any Fiduciary without its written assent to the change or modification. For the purposes of this Section, a Series is deemed to be affected by a modification or amendment of this Indenture if it adversely affects or diminishes the rights of the Owners of Senior Lien Obligations of the Series. The Trustee may in its discretion determine whether or not in accordance with the foregoing powers of amendment Senior Lien Obligations of any particular Series or maturity would be affected by any modification or amendment of this Indenture, and any such determination is binding and conclusive on the City and all Owners of Senior Lien Obligations.

Section 803. Consent of Owners of Senior Lien Obligations.

(a) The City may at any time authorize a Supplemental Indenture making a modification or amendment permitted by the provisions of Section 802 to take effect when and as provided in this Section. A copy of the Supplemental Indenture (or brief summary of it or reference thereto in form approved by the Trustee), together with a request to the Owners of the Senior Lien Obligations for their consent thereto in form satisfactory to the Trustee, must be mailed by the City to the Owners of the Senior Lien Obligations (but failure to mail the copy and request does not affect the validity of the Supplemental Indenture when consented to as in this Section provided). The Supplemental Indenture is not effective unless and until there have been filed with the Trustee (i) the written consents of Owners of the percentages of Outstanding Senior Lien Obligations specified in Section 802 and (ii) a Counsel's Opinion stating that the Supplemental Indenture has been duly and lawfully executed and delivered by the City and the Trustee in accordance with the provisions of this Indenture, is authorized or

permitted hereby and is valid and binding upon the City and enforceable in accordance with its terms.

(b) The consent of an Owner of a Senior Lien Obligation to any modification or amendment is effective only if accompanied by proof of the ownership, at the date of the consent, of the Senior Lien Obligation with respect to which the consent is given, which proof must be such as is permitted by Section 1015. A certificate or certificates signed by the Trustee filed with the Trustee that it has examined the proof and that the proof is sufficient in accordance with Section 1015 is conclusive that the consents have been given by the Owners of the Senior Lien Obligations described in the certificate or certificates. Any such consent is binding upon the Owner of the Senior Lien Obligation giving the consent and upon any subsequent Owner of that Senior Lien Obligation and of any Senior Lien Obligation issued in exchange for it (whether or not the subsequent Owner of it has notice of the consent) unless the consent is revoked in writing by the Owner of the Senior Lien Obligation giving the consent or a subsequent Owner of it by filing the revocation with the Trustee, before the time when the written statement of the Trustee provided for later in this Section is filed. The fact that a consent has not been revoked may likewise be proved by a certificate of the Trustee filed with the Trustee to the effect that no revocation of the consent is on file with the Trustee.

(c) At any time after the Owners of the required percentages of Senior Lien Obligations have filed their consents to the Supplemental Indenture, the Trustee must make and file with the City and the Trustee a written statement that the Owners of the required percentages of Senior Lien Obligations have filed their consents. The written statement is conclusive that the consents have been so filed. At any time thereafter notice, stating in substance that the Supplemental Indenture (which may be referred to as a Supplemental Indenture entered into by the City and the Trustee as of a stated date, a copy of which is on file with the Trustee) has been consented to by the Owners of the required percentages of Senior Lien Obligations and will be effective as provided in this Section, must be given to the Owners by the City by mailing the notice to the Owners of the Senior Lien Obligations. The failure to mail the notice does not prevent the Supplemental Indenture from becoming effective and binding as provided in this Section not more than 90 days after the Owners of the required percentages of Senior Lien Obligations have filed their consents to the Supplemental Indenture and the written statement of the Trustee provided for above is filed. The City must file with the Trustee proof of the mailing of the notice. A record, consisting of the papers required or permitted by this Section to be filed with the Trustee, is proof of the matters stated in it. The Supplemental Indenture making the amendment or modification is deemed conclusively binding upon the Fiduciaries and the Owners of all Senior Lien Obligations at the expiration of 40 days after the filing with the Trustee of proof of the mailing of the last mentioned notice, except in the event of a final decree of a court of competent jurisdiction setting aside the Supplemental Indenture in a legal action or equitable proceeding for that purpose commenced within the 40-day period. Any Fiduciary and the City, however, during the 40-day period and any such further period during which any such action or proceeding may be pending are entitled in their absolute discretion to take such action, or to refrain from taking such action, with respect to the Supplemental Indenture as they may deem expedient.

Section 804. Modifications by Unanimous Consent. The terms and provisions of this Indenture and the rights and obligations of the City and of the Owners of the Senior Lien Obligations under this Indenture may be modified or amended in any respect upon the consent of the Owners of all the then Outstanding Senior Lien Obligations to the execution and delivery of the Supplemental Indenture, the consent to be given as provided in Section 803, but no notice to the Owners of the Senior Lien Obligations is required. No such modification or amendment changes or modifies any of the rights or obligations of any Fiduciary without the filing with the Trustee of the written assent thereto of the Fiduciary in addition to the consent of the Owners of the Senior Lien Obligations.

Section 805. Exclusion of Senior Lien Obligations. Senior Lien Obligations incurred pursuant to Section 208 or Section 209 are not deemed Senior Lien Obligations for the purpose of consent or other action or any calculation of Outstanding Senior Lien Obligations provided for in this Article VIII unless otherwise expressly provided in this Indenture or in the agreement or instrument creating those Senior Lien Obligations. Senior Lien Obligations owned by or for the account of the City are not deemed Outstanding for the purpose of consent or other action or any calculation of outstanding Senior Lien Obligations provided for in this Article, and the City is not entitled with respect to those Senior Lien Obligations to give any consent or take any other action provided for in this Article. At the time of any consent or other action taken under this Article, the City must furnish the Trustee with a Certificate upon which the Trustee may rely, describing all Senior Lien Obligations so to be excluded.

Section 806. Notation on Senior Lien Obligations. Senior Lien Obligations authenticated and delivered after the effective date of any action taken as in Article VII or this Article provided may, and, if the Trustee so determines, must, bear a notation by endorsement or otherwise in form approved by the City and the Trustee as to the action, and in that case upon demand of the Owner of any Senior Lien Obligation Outstanding at the effective date and presentation of the Owner's Senior Lien Obligation for that purpose at the principal office of the Trustee, or upon any exchange or registration of transfer of any Senior Lien Obligation Outstanding at the effective date, suitable notation must be made on the Senior Lien Obligation or upon any Senior Lien Obligation issued upon any such exchange or registration of transfer by the Trustee as to any such action. If the City or the Trustee so determines, new Senior Lien Obligations so modified as in the opinion of the Trustee and the City to conform to the action must be prepared, authenticated and delivered, and upon demand of the holder of any Senior Lien Obligation then Outstanding must be exchanged, without cost to the Owner, for Senior Lien Obligations of the same Series and maturity then Outstanding, upon surrender of Senior Lien Obligations.

ARTICLE IX

Default and Remedies

Section 901. Events of Default. Each of the following events of default is hereby declared an “*Event of Default*”:

(a) payment of the principal or Redemption Price, if any, of any Senior Lien Obligation is not made when and as it becomes due, whether at maturity or upon call for redemption or otherwise;

(b) payment of any installment of interest on any Senior Lien Obligation is not made when it becomes due;

(c) the City fails or refuses to comply with the provisions of this Indenture, or defaults in the performance or observance of any the covenants, agreements or conditions on its part contained in this Indenture or the Senior Lien Obligations, which materially affects the rights of the Owners of the Senior Lien Obligations and the failure, refusal or default continues for a period of 45 days after written notice of it by the Trustee or the Owners of not less than 25% in principal amount of the Outstanding Senior Lien Obligations; provided, however, that in the case of any such default which can be cured by due diligence but which cannot be cured within the 45-day period, the time to cure is extended for such period as may be necessary to remedy the default with all due diligence; or

(d) an event of default occurs and is continuing under the provisions of any Supplemental Indenture.

Section 902. Remedies.

(a) Upon the happening and continuance of any Event of Default specified in subsection (a) or (b) of Section 901, the Trustee must proceed, or upon the happening and continuance of any Event of Default specified in subsection (c) or (d) of Section 901, the Trustee may proceed, and upon the written request of the Owners of not less than 25% in principal amount of the Outstanding Senior Lien Obligations, must proceed, in its own name, subject to the provisions of this Section, to protect and enforce its rights and the rights of the Owners of the Senior Lien Obligations by such of the following remedies or any additional remedies specified in one or more Supplemental Indentures with respect to a particular Series as the Trustee, being advised by counsel, deems most effectual to protect and enforce such rights:

(i) by mandamus or other suit, action or proceeding at law or in equity, to enforce all rights of the Owners of the Senior Lien Obligations, including the right to require the City to receive and collect Revenues adequate to carry out the covenants and agreements as to those Revenues and the pledge contained in Section 204, and to require the City to carry out any other covenant

or agreement with the Owners of the Senior Lien Obligations and to perform its duties under this Indenture;

(ii) by bringing suit upon the Senior Lien Obligations;

(iii) by action or suit in equity, require the City to account as if it were the trustee of any express trust for the Owners of the Senior Lien Obligations; or

(iv) by action or suit in equity, enjoin any acts or things which may be unlawful or in violation of the rights of the Owners of the Senior Lien Obligations.

(b) In the enforcement of any rights and remedies under this Indenture, the Trustee is entitled to sue for, enforce payment on and receive any and all amounts then or during any default becoming, and at any time remaining, due from the City, but only out of moneys pledged as security for the Senior Lien Obligations for principal, Redemption Price, interest or otherwise, under any provision of this Indenture or any Supplemental Indenture or of the Senior Lien Obligations, and unpaid, with interest on overdue payments at the rate or rates of interest specified in the Senior Lien Obligations, together with any and all casts and expenses of collection and of all proceedings under this Indenture and under the Senior Lien Obligations without prejudice to any other right or remedy of the Trustee or of the Owners of the Senior Lien Obligations, and to recover and enforce a judgment or decree against the City for any portion of the amounts remaining unpaid, with interest, costs and expenses, and to collect from any moneys available under this Indenture for such purpose, in any manner provided by law, the moneys adjudged or decreed to be payable.

Section 903. Priority of Payments After Default.

(a) If upon the happening and continuance of any Event of Default, the moneys held by any Fiduciary is insufficient for the payment of principal or Redemption Price, if any, and interest then due on the Senior Lien Obligations, those moneys (other than moneys held for the payment or redemption of particular Senior Lien Obligations which have theretofore become due at maturity or by call for redemption) and any other moneys received or collected by the Trustee acting pursuant to this Article, after making provision for the payment of any expenses necessary in the opinion of the Trustee to protect the interests of the Owners of the Senior Lien Obligations and for the payment of the charges and expenses and liabilities incurred and advances made by any Fiduciary in the performance of its duties under this Indenture, must, except as otherwise provided with respect to moneys held for the exclusive benefit of specific Senior Lien Obligations under the provisions of a Supplemental Indenture or other instrument, be applied as follows:

FIRST, to the payment or the persons entitled thereto of all installments of interest then due in the order of the maturity of those installments, and, if the amount available is not sufficient to pay in full any installment, then to the

payment of it ratably, according to the amounts due on the installment, to the persons entitled thereto, without any discrimination or preference; and

SECOND, to the payment to the persons entitled thereto of the unpaid principal or Redemption Price of any Senior Lien Obligations which have become due, whether at maturity or by call for redemption, in the order of their due dates with interest on those Senior Lien Obligations from the respective dates upon which the principal or Redemption Price became due at the rate borne by the Senior Lien Obligations and, if the amounts available are insufficient to pay in full all the Senior Lien Obligations due on any date, then to the payment of them ratably, according to the amounts of principal or Redemption Price, if any, due on that date, to the persons entitled thereto, without any discrimination or preference.

(b) Whenever moneys are to be applied by the Trustee pursuant to the provisions of this Section, those moneys must be applied by the Trustee at such times, and from time to time, as the Trustee in its sole discretion determines, having due regard to the amount of those moneys available for application and the likelihood of additional moneys becoming available for such application in the future. The deposit of those moneys with the Paying Agents, or otherwise setting aside those moneys in trust for the proper purpose, constitute proper application by the Trustee, and the Trustee incurs no liability whatsoever to the City, to the Owner of any Senior Lien Obligation or to any other person for any delay in applying any such moneys, so long as the Trustee acts with reasonable diligence, having due regard for the circumstances, and ultimately applies them in accordance with such provisions of this Indenture as may be applicable at the time of application by the Trustee. Whenever the Trustee exercises such discretion in applying such moneys, it must fix the date (which must be a Payment Date unless the Trustee deems another date more suitable) upon which the application is to be made and upon that date interest on the amounts of principal to be paid on that date must cease to accrue. The Trustee must give such notice as it may deem appropriate of the fixing of any such date. The Trustee is not required to make payment to the Owner of any unpaid Senior Lien Obligation unless the Senior Lien Obligation is presented to the Trustee for appropriate endorsement or for cancellation if fully paid.

Section 904. Termination of Proceedings. In case any proceedings taken by the Trustee on account of any Event of Default shall have been discontinued or abandoned for any reason, then in every such case the City, the Trustee and the Owners of the Senior Lien Obligations will be restored to their former positions and rights under this Indenture, respectively, and all rights, remedies, powers and duties of the Trustee continue as though no such proceeding had been taken.

Section 905. Direction of Proceedings by Owners of Senior Lien Obligations. Anything in this Indenture to the contrary notwithstanding, the Owners of the majority in principal amount of the Senior Lien Obligations then Outstanding have the right, by an instrument or concurrent instruments in writing executed and delivered to the Trustee, to direct the method of conducting all remedial proceedings to be taken by the Trustee under this Indenture, but the direction must not be otherwise than in accordance with law or the provisions of this Indenture, and the Trustee has the right to decline to follow any such direction which in

the opinion of the Trustee would be unjustly prejudicial to Owners of the Senior Lien Obligations not parties to the direction.

Section 906. Limitation on Rights of Owners of Senior Lien Obligations.

(a) No Owner of any Senior Lien Obligation has any right to institute any suit, action, mandamus or other proceeding in equity or at law under this Indenture, or for the protection or enforcement of any right or remedy under this Indenture or any right under law unless the Owner has given to the Trustee written notice of the Event of Default or breach of duty on account of which the suit, action or proceeding is to be taken, and unless the Owners of not less than 25% in principal amount of the Senior Lien Obligations then Outstanding have made written request of the Trustee after the right to exercise such powers or right of action, as the case may be, has accrued, and have afforded the Trustee a reasonable opportunity either to proceed to exercise the powers granted in this Indenture or granted under law or to institute the action, suit or proceeding in its name and unless, also, there must have been offered to the Trustee reasonable security and indemnity against the costs, expenses and liabilities to be incurred therein or thereby, and the Trustee must have refused or neglected to comply with the request within a reasonable time; and the notification, request and offer of indemnity are hereby declared in every such case, at the option of the Trustee, to be conditions precedent to the execution of the powers under this Indenture or for any other remedy under this Indenture or under law. It is understood and intended that no one or more Owners of the Senior Lien Obligations hereby secured has any right in any manner whatever by the Owner's or Owners' action to affect, disturb or prejudice the security of this Indenture, or to enforce any right under this Indenture or under law with respect to the Senior Lien Obligations or this Indenture, except in the manner provided in this Indenture, and that all proceedings at law or in equity must be instituted, had and maintained in the manner provided in this Indenture and for the benefit of all Owners of the Outstanding Senior Lien Obligations. Nothing in this Article contained affects or impairs the right of the Owner of any Senior Lien Obligation to enforce the payment of the principal or Redemption Price, if any, of and interest on the Owner's Senior Lien Obligation or the obligation of the City to pay the principal or Redemption Price, if any, of and interest on each Senior Lien Obligation issued under this Indenture to its Owner at the time and place in the Senior Lien Obligation, if any, expressed.

(b) Notwithstanding anything to the contrary contained in this Section, or any other provision of this Indenture, each Owner of any Senior Lien Obligation by the Owner's acceptance of it is deemed to have agreed that any court in its discretion may require, in any suit for the enforcement of any right or remedy under this Indenture, or in any suit against the Trustee for any action taken or omitted by it as Trustee, the filing by any party litigant in the suit of an undertaking to pay the reasonable costs of the suit, and that the court may in its discretion assess reasonable costs, including reasonable attorneys' fees, against any party litigant in any such suit, having due regard to the merits and good faith of the claims or defenses made by the party litigant; but the provisions of this subsection do not apply to any suit instituted by the Trustee, to any suit instituted by any Owner of any Senior Lien Obligation, or group of such Owners, holding at least 25% in principal amount of the Senior Lien Obligations Outstanding, or to any suit instituted

by the Owner of any suit instituted by the Owner of any Senior Lien Obligation for the enforcement of the payment of the principal or Redemption Price of or interest on any Senior Lien Obligation on or after the respective due date of it expressed in the Senior Lien Obligation.

Section 907. Possession of Senior Lien Obligations by Trustee Not Required. The Trustee may enforce all rights of action under this Indenture or under any of the Senior Lien Obligations enforceable by the Trustee without the possession of any of the Senior Lien Obligations or their production at the trial or other proceeding relative to them, and any such suit, action or proceeding instituted by the Trustee must be brought in its name for the benefit of all the Owners of the Senior Lien Obligations, subject to the provisions of this Indenture.

Section 908. Remedies Not Exclusive. No remedy in this Indenture conferred upon or reserved to the Trustee or to the Owners of the Senior Lien Obligations by this Indenture is intended to be exclusive of any other remedy or remedies, and each and every such remedy is cumulative and is in addition to any other remedy given under this Indenture or now or later existing at law or in equity or by statute.

Section 909. No Waiver of Default. No delay or omission by the Trustee or by the Owner of any Senior Lien Obligation to exercise any right or power accruing upon any default impairs any such right or power nor is it a waiver of any such default or any acquiescence in it and every power and remedy given by this Indenture to the Trustee and the Owners of the Senior Lien Obligations, respectively, may be exercised from time to time and as often as may be deemed expedient.

Section 910. Notice to Owners of Senior Lien Obligations. The Trustee must give the Owners of the Senior Lien Obligations notice of each Event of Default under this Indenture known to the Trustee within 90 days after knowledge of its occurrence, unless the Event of Default has been remedied or cured or necessary moneys provided before the giving of the notice; but, except in the case of default in the payment of the principal or Redemption Price, if any, of or interest on any of the Senior Lien Obligations, the Trustee is protected in withholding the notice if and so long as the board of directors, the executive committee, or a trust committee of directors or responsible officers of the Trustee in good faith determines that the withholding of the notice is in the interests of the Owners of the Senior Lien Obligations. Each such notice must be given by the Trustee by mailing written notice: (a) to all registered Owners of the Senior Lien Obligations as the names and addresses of the Owners appear upon the books for registration and transfer of Senior Lien Obligations as kept by the Trustee or, in the case of Section 208 Obligations, as set forth in the instrument creating them and (b) to such other persons as is required by law.

ARTICLE X

Concerning the Fiduciaries

Section 1001. Trustee. The Trustee under this Indenture must be a bank, trust company or national banking association having the powers of a trust company doing business and having an office in Chicago, Illinois.

Section 1002. Appointment and Acceptance of Duties of Paying Agents.

(a) The City must appoint, or may by Supplemental Indenture authorize the Trustee to appoint, one or more Paying Agents for the Senior Lien Obligations of any Series in the Supplemental Indenture creating the Series or must appoint the Paying Agent or Paying Agents by ordinance or resolution of the City Council adopted before the issuance of the Senior Lien Obligations, and may at any time or from time to time appoint or authorize the Trustee to appoint one or more other Paying Agents in the manner and subject to the conditions set forth in Section 1014 for the appointment of a successor Paying Agent. The Trustee may be appointed and may act as a Paying Agent.

(b) Each Paying Agent must signify its acceptance of the duties and obligations imposed upon it by this Indenture or any Supplemental Indenture by written instrument of acceptance executed and delivered to the City and the Trustee.

(c) The principal or corporate trust offices of the Paying Agents are hereby designated as the respective agencies of the City or the Trustee, as the case may be, for the payment of the interest on and principal or Redemption Price of the Senior Lien Obligations.

Section 1003. Funds Held in Trust and Security Therefor. All moneys held by any Fiduciary, as such, at any time pursuant to the terms of this Indenture or any Supplemental Indenture must be and hereby are assigned, transferred and set over unto the Fiduciary in trust for the purposes and upon the terms and conditions of this Indenture or the Supplemental Indenture. Subject to the provisions of Section 307 as to investment of moneys held under this Indenture and thereunder, all moneys (not including securities) held by any Fiduciary, as such, may be deposited by the Fiduciary in its banking department, or with such other banks, trust companies or national banking associations, each having a place of business in the City of Chicago, as may be designated by the City and approved by the Trustee. No such funds may be deposited with any bank, trust company or national banking association, other than the Trustee, in an amount exceeding 25% of the amount which an officer of the bank, trust company or national banking association certifies to the Trustee and the City as the combined capital, surplus and undivided profits of the bank, trust company or national banking association. The Trustee and each Paying Agent must allow and credit interest on any such moneys held by it at such rate as it customarily allows upon similar moneys of similar size and under similar conditions or as required by law. Except as otherwise provided in Section 305(b), interest in respect of moneys or on securities in any Fund, Account, subfund or subaccount must be credited in each case to the Fund, Account, subfund or subaccount in which the moneys or securities are held.

Section 1004. Responsibility of Fiduciaries. The recitals of fact in this Indenture and in any Senior Lien Obligations contained must be taken as the statements of the City and no Fiduciary assumes any responsibility for their correctness. No Fiduciary makes any representation as to the validity or sufficiency of this Indenture or any Supplemental Indenture, or of any Senior Lien Obligations issued under this Indenture or thereunder, or in respect of the security afforded by this Indenture or any Supplemental Indenture, and no Fiduciary incurs any responsibility in respect of them. The Trustee or any Paying Agent is, however, responsible for its representation contained in its certificate on the Senior Lien Obligations. No Fiduciary is under any responsibility or duty with respect to the application of any moneys paid to the City or to any other Fiduciary. No Fiduciary is under any obligation or duty to perform any act which would involve it in expense or liability or to institute or defend any suit in respect of this Indenture, or to advance any of its own moneys, unless properly indemnified. No Fiduciary is liable in connection with the performance of its duties under this Indenture except for its own negligence or default.

Section 1005. Evidence on which Fiduciaries May Act. Each Fiduciary is protected in acting upon any notice, ordinance, resolution, request, consent, order, certificate, report, opinion, bond or other paper or document believed by it to be genuine, and to have been signed or presented by the proper party or parties. Each Fiduciary may consult with counsel, who may or may not be counsel to the City, and the opinion of the counsel will be full and complete authorization and protection in respect of any action taken or suffered by it under this Indenture in good faith and in accordance with it. Whenever any Fiduciary deem it necessary or desirable that a matter be proved or established before taking or suffering any action under this Indenture, including payment of moneys out of any Fund or Account, the matter (unless other evidence in respect of it is specifically prescribed in this Indenture) may be deemed to be conclusively proved and established by a Certificate of the City, and the Certificate is full warrant for any action taken or suffered in good faith under the provisions of this Indenture or any Supplemental Indenture upon the faith of it, but in its discretion the Fiduciary may in lieu of it accept other evidence of the fact or matter or may require such further or additional evidence as to it may seem reasonable. Except as otherwise expressly provided in this Indenture or any Supplemental Indenture, any request, order, notice or other direction required or permitted to be furnished pursuant to any provision of this Indenture by the City to any Fiduciary is sufficiently executed if executed in the name of the City by an Authorized Officer.

Section 1006. Compensation and Expenses. The City covenants to pay to each Fiduciary from time to time reasonable compensation for all services rendered under this Indenture or any Supplemental Indenture, and also all reasonable expenses, charges, counsel fees and other disbursements, including those of their attorneys, agents and employees incurred in and about the performance of their powers and duties under this Indenture or any Supplemental Indenture, and, except as provided in any Supplemental Indenture, the Fiduciaries have a lien therefor on any and all moneys at any time held by it under this Indenture or any Supplemental Indenture. The City further agrees to indemnify and save each Fiduciary harmless against any liabilities which it may incur in the exercise and performance of its powers and duties under this Indenture, which are not due to its negligence or default.

Section 1007. Permitted Acts and Functions. Any Fiduciary may become the Owner of Senior Lien Obligations with the same rights it would have if it were not such a Fiduciary. To

the extent permitted by law, any Fiduciary may act as depositary for, and permit any of its officers or directors to act as a member of, or in any other capacity with respect to, any committee formed to protect the rights of the Owners of Senior Lien Obligations or to effect or aid in any reorganization growing out of the enforcement of the Senior Lien Obligations, this Indenture or any Supplemental Indenture, whether or not any such committee represents the Owners of a majority in principal amount of the Senior Lien Obligations then Outstanding.

Section 1008. Resignation of Trustee. The Trustee may at any time resign and be discharged of the duties and obligations created by this Indenture by giving not less than 60 days' written notice to the City and mailing notice of the resignation, specifying the date when the resignation takes effect, to the Owners of the Senior Lien Obligations. The resignation may take effect only upon the appointment of a successor Trustee as provided in Section 1010.

Section 1009. Removal of Trustee. The Trustee must be removed by the City if at any time so requested by an instrument or concurrent instruments in writing, filed with the Trustee and the City, and signed by the Owners of a majority in principal amount of the then Outstanding Senior Lien Obligations or their attorneys-in-fact duly authorized, excluding any Senior Lien Obligations held by or for the account of the City. The City may remove the Trustee at any time, except during the existence of an Event of Default, with or without cause in the sole discretion of the City by filing with the Trustee an instrument signed by an Authorized Officer.

Section 1010. Appointment of Successor Trustee.

(a) In case at any time the Trustee resigns or is removed or becomes incapable of acting, or is adjudged a bankrupt or insolvent, or if a receiver, liquidator or conservator of the Trustee, or of its property, is appointed, or if any public officer takes charge or control of the Trustee or of its property or affairs, the City covenants and agrees that it will thereupon appoint a successor Trustee. The City covenants, within 20 days after the appointment, to cause to be mailed notice of the appointment to the Owners of the Senior Lien Obligations.

(b) If in a proper case no appointment of a successor Trustee is made pursuant to the foregoing provisions of this Section within 45 days after the Trustee has given to the City written notice, as provided in Section 1008, or after a vacancy in the office of the Trustee has occurred by reason of its removal or inability to act, the Trustee or the Owner of any Senior Lien Obligation may apply to any court of competent jurisdiction to appoint a successor Trustee. The court may thereupon, after the notice, if any, as the court may deem proper and prescribe, appoint a successor Trustee.

(c) Any Trustee appointed under the provisions of this Section in succession to the Trustee must be a bank, trust company or national banking association meeting the requirements of Section 1001.

Section 1011. Transfer of Rights and Property to Successor Trustee. Any successor Trustee appointed under this Indenture must execute, acknowledge and deliver to its predecessor Trustee, and also to the City, a written instrument of acceptance respecting the appointment, and thereupon the successor Trustee, without any further act, deed or conveyance, becomes fully

vested with all moneys, estates, properties, rights, powers, duties and obligations of the predecessor Trustee, with like effect as if originally named as Trustee; but the Trustee ceasing to act must nevertheless, on the request of the City, or of the successor Trustee, execute, acknowledge and deliver such instruments of conveyance and further assurance and do such other things as may reasonably be required for more fully and certainly vesting and confirming in the successor Trustee all the right, title and interest of the predecessor Trustee in and to any property held by it under this Indenture, and must pay over, assign and deliver to the successor Trustee any money or other property subject to the trusts and conditions set forth in this Indenture. Should any deed, conveyance or instrument in writing from the City be required by the successor Trustee for more fully and certainly vesting in and confirming to the successor Trustee any such estates, rights, powers and duties, any and all such deeds, conveyances and instruments in writing must, on request, and so far as may be authorized by law, be executed, acknowledged and delivered by the City. Any such successor Trustee must promptly notify the Paying Agents of its appointment as Trustee.

Section 1012. Merger or Consolidation. Any company into which any Fiduciary may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it is a party or any company to which any Fiduciary may sell or transfer all or substantially all of its corporate trust business, provided the company is a bank, trust company or national banking association which is qualified to be a successor to the Fiduciary under Section 1010 or Section 1014 and is authorized by law to perform all the duties imposed upon it by this Indenture and any Supplemental Indenture, will constitute the successor to the Fiduciary without the execution or filing of any paper or the performance of any further act, anything in this Indenture to the contrary notwithstanding.

Section 1013. Adoption of Authentication. In case any of the Senior Lien Obligations contemplated to be issued under this Indenture have been authenticated but not delivered, any successor Fiduciary authorized to authenticate Senior Lien Obligations may adopt the certificate of authentication of any predecessor Fiduciary so authenticating the Senior Lien Obligations and deliver the Senior Lien Obligations so authenticated, and in case any of the Senior Lien Obligations have not been authenticated, any successor Fiduciary may authenticate the Senior Lien Obligations in the name of the predecessor Fiduciary, or in the name of the successor Fiduciary, and in all such cases the certificate has the full force which the Senior Lien Obligations or this Indenture provides.

Section 1014. Resignation or Removal of Paying Agents and Appointment of Successors.

(a) Any Paying Agent may at any time resign and be discharged of the duties and obligations created by this Indenture and any Supplemental Indenture by giving at least 60 days' written notice to the City and the Trustee. Any Paying Agent may be removed at any time by an instrument filed with the Paying Agent, the Trustee and the City and signed by an Authorized Officer if the Paying Agent was appointed by the City and by the Trustee if the Paying Agent was appointed by the Trustee. Any successor Paying Agent must be appointed by the City or the Trustee and must be a bank, trust company or national banking association having the powers of a trust company, willing and able to accept the office of Paying Agent on reasonable and customary terms and

authorized by law to perform all the duties imposed upon it by this Indenture and any Supplemental Indenture.

(b) In the event of the resignation or removal of any Paying Agent, the Paying Agent must pay over, assign and deliver any moneys held by it as Paying Agent to its successor, or if there is no successor then appointed, to the Trustee. If for any reason there is no Paying Agent at any time, the Trustee must act as the Paying Agent.

Section 1015. Evidence of Signatures of Owners and Ownership of Senior Lien Obligations. Any request, consent or other instrument which this Indenture may require or permit to be signed and executed by the Owners of Senior Lien Obligations may be in one or more instruments of similar tenor, and must be signed or executed by the Owners in person or by their attorneys appointed in writing. Proof of (a) the execution of any such instrument, or of an instrument appointing any such attorney or (b) the ownership by any person of the Senior Lien Obligations, is sufficient for any purpose of this Indenture (except as otherwise in this Indenture expressly provided) if made in the following manner, but the Fiduciary may nevertheless in its discretion require further or other proof in cases where it deems it desirable:

(a) The fact and date of the execution by any Owner or his attorney of the instrument may be proved by the certificate, which need not be acknowledged or verified, of an officer of a bank or trust company satisfactory to the Fiduciary or of any notary public or other officer authorized to take acknowledgments of deeds to be recorded in the jurisdiction in which he purports to act, that the person signing the request or other instrument acknowledged to the person its execution, or by an affidavit of a witness of the execution, duly sworn to before the notary public or other officer. The authority of the person or persons executing any such instrument on behalf of a corporate owner of a Senior Lien Obligation may be established without further proof if the instrument is signed by a person purporting to be the president or vice president of the corporation with a corporate seal affixed and attested by a person purporting to be its secretary or an assistant secretary; and

(b) The ownership of Senior Lien Obligations and the amount, numbers and other identification, and its date of ownership, are proved by the registry books of the Trustee.

Any request, consent or vote of the Owner of any Senior Lien Obligation binds all future Owners of those Senior Lien Obligation (and of any Senior Lien Obligation delivered in exchange therefor or in transfer of it) in respect of anything done or suffered to be done by the City or any Fiduciary in accordance therewith.

Section 1016. Preservation and Inspection of Document. All documents received by any Fiduciary under the provisions of this Indenture must be retained in its possession and are subject at all reasonable times to the inspection of the City, any other Fiduciary and any Owner of Senior Lien Obligations and their agents and their representatives, any of whom may make copies of them.

ARTICLE XI

Miscellaneous

Section 1101. Defeasance.

(a) If the City pays or causes to be paid to the Owners of all Senior Lien Obligations the principal and interest and Redemption Price, if any, to become due thereon, at the times and in the manner stipulated in them, in this Indenture and the Supplemental Indenture and instruments creating Senior Lien Obligations, then the pledge contained in Section 204 and all other rights granted hereby are discharged and satisfied. In that event, the Trustee must, upon the request of the City, execute and deliver to the City all such instruments as may be desirable to evidence the discharge and satisfaction and the Fiduciaries must pay over or deliver to the City all Accounts, Funds and other moneys or securities held by them pursuant to this Indenture and the Supplemental Indentures which are not required for payment or redemption of Senior Lien Obligations not theretofore surrendered for payment or redemption.

(b) Senior Lien Obligations or interest installments for the payment or redemption of which funds have been set aside and held in trust by Fiduciaries (through deposit by the City of moneys for the payment or redemption or otherwise) are, at the maturity or upon the date upon which the Senior Lien Obligations have been duly called for their redemption, deemed to have been paid within the meaning and with the effect expressed in subsection (a) of this Section. Senior Lien Obligations are, before their maturity or redemption date, deemed to have been paid within the meaning and with the effect expressed in subsection (a) of this Section if (i) in case any of the Senior Lien Obligations are to be redeemed on any date before their maturity, the City has taken all action necessary to call the Senior Lien Obligations for redemption and notice of the redemption has been duly given or provision satisfactory to the Trustee has been made for the giving of such notice, (ii) there have been deposited with the Trustee for that purpose either moneys in an amount which is sufficient, or Federal Obligations the principal of and the interest on which when due (without reinvestment) will provide moneys which, together with the moneys, if any, deposited with the Trustee at the same time, are sufficient, to pay when due the principal or Redemption Price, if any, and interest due and to become due on the Senior Lien Obligations on and before their redemption date or maturity date, as the case may be, and (iii) if the Senior Lien Obligations are not by their terms subject to redemption within the next succeeding 45 days, the City has given the Trustee, in form satisfactory to it, irrevocable instructions to mail as soon as practicable, a notice to the Owners of the Senior Lien Obligations that the deposit required by clause (i) above has been made with the Trustee and that the Senior Lien Obligations are deemed to have been paid in accordance with this Section, and stating the maturity or redemption date upon which moneys are to be available for the payment of the principal or Redemption Price, if any, of, and accrued interest on, the Senior Lien Obligations. Neither the Federal Obligations or moneys deposited with the Trustee pursuant to this Section nor principal or interest payments on any such Federal Obligations may be withdrawn or used for any purpose other than, and must be held in trust for, the payment of the principal or Redemption Price, if any, of and interest on the

Senior Lien Obligations; but any cash received from the principal or interest payments on the Federal Obligations deposited with the Trustee, if not then needed for the purpose, must, to the extent practicable, be reinvested in Federal Obligations maturing at times and in amounts sufficient to pay when due the principal or Redemption Price, if any, of, and interest due and to become due on, the Senior Lien Obligations on and before their redemption date or maturity date, as the case may be, and interest earned from those reinvestments must be paid over to the City, as received by the Trustee, free and clear of any trust, assignment, lien or pledge.

(c) No defeasance of a Senior Lien Obligation that is to be paid more than 45 days after the date of the deposit referred to in clause (b) (ii) of this Section shall be effective until the Trustee shall have received a verification report signed by an Independent Accountant that the Federal Obligations and moneys to be deposited for such purpose are sufficient to pay the principal and Redemption Price of, and interest on, all Bonds with respect to which provision for payment is to be made pursuant to this Section by virtue of the deposit of such Federal Obligations and moneys.

Section 1102. Funds Held for Particular Senior Lien Obligations.

(a) The amounts held by any Fiduciary for the payment of the interest, principal or Redemption Price or accrued interest due on any date with respect to particular Senior Lien Obligations must, on and after that date and pending that payment, be set aside on its books and held in trust by it for the Owners of the Senior Lien Obligations entitled to them and for the purposes of this Indenture, the interest, principal or Redemption Price, after their due date, will no longer be considered to be unpaid.

(b) If, through the deposit of moneys by the City or otherwise, the Fiduciaries hold, pursuant to this Indenture, moneys sufficient to pay the principal and interest to maturity on all Outstanding Senior Lien Obligations, or in the case of Senior Lien Obligations in respect of which the City has taken all action necessary to redeem before maturity, sufficient to pay the Redemption Price and interest to the redemption date, then at the request of the City all moneys held by any Paying Agent must be paid over to the Trustee and, together with other moneys held by it under this Indenture, must be held by the Trustee for the payment or redemption of Outstanding Senior Lien Obligations.

(c) Unless otherwise specified in any Supplemental Indenture securing Senior Lien Obligations, anything in this Indenture to the contrary notwithstanding, any moneys held by a Fiduciary in trust for the payment and discharge of any of the Senior Lien Obligations which remain unclaimed for six years after the date when all of the Senior Lien Obligations have become due and payable, either at their stated maturity dates or by call for earlier redemption, if the moneys were held by the Fiduciary at that date, or for six years after the date of deposit of the moneys if deposited with the Fiduciary after the date when all of the Senior Lien Obligations became due and payable, must, at the written request of the City, be repaid by the Fiduciary to the City, as its absolute property and free from trust, and the Fiduciary is thereupon released and discharged.

Section 1103. No Recourse Under Indenture or on Senior Lien Obligations. All covenants, stipulations, promises, agreements and obligations of the City contained in this Indenture or any Supplemental Indenture are deemed to be the covenants, stipulations, promises, agreements and obligations of the City and not of any officer or employee of the City in his individual capacity, and no recourse is available for the payment of the principal or Redemption Price of or interest on the Senior Lien Obligations or for any claim based thereon or on this Indenture or any Supplemental Indenture against any officer or employee of the City or any natural person executing the Senior Lien Obligations.

Senior Lien Obligations shall be limited obligations payable exclusively from the Senior Lien Revenues and certain other moneys and securities held by the Trustee as provided in this Indenture. The general fund of the City is not liable, and the credit or taxing power of the City is not pledged, for the payment of the Senior Lien Obligations or interest thereon. The Owners of the Senior Lien Obligations shall not have the right to compel the exercise of the taxing power of the City or the forfeiture of any property of the City.

Section 1104. Rights of Bond Insurer. The issuer of a municipal bond insurance policy with respect to any Senior Lien Obligations is deemed to be the sole Owner of the Senior Lien Obligations for purposes of approving amendments to this Indenture (other than certain amendments that require the consent of each affected Owner or the consent of the Trustee), exercising remedies upon the occurrence of a default under this Indenture, providing specific approvals, consents or waivers or instruments of similar purpose, and to the extent the insurer is deemed to be the sole Owner for such purposes, the rights of the Owners of the Senior Lien Obligations shall be abrogated.

Section 1105. Notices. Except as otherwise provided in this Indenture, all notices, certificates or other communications under this Indenture are sufficiently given and are deemed given to the parties required under this Indenture to receive the notice, certificate or communication when mailed by registered mail, postage prepaid, addressed as follows:

If to the City: City of Chicago
 Office of Chief Financial Officer
 33 North LaSalle Street
 6th Floor
 Chicago, IL 60602
 Attention: Chief Financial Officer

With a copy to: City of Chicago
 Chicago Department of Aviation
 10510 West Zemke Road
 Chicago, IL 60666
 Attention: Commissioner of the Chicago Department of Aviation

If to the Trustee: U.S. Bank National Association
 209 South LaSalle Street
 Chicago, Illinois 60604
 Attention: Corporate Trust Administration

In case by reason of the suspension of mail service, it is impracticable to give notice by mail of any event to the owners of any Senior Lien Obligations, to the City, to the Trustee, to any Paying Agent or to any other person to whom the notice is required to be mailed by the provisions of any Supplemental Indenture, then any manner of giving the notice as is satisfactory to the Trustee is deemed to be sufficient giving of notice.

Section 1106. Pending Amendment. All consents to the 2010 Amendment obtained prior to the execution and delivery of this Indenture shall be fully effective as if given under this Indenture.

Section 1107. Counterparts. This Indenture may be simultaneously executed in several counterparts, each of which is an original and all of which constitutes but one and the same instrument.

Section 1108. Applicable Law. This Indenture is governed exclusively by and construed in accordance with the laws of the State of Illinois applicable to contracts made and to be performed in the State of Illinois.

SIGNED AND SEALED in the City's name and on its behalf by its Chief Financial Officer and attested by its City Clerk, and, to evidence its acceptance of the trusts hereby created, SIGNED AND SEALED in the Trustee's name and on its behalf by one of its Authorized Signatories and be attested by one of its Authorized Signatories, all as of the _____ day of _____, 2012.

CITY OF CHICAGO

By _____
Chief Financial Officer

(SEAL)

Attest:

By _____
City Clerk

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

By _____
Authorized Signatory

(SEAL)

Attest:

By _____
Authorized Signatory

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Barclays Capital, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party:

Barclays Capital, Inc.

190 S LaSalle Street, 27th Floor

Chicago IL 60603

C. Telephone: (312) 609-8508

Fax: (212) 520-0818

Email: carole.brown@barcap.com

D. Name of contact person: Carole Brown

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other under the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

City of Chicago Chicago-O'Hare International Airport General Airport Revenue Bonds,

Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # N/A and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

State of Incorporation is Connecticut

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

See Attachment I

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Barclays Group US, Inc.	100 South West Street Wilmington, DE 19801	100% Direct
Barclays Bank PLC	745 Seventh Avenue New York, NY 10019	100% Indirect
Barclays PLC	745 Seventh Avenue New York, NY 10019	100% Indirect

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

N/A

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

"Given the global and diverse nature of the operations of Barclays PLC and its subsidiaries, including the Applicant, and the period covered by the warranty, the Applicant may from time to time have been informed of, or subject to:

(a) legal proceedings; and

(b) censures and/or fines by regulators for breaches of regulatory requirements, in the jurisdictions in which it operates.

We are nevertheless not aware of any instances directly applicable to this application or that would affect the fit and proper standing of the Applicant or its ability to perform its obligations under the contract."

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

____ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 x 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

See Attachment II which reflects findings to date.

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☒ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☒ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☒ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☒ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Barclays Capital, Inc.

(Print or type name of Disclosing Party)

By:

(Sign here)

Carole Brown

(Print or type name of person signing)

Managing Director

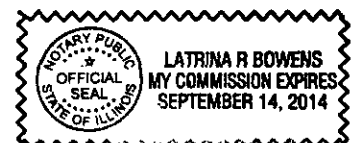
(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2012,
at Cook County, Illinois (state).

Latrina R. Bowens

Notary Public.

Commission expires: 9-14-2014.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Attachment I

BARCLAYS CAPITAL, INC.

(Directors and Officers)

Officers	Title
Jerry del Missier	Chief Executive Officer
Gerard S. LaRocca	President
Martin Kelly	Chief Financial Officer
Alastair Blackwell	Chief Operations Officer
Christopher Weidler	Controller and Vice President
John Trohan	Treasurer and Vice President
Philip Jacobs	Tax Officer and Vice President
Barbara Keller	Chief Compliance Officer
Carmen Menendez-Puerto	Chief Compliance Officer
Allen Meyer	Chief Compliance Officer
Lee Guy	Chief Risk Officer
Michael Crowl	Chief Legal Officer
Donald Gershuny	Chief Legal Officer
Alan B. Kaplan	Secretary

Directors	Title
Jerry del Missier	
Lee Guy	
Martin Kelly	
Gerard S. LaRocca	Chairman
Ian Lowitt	
Michael Montgomery	
Joseph Regan	
John Trohan	

Attachment II

BARCLAYS CAPITAL, INC.

(Certification Statement)

“Barclays Bank” was founded in 1690 by John Freame and Thomas Gould as a trading company under the name “Goldsmith” in London, England. Through the process of acquisitions, the trading company evolved into a bank. In 1736, James Barclay, the son-in-law of John Freame, became a partner in the business. Eventually, in the second half of the 18th century, David Barclay the Younger joined the partnership as well. Research of certain Applicant records, supplemented by the work of a newly-retained third-party historical research firm, shows that David Barclay the Younger acquired a plantation in payment for a debt in Jamaica and became the owner of thirty-two slaves. In anticipation of their emancipation, Mr. Barclay sent the slaves to Philadelphia, Pennsylvania, where they were given crafts training. A record of the names of twenty-eight of the freed slaves has been found and contained the following references:

London (age 40-45), Bacchus (age 20-25), Simon (age 24-26), John (age 30-35), Kingston (age 23-25), Mintas (age 32-36), Nancy (approximate age 24), Dido (age 24), Bathsheba (age 34-36), Patience (age 30-34), Amelia (age 26-30), Clarissa (approximate age 35), Nancy (age 26), Sabina (age 40), Juba (age 14), Phillis (age 22), Charles (age 15), Prince (age 14), Yano (age 14), Toby (age 14), Wiltshire (age 11), Sancho (age 10), Mingo (age 10), October (age 8), Quashie (age 7), Caesar (age 6), Charlotte (age 4), and Sukey (age 3).

There is also historical evidence that during the 1700s, David Barclay the Younger, a Quaker, formed a committee of London Quakers to oppose the slave trade and subsequently became involved with the committee in taking the Quaker anti-slave trade message rationale within the United Kingdom. In a 1795 manumission document the aforementioned slaves were “liberated, enfranchised, manumitted and forever set free”.

In 1896, the company became Barclay and Company Limited which subsequently became Barclays Bank PLC. Barclays has been in existence for in excess of 318 years and thus, part of its existence would have been during the slavery era. In this historical context, entities acquired during this period may have had investments or profits from the slave industry. Slavery was a heinous period in the history of both the United States and United Kingdom and, indeed, the whole world. Without reservation, Barclays condemns this industry. A third party historical research firm has been hired to assist in record research. If additional records indicating the identities of entities or persons with whom predecessor entities or owners conducted slave related business in the United States are discovered by our historical consultant, a supplement to this Economic Disclosure Statement and Affidavit regarding such information will be filed.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Barclays Group US, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Barclays Capital, Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 100 South West Street Wilmington, DE 19801

C. Telephone: (312) 609-8508 Fax: (212) 520-0818 Email: carole.brown@barcap.com

D. Name of contact person: Carole Brown

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other underlying "Matter" to which this EDS pertains. (Include project number and location of property, if applicable):

City of Chicago Chicago-O'Hare International Airport General Airport Revenue Bonds,
Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # N/A and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

State of Incorporation is Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

See Attachment I

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Barclays Bank PLC	745 Seventh Ave New York, NY 10019	100% Direct
Barclays PLC	745 Seventh Ave New York, NY 10019	100% Indirect

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrears on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

Given the global and diverse nature of the operations of Barclays PLC and its subsidiaries, including the Disclosing Party, and the period covered by the warranty, the Disclosing Party may from time to time have been informed of, or subject to:

- (a) legal proceedings; and
- (b) censures and/or fines by regulators for breaches of regulatory requirements, in the jurisdictions in which it operates.

We are nevertheless not aware of any instances directly applicable to this application or that would affect the fit and proper standing of the Applicant or its ability to perform its obligations under the contract.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

____ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 x 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

See Attachment II which reflects findings to date.

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☒ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

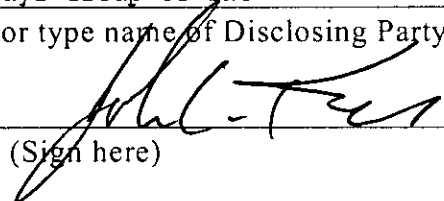
F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

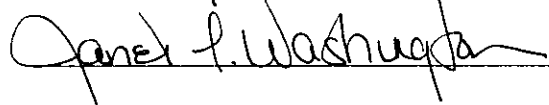
Barclays Group US Inc
(Print or type name of Disclosing Party)

By: 
(Sign here)

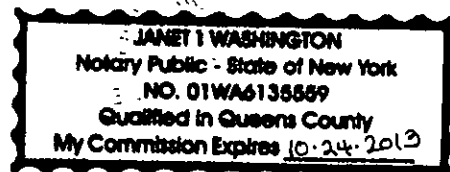
John Trohan
(Print or type name of person signing)

Managing Director, Head of Americas Treasury
(Print or type title of person signing)

Signed and sworn to before me on (date) Feb. 9, 2012,
at New York County, New York (state).

 Notary Public.

Commission expires: 10-24-2013.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Attachment I

BARCLAYS GROUP US, INC

(Directors and Officers)

Officers

Gerard S. LaRocca	Chairman and CEO
Michael Montgomery	President
Martin Kelly	CFO
John Trohan	Treasurer and Vice President
Christopher Weidler	Controller and Vice President
Philip Jacobs	Vice President and Tax Director
Alan B. Kaplan	Secretary
Bret Ganis	Assistant Secretary
Jessica Weiner	Assistant Secretary
Mary Yeager	Assistant Secretary
Mary A. Byrne	Vice President
Alysse McLoughlin	Vice President
Barry O'Brien	Vice President
Theresa Riley	Vice President
Bonnie Tellgmann	Vice President

Directors

Philip Jacobs
Alan B. Kaplan
Martin Kelly
Gerard S. LaRocca
Michael Montgomery
John Trohan

Attachment II

BARCLAYS GROUP US, INC

(Certification Statement)

“Barclays Bank” was founded in 1690 by John Freame and Thomas Gould as a trading company under the name “Goldsmith” in London, England. Through the process of acquisitions, the trading company evolved into a bank. In 1736, James Barclay, the son-in-law of John Freame, became a partner in the business. Eventually, in the second half of the 18th century, David Barclay the Younger joined the partnership as well. Research of certain Applicant records, supplemented by the work of a newly-retained third-party historical research firm, shows that David Barclay the Younger acquired a plantation in payment for a debt in Jamaica and became the owner of thirty-two slaves. In anticipation of their emancipation, Mr. Barclay sent the slaves to Philadelphia, Pennsylvania, where they were given crafts training. A record of the names of twenty-eight of the freed slaves has been found and contained the following references:

London (age 40-45), Bacchus (age 20-25), Simon (age 24-26), John (age 30-35), Kingston (age 23-25), Mintas (age 32-36), Nancy (approximate age 24), Dido (age 24), Bathsheba (age 34-36), Patience (age 30-34), Amelia (age 26-30), Clarissa (approximate age 35), Nancy (age 26), Sabina (age 40), Juba (age 14), Phillis (age 22), Charles (age 15), Prince (age 14), Yano (age 14), Toby (age 14), Wiltshire (age 11), Sancho (age 10), Mingo (age 10), October (age 8), Quashie (age 7), Caesar (age 6), Charlotte (age 4), and Sukey (age 3).

There is also historical evidence that during the 1700s, David Barclay the Younger, a Quaker, formed a committee of London Quakers to oppose the slave trade and subsequently became involved with the committee in taking the Quaker anti-slave trade message rationale within the United Kingdom. In a 1795 manumission document the aforementioned slaves were “liberated, enfranchised, manumitted and forever set free”.

In 1896, the company became Barclay and Company Limited which subsequently became Barclays Bank PLC. Barclays has been in existence for in excess of 318 years and thus, part of its existence would have been during the slavery era. In this historical context, entities acquired during this period may have had investments or profits from the slave industry. Slavery was a heinous period in the history of both the United States and United Kingdom and, indeed, the whole world. Without reservation, Barclays condemns this industry. A third party historical research firm has been hired to assist in record research. If additional records indicating the identities of entities or persons with whom predecessor entities or owners conducted slave related business in the United States are discovered by our historical consultant, a supplement to this Economic Disclosure Statement and Affidavit regarding such information will be filed.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Barclays Bank PLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Barclays Capital Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party:

745 Seventh Avenue New York, NY 10019

c/o Public Finance at Barclays Capital

C. Telephone: (312) 609-8508

Fax: (212) 520-0818

Email: carole.brown@barcap.com

D. Name of contact person: Carole Brown

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

City of Chicago Chicago-O'Hare International Airport General Airport Revenue Bonds,
Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # N/A and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input checked="" type="checkbox"/> Other (please specify) |

Public Limited Company registered under England and Wales

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

See A1 above

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

See Attachment I "2010 Annual Report" for the Directors and/or Executive Officers

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Barclays PLC	745 Seventh Avenue New York NY 10019	100% Direct

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

"Given the global and diverse nature of the operations of Barclays PLC and its subsidiaries, including the Disclosing Party, and the period covered by the warranty, the Disclosing Party may from time to time have been informed of, or subject to:

- (a) legal proceedings; and
- (b) censures and/or fines by regulators for breaches of regulatory requirements, in the jurisdictions in which it operates.

We are nevertheless not aware of any instances directly applicable to this application or that would affect the fit and proper standing of the Applicant or its ability to perform its obligations under the contract."

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

____ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 x 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

See Attachment II which reflects findings to date.

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☒ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Barclays Bank PLC

(Print or type name of Disclosing Party)

By: 

(Sign here)

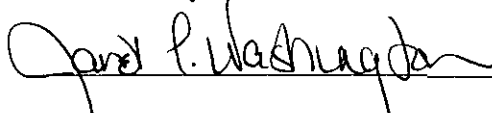
John Trohan

(Print or type name of person signing)

Managing Director, Head of Americas Treasury

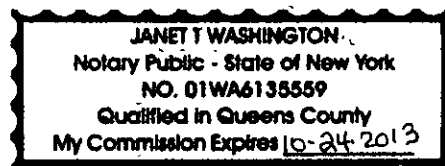
(Print or type title of person signing)

Signed and sworn to before me on (date) FEB. 9, 2012,
at New York County, New York (state).



Notary Public.

Commission expires: 10-24-2013.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Attachment I

BARCLAYS BANK PLC

(Directors and /or Executive Officers)

Delivering on our
promises

Barclays Bank PLC
Annual Report
2010

barclays.com/annualreport10



Directors and Officers and Statement of Directors' responsibilities for accounts

Current Directors and Officers

Marcus Agius – Group Chairman

Executive Directors

Bob Diamond – Chief Executive

Chris Lucas – Group Finance Director

Non-executive Directors

Sir Richard Broadbent – Deputy Chairman

David Booth

Alison Carnwath

Fulvio Conti

Simon Fraser

Reuben Jeffery III

Sir Andrew Likierman

Dambisa Moyo

Sir Michael Rake

Sir John Sunderland

Current Executive Officers	Executive Officer	Since
Bob Diamond	Chief Executive	1997
Chris Lucas	Group Finance Director	2007
Jerry del Missier	Co-Chief Executive of Barclays Capital and Co-Chief Executive of Corporate and Investment Banking	2009
Mark Harding	Group General Counsel	2009
Antony Jenkins	Chief Executive, Global Retail Banking	2009
Tom Kalais	Chief Executive, Barclays Wealth	2009
Robert Le Blanc	Chief Risk Officer	2009
Maria Ramos	Chief Executive, Absa	2009
Rich Ricci	Co-Chief Executive of Barclays Capital and Co-Chief Executive of Corporate and Investment Banking	2009
Cathy Turner ^a	Barclays Human Resources Director	2009

Current Executive Officers	Executive Officer	Since
Lawrence Dickinson	Joint Secretary	2002
Patrick Gonsalves	Joint Secretary	2002
John Worth ^b	Group Financial Controller	2011

Going concern

The Group's business activities and financial position, the factors likely to affect its future development and performance and its objectives and policies in managing the financial risks to which it is exposed and its capital are discussed in the Business Review.

The Directors have assessed, in the light of current and anticipated economic conditions, the Group's ability to continue as a going concern. The Directors confirm they are satisfied that the Company and the Group have adequate resources to continue in business for the foreseeable future. For this reason, they continue to adopt the 'going concern' basis for preparing accounts.

Statement of Directors' responsibilities for accounts

The following statement, which should be read in conjunction with the Auditors' report set out on page 72, is made with a view to distinguishing for shareholders the respective responsibilities of the Directors and of the auditors in relation to the accounts.

The Directors are required by the Companies Act 2006 to prepare accounts for each financial year and, with regards to Group accounts, in accordance with Article 4 of the IAS Regulation. The Directors have prepared individual accounts in accordance with IFRS as adopted by the European Union. The accounts are required by law and IFRS to present fairly the financial position of the Company and the Group and the performance for that period. The Companies Act 2006 provides, in relation to such accounts, that references to accounts giving a true and fair view are references to fair presentation.

The Directors consider that, in preparing the accounts on pages 74 to 79, and the additional information contained on pages 80 to 166, the Group has used appropriate accounting policies, supported by reasonable judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The Directors have responsibility for ensuring that the Company and the Group keep accounting records which disclose with reasonable accuracy the financial position of the Company and the Group and which enable them to ensure that the accounts comply with the Companies Act 2006.

The Directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

Disclosure controls and procedures

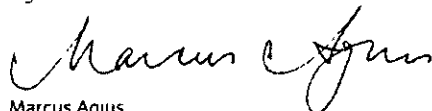
The Chief Executive, Bob Diamond, and the Group Finance Director, Chris Lucas, conducted with Group Management an evaluation of the effectiveness of the design and operation of the Group's disclosure controls and procedures as at 31st December 2010, which are defined as those controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the US Securities Exchange Act of 1934 is recorded, processed, summarised and reported within the time periods specified in the US Securities and Exchange Commission's rules and forms. As of the date of the evaluation, the Chief Executive and Group Finance Director concluded that the design and operation of these disclosure controls and procedures were effective.

The Directors confirm to the best of their knowledge that:

(a) The financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of Barclays Bank PLC and the undertakings included in the consolidation taken as a whole, and

(b) The management report, which is incorporated into the Directors Report on pages 68 to 69, includes a fair review of the development and performance of the business and the position of Barclays Bank PLC and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

Signed on behalf of the Board



Marcus Agius
Group Chairman
10th March 2011

Registered in England. Company No 1026167

Notes

^a Cathy Turner will leave the Group at the end of March 2011.

^b John Worth held the position of Interim Group Financial Controller during 2010.

Attachment II

BARCLAYS BANK PLC

(Certification Statement)

"Barclays Bank" was founded in 1690 by John Freame and Thomas Gould as a trading company under the name "Goldsmith" in London, England. Through the process of acquisitions, the trading company evolved into a bank. In 1736, James Barclay, the son-in-law of John Freame, became a partner in the business. Eventually, in the second half of the 18th century, David Barclay the Younger joined the partnership as well. Research of certain Applicant records, supplemented by the work of a newly-retained third-party historical research firm, shows that David Barclay the Younger acquired a plantation in payment for a debt in Jamaica and became the owner of thirty-two slaves. In anticipation of their emancipation, Mr. Barclay sent the slaves to Philadelphia, Pennsylvania, where they were given crafts training. A record of the names of twenty-eight of the freed slaves has been found and contained the following references:

London (age 40-45), Bacchus (age 20-25), Simon (age 24-26), John (age 30-35), Kingston (age 23-25), Mintas (age 32-36), Nancy (approximate age 24), Dido (age 24), Bathsheba (age 34-36), Patience (age 30-34), Amelia (age 26-30), Clarissa (approximate age 35), Nancy (age 26), Sabina (age 40), Juba (age 14), Phillis (age 22), Charles (age 15), Prince (age 14), Yano (age 14), Toby (age 14), Wiltshire (age 11), Sancho (age 10), Mingo (age 10), October (age 8), Quashie (age 7), Caesar (age 6), Charlotte (age 4), and Sukey (age 3).

There is also historical evidence that during the 1700s, David Barclay the Younger, a Quaker, formed a committee of London Quakers to oppose the slave trade and subsequently became involved with the committee in taking the Quaker anti-slave trade message rationale within the United Kingdom. In a 1795 manumission document the aforementioned slaves were "liberated, enfranchised, manumitted and forever set free".

In 1896, the company became Barclay and Company Limited which subsequently became Barclays Bank PLC. Barclays has been in existence for in excess of 318 years and thus, part of its existence would have been during the slavery era. In this historical context, entities acquired during this period may have had investments or profits from the slave industry. Slavery was a heinous period in the history of both the United States and United Kingdom and, indeed, the whole world. Without reservation, Barclays condemns this industry. A third party historical research firm has been hired to assist in record research. If additional records indicating the identities of entities or persons with whom predecessor entities or owners conducted slave related business in the United States are discovered by our historical consultant, a supplement to this Economic Disclosure Statement and Affidavit regarding such information will be filed.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Barclays PLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Barclays Capital, Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party:

745 Seventh Avenue, New York, NY 10019

C/O Public Finance at Barclays Capital

C. Telephone: (312) 609-8508 Fax: (212) 520-0818 Email: carole.brown@barcap.com

D. Name of contact person: Carole Brown

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other un_____ as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

City of Chicago Chicago-O'Hare International Airport General Airport Revenue Bonds,
Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # N/A and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input checked="" type="checkbox"/> Other (please specify) |

Public Limited Company registered under England and Wales

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

See A1 above

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

See Attachment I "2010 Annual Report" for the Directors and/or Executive Officers

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
N/A		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

"Given the global and diverse nature of the operations of the Disclosing Party and the period covered by the warranty, the Disclosing Party may from time to time have been informed of, or subject to:

(a) legal proceedings; and

(b) censures and/or fines by regulators for breaches of regulatory requirements, in the jurisdictions in which it operates.

We are nevertheless not aware of any instances directly applicable to this application or that would affect the fit and proper standing of the Applicant or its ability to perform its obligations under the contract."

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

____ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 x 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

See Attachment II which reflect findings to date

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☒ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Barclays PLC
(Print or type name of Disclosing Party)

By: [Signature]
(Sign here)

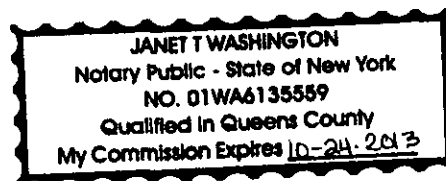
Robert M. Taylor, as agent
(Print or type name of person signing)

Managing Director
(Print or type title of person signing)

Signed and sworn to before me on (date) FEB. 9, 2012,
at NEW YORK County, NEW YORK (state).

Janet I. Washington Notary Public.

Commission expires: 10-24-2013.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Attachment I

BARCLAYS PLC

(Directors and /or Executive Officers)

Delivering on
our promises

Barclays PLC
Annual Report
2010

barclays.com/annualreport10



Leadership and governance

Board of Directors



Marcus Agius (64)
Group Chairman



Bob Diamond (59)
Chief Executive,
Executive Director



Sir Richard Broadbent (57)
Deputy Chairman and
Senior Independent Director



David Booth (56)
Non-executive Director

Biography

Marcus' extensive background in banking began at Lazard where he worked from 1972 to 2006, latterly as Chairman of Lazard in London and Deputy Chairman of Lazard LLC. He is currently Chairman of the British Bankers' Association, Senior Independent Director of the British Broadcasting Corporation (BBC) and Chairman of the Trustees of The Royal Botanic Gardens. Marcus is also a Business Ambassador for UK Trade and Investment, a member of the Advisory Council of TheCityUK, and a member of the Takeover Panel. He was formerly Chairman of BAA plc, a position he held from 2002 until 2006.

Bob became Chief Executive on 1st January 2011. Previously, he was President of Barclays PLC and Chief Executive of Corporate & Investment Banking and Wealth Management, comprising Barclays Capital, Barclays Corporate and Barclays Wealth. Before joining Barclays, Bob was Vice Chairman and Head of Global Fixed Income and Foreign Exchange at CS First Boston, where he was also a member of the Executive Board and Operating Committee. Prior to this, he was Managing Director and Head of Fixed Income Trading at Morgan Stanley International, spending 13 years with the firm. Bob is a non-executive Director of BlackRock, Inc.

Sir Richard has experience of both the private and public sector having worked in high-level banking roles and the Civil Service. He was the Executive Chairman of HM Customs and Excise from 2000 to 2003. Formerly he was a member of the Group Executive Committee of Schroders PLC and a non-executive Director of the Securities Institute. He was Chairman of Arriva PLC until August 2010.

David manages his own venture capital investments, having retired from the Management Committee of Morgan Stanley in 1997. David was employed by Morgan Stanley from 1982 to 1992, and again from 1995 to 1997 where he held various key positions, including Head of Government Bond Trading, Head of Mortgage Trading, Sales and Finance and Head of Global Operations and Technology.

Term of office

Marcus joined the Board in September 2006 as a non-executive Director and was appointed Chairman on 1st January 2007. Marcus was last re-elected by shareholders at the AGM in 2010.

Bob was appointed President and became an executive Director in June 2005. He has been a member of the Barclays Executive Committee since September 1997. Bob was last re-elected by shareholders at the AGM in 2009.

Sir Richard joined the Board in September 2003. Appointed Senior Independent Director on 1st September 2004 and Deputy Chairman on 16 July 2009. Sir Richard was last re-elected by shareholders at the AGM in 2010.

David joined the Board in May 2007. David was last re-elected by shareholders at the AGM in 2010.

Independent

On appointment

No

Yes

Yes

External appointments

Chairman of the British Bankers' Association since 2010. Senior Independent Director of the BBC since 2006. Member of the Executive Committee of the Institut International D'Etudes Bancaires. Business Ambassador for UK Trade and Investment. Member of the Advisory Council of TheCityUK. Member of the Takeover Panel. Chairman of the Trustees of the Royal Botanic Gardens, Kew. Chairman of The Foundation and Friends of the Royal Botanic Gardens, Kew. Chairman of Lazard in London and Deputy Chairman of Lazard LLC until 2006. Chairman of BAA plc until 2006.

Non-executive Director of BlackRock, Inc. Chairman, Board of Trustees of Colby College, Waterville, Maine. Chairman, Old Vic Productions Plc. Trustee, The Mayor's Fund for London. Member of the Advisory Board, Judge Business School at Cambridge University. Board Member, The Diamond Family Foundation. Member of International Advisory Board, British-American Business Council. Life Member of The Council on Foreign Relations. Member of The International Advisory Board, The Atlantic Council.

Chairman of Arriva PLC until 2010. Trustee of Relate since 2011. Executive Chairman of HM Customs and Excise until 2003. Former Group Executive Committee member of Schroders PLC. Non-executive Director of the Securities Institute until 1995.

Director of East Ferry Investors, Inc. Various positions at Morgan Stanley & Co. until 1997. Director of the Discount Corporation of New York until 1993.

Committee membership

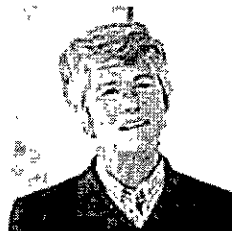
Chairman of the Board Corporate Governance and Nominations Committee since January 2007. Member of the Board Remuneration Committee since January 2007.

Chairman of the Board Remuneration Committee since January 2007 (member since April 2004). Member of the Board Corporate Governance and Nominations Committee since September 2004. Former member of the Board Risk Committee (April 2004 until September 2010), which he chaired between January 2006 and December 2009.

Chairman of the Board Risk Committee since January 2010 (member since January 2008). Member of the Board Corporate Governance and Nominations Committee since January 2010.

Leadership and governance

Board of Directors continued



Alison Carnwath (58)
Non-executive Director



Fulvio Conti (63)
Non-executive Director



Simon Fraser (51)
Non-executive Director



Reuben Jeffery III (57)
Non-executive Director

Biography

Alison worked in investment banking and corporate finance for 20 years from 1980 to 2000, before pursuing a portfolio career. During her career, Alison became a director of J. Henry Schroder Wagg & Co, where she worked for 10 years. Alison also held the positions of a senior partner of Phoenix Securities and Managing Director, New York at Donaldson, Lufkin & Jenrette. Alison has wide board level experience and is currently non-executive Chairman of Land Securities Group PLC, Senior Independent Director at Man Group plc, non-executive Director of Paccar Inc, and non-executive Chairman of ISIS EP LLP.

Fulvio is currently Chief Executive Officer and General Manager of Enel SpA, the Italian energy group, where he was previously Chief Financial Officer from 1999-2005. Fulvio has held a number of high-level financial roles, including Chief Financial Officer and General Manager of Telecom Italia and General Manager and Chief Financial Officer of Ferrovie dello Stato. He was also head of the accounting, finance, and control department of Montecatini and was in charge of finance at Montedison-Compart. He has held positions in finance and operations in various affiliates of Mobil Oil Corporation in Italy and Europe.

Simon has extensive experience of the institutional fund management industry, having worked at Fidelity International from 1981 to 2008, latterly as President of the Investment Solutions Group and President of the Retirement Institute. Simon held a number of positions during his career at Fidelity International, including President, European & UK Institutional Business, Global Chief Investment Officer, Chief Investment Officer for Asia Pacific and Chief Investment Officer of the European Investment Group. Simon remains a director of Fidelity European Values PLC and Fidelity Japanese Values PLC. He was appointed as the Chairman of Foreign & Colonial Investment Trust PLC and Chairman of The Merchants Trust in May 2010.

Reuben is currently the Chief Executive Officer of Rockefeller & Co., Inc., a member of the Advisory Board of TASC Inc and of TowerBrook Capital Partners LP and Senior Adviser at the Center for Strategic & International Studies in Washington, D.C. He previously served in the US government as Under Secretary of State for Economic, Energy and Agricultural Affairs (2007-2009). Prior to joining the Department of State, Reuben was the Chairman of the Commodity Futures Trading Commission. He spent eighteen years at Goldman, Sachs & Co between 1983-2001 where he was managing partner of Goldman Sachs in Paris and led the firm's European Financial Institutions Group in London.

Term of office

Alison joined the Board on 1st August 2010.

Fulvio joined the Board in April 2006. Fulvio was last re-elected by shareholders at the AGM in 2009.

Simon joined the Board in March 2009. Simon was last re-elected by shareholders at the AGM in 2009.

Reuben joined the Board in July 2009. Reuben was last re-elected by shareholders at the AGM in 2010.

Independent

Yes

Yes

Yes

Yes

External appointments

Non-executive Director of CforC Ltd. Non-executive Chairman of Land Securities Group PLC since November 2008. Senior Independent Director at Man Group plc. Non-executive Director of Paccar Inc. Non-executive Chairman of ISIS EP LLP.

Chief Executive of Enel SpA since 2005. Director of ENDESA SA since June 2009. Director of AON Corporation since January 2008. Chief Financial Officer and General Manager of Telecom Italia until 1999. General Manager and Chief Financial Officer of Ferrovie dello Stato until 1998.

Director of Fidelity European Values PLC since July 2002. Director of Fidelity Japanese Values PLC since May 2000. Chairman of The Merchants Trust PLC since May 2010. Chairman of Foreign & Colonial Investment Trust PLC since May 2010.

Chief Executive Officer of Rockefeller & Co., Inc. since September 2010. Senior Adviser at the Center for Strategic & International Studies, Washington D.C. Member of the Advisory Board of TASC Inc. Member of the Advisory Board of TowerBrook Capital Partners LP. Director of Transatlantic Holdings Inc. since May 2010.

Committee membership

Member of the Board Audit Committee since October 2010. Member of the Board Remuneration Committee since October 2010.

Member of the Board Audit Committee since September 2006.

Member of the Board Audit Committee since May 2009. Member of the Board Remuneration Committee since May 2009.

Member of Board Risk Committee since January 2010.



Sir Andrew Luker (67)
Non-executive Director

Sir Andrew is the Chairman of the National Audit Office, having held a number of public roles in the financial services sector, including Managing Director, Financial Management, Reporting and Audit and Head of the Government Accountancy Service at HM Treasury and non-executive Director of the Bank of England. Sir Andrew is also Dean of the London Business School. He has been at the London Business School from 1974-1976, 1979-1993 and since 2004.

Sir Andrew joined the Board in September 2004. Sir Andrew was last re-elected by shareholders at the AGM in 2010.

Yes

Dean of the London Business School since January 2009. Chairman of the National Audit Office since December 2008. Trustee of the Institute for Government since September 2008. Chairman of Applied Intellectual Capital Inc. until 2008. Non-executive Director of the Bank of England until 2008. Non-executive Director and Vice-Chairman of the Tavistock and Portman NHS Trust until 2008. Non-executive Director and Chairman of the MORI Group until 2005.

Member of the Board Audit Committee since September 2004. Member of the Board Risk Committee since September 2004.



Chris Lucas (50)
Group Finance Director,
Executive Director

Chris has worked across financial services for most of his career, including three years in New York as Head of the US Banking Audit Practice of PricewaterhouseCoopers LLP. Chris joined Barclays from PricewaterhouseCoopers LLP, where he was UK Head of Financial Services and Global Head of Banking and Capital Markets. He was Global Relationship Partner for Barclays for the 1999-2004 financial years and subsequently held similar roles for other global financial services organisations.

Chris was appointed Group Finance Director and became a member of the Executive Committee in April 2007. Chris was last re-elected by shareholders at the AGM in 2010.

No

UK Head of Financial Services and Global Head of Banking and Capital Markets of PricewaterhouseCoopers LLP until 2006.



Dambisa Moyo (42)
Non-executive Director

Dambisa is an international economist who writes on the macroeconomy and global affairs. Dambisa worked for the World Bank from 1993 to 1995. After completing a PhD in Economics, she worked for Goldman Sachs for eight years until November 2008 in the debt capital markets, hedge funds coverage and global macroeconomics teams. Dambisa currently serves as a non-executive Director on the Boards of SABMiller plc and Lundin Petroleum AB (publ).

Dambisa joined the Board on 1st May 2010.

Yes

Non-executive Director of SABMiller plc since 2009. Non-executive Director of Lundin Petroleum AB (publ) since 2009.

Member of the Board Risk Committee since October 2010.



Sir Michael Rake (63)
Non-executive Director

Sir Michael is currently Chairman of BT Group PLC and Chairman of easyJet plc. Sir Michael previously worked at KPMG from 1974-2007 where he spent a number of years in Continental Europe and the Middle East. He was Senior Partner of the UK firm from 1998-2000 and Chairman of KPMG International from 2002-2007.

Sir Michael joined the Board in January 2008. Sir Michael was last re-elected by shareholders at the AGM in 2010.

Yes

Chairman of BT Group PLC since 2007. Chairman of easyJet plc since January 2010 (Deputy Chairman June 2009 – December 2009). Director of the Financial Reporting Council since 2007. Director of the McGraw-Hill Companies since 2007. Chairman of the UK Commission for Employment and Skills until 2010. Chairman of KPMG International until 2007. Chairman of Business in the Community from 2004 until 2007.

Chairman of the Board Audit Committee since March 2009 (member since January 2008). Member of the Board Risk Committee since May 2009. Member of Board Corporate Governance and Nominations Committee since May 2009.



Sir John Sunderland (65)
Non-executive Director

Sir John is Chairman of Merlin Entertainments Group. Until July 2008 he was Chairman of Cadbury Schweppes PLC, having worked at Cadbury's in various roles, including that of Chief Executive and then Chairman, since 1968. He is a Director of the Financial Reporting Council, an Adviser to CVC Capital Partners, an Association Member of BUPA and a Governor of both Reading and Aston University Councils.

Sir John joined the Board in June 2005. Sir John was last re-elected by shareholders at the AGM in 2009.

Yes

Chairman of Merlin Entertainments Group since December 2009. Director of the Financial Reporting Council since 2004. Adviser to CVC Capital Partners. Deputy President of the Chartered Management Institute until 2009 (President 2007-2008). Chairman of Cadbury Schweppes PLC until July 2008. Deputy President of the CBI until June 2008 (former member and President). Non-executive Director of the Rank Group PLC until 2006.

Member of the Board Corporate Governance and Nominations Committee since September 2006. Member of the Board Remuneration Committee since July 2005.

Leadership and governance

Group Executive Committee



Bob Diamond (59)
Chief Executive, Executive Director

Chris Lucas (50)
Group Finance Director,
Executive Director

See pages 9 and 11 for full
biographies



Robert Le Blanc
Chief Risk Officer

Robert has been the Chief Risk Officer for Barclays Group since 2004. He first joined Barclays in 2002 as Head of Risk Management at Barclays Capital. Robert is a non-executive Director of Absa, which is majority owned by Barclays. Before joining Barclays, Robert spent most of his career at JP Morgan in the capital markets, fixed income, emerging market and credit areas in New York and London.



Mark Harding
Group General Counsel

Mark joined Barclays as Group General Counsel in 2003. Included within his area of responsibility are legal and regulatory compliance issues throughout the bank. He chairs the Group Operating Committee and Group Governance and Control Committee. Previously, Mark was a partner in the international law firm, Clifford Chance, where his practice spanned bank finance, capital markets and financial services regulation. He spent four years at UBS as General Counsel of its investment bank. Mark is past Chairman of the General Counsel 100 Group and of the Board of the International Swaps and Derivatives Association (ISDA). He is a Governor of the College of Law.



Antony Jenkins
Chief Executive of
Global Retail Banking

Antony was appointed Chief Executive of Global Retail Banking and joined the Barclays Executive Committee in November 2009. Prior to that he had been Chief Executive of Barclaycard since January 2006. Antony is a Barclays appointed non-executive Director of Absa, which is majority owned by Barclays. Since October 2008, Antony has been on the Board of Visa Europe Ltd.



Thomas L. Kalarris
Chief Executive of Barclays Wealth

Tom joined Barclays in September 1996 after 18 years at JP Morgan where he held a number of roles including Head of Fixed Income Sales, Trading and Research, and was responsible for all activities with investors in the United States. He has served on the US Treasury Borrowing Advisory Committee and is a former Chair of the US Bond Market Association, a predecessor organisation to SIFMA (Securities Industry and Financial Markets Association).



Jerry del Missier
Co-Chief Executive of Barclays
Capital and Co-Chief Executive of
Corporate and Investment Banking

Jerry joined Barclays Capital in June 1997 from Bankers Trust in London where he had been a Senior Managing Director of Derivatives Products, responsible for the European business. Prior to this, he was based in Toronto, Canada, where he was responsible for the Canadian Dollar interest rate derivatives business. Before Bankers Trust, he worked for the Bank of Nova Scotia. Jerry currently serves on the Boards of Room to Read, the Securities Industry and Financial Markets Association (SIFMA), the Global Financial Markets Association (GFMA), the Markets Management Group (MMG) of the International Institute of Finance (IIF), and the Advisory Board of the Queen's University School of Business in Kingston, Ontario.



Maria Ramos
Group Chief Executive of Absa

Maria is the Group Chief Executive of Absa Group Ltd, which is majority owned by Barclays. Prior to joining Absa on 1st March 2009, she was the Group Chief Executive of Transnet Limited, the state-owned South African freight transport and logistics service provider. This was after a successful term as Director-General of the National Treasury (formerly the Department of Finance). She currently serves on the executive committees of the International Business Council, the World Bank Chief Economist Advisory Panel, Business Leadership South Africa and the Banking Association of South Africa.



Rich Ricci
Co-Chief Executive of Barclays
Capital and Co-Chief Executive of
Corporate and Investment Banking

Rich joined Barclays Capital in 1994 and assumed responsibility for several of its support areas. He became Chief Operating Officer (COO) of Barclays Global Investors (BGI) and a member of the BGI Executive Committee in December 2002. In January 2005, Rich was appointed COO of Barclays Investment Banking and Investment Management businesses comprising Barclays Capital, Barclays Wealth and BGI. Prior to joining Barclays Capital, Rich held senior front-office, finance and technology positions at the Bank of Boston and the Bank of New England.



Cathy Turner
Barclays Human Resources
Director

Cathy was appointed as Group Human Resources Director in April 2005 prior to which she held the position as Investor Relations Director for four years. In July 2008 her remit was extended to include Strategy, Corporate Affairs and Brand and Marketing. Prior to Barclays, Cathy was a Practice Leader at Ernst and Young and has previously held roles at Deloitte, Watson Wyatt, Percom and Volex Plc. Cathy is a Council Member of the Royal College of Art and a Board Member of the IFS School of Finance. Cathy has announced her departure from Barclays and will be leaving on 31st March 2011.

Key responsibilities

Board of Directors

The Board of Directors is responsible for the overall strategic direction of the Group and for the appointment and removal of the Chief Executive and the other members of the Executive Committee. The Board also approves the Group's financial statements and the Group's annual budget. The Board is also responsible for the Group's risk management framework and for the Group's compliance with applicable laws and regulations. The Board is also responsible for the Group's environmental and social reporting.

Executive Committee

The Executive Committee is responsible for the day-to-day management of the Group and for the implementation of the Group's strategy. The Executive Committee is also responsible for the Group's financial performance and for the Group's risk management framework. The Executive Committee is also responsible for the Group's compliance with applicable laws and regulations. The Executive Committee is also responsible for the Group's environmental and social reporting.

The Executive Committee is also responsible for the Group's financial performance and for the Group's risk management framework. The Executive Committee is also responsible for the Group's compliance with applicable laws and regulations. The Executive Committee is also responsible for the Group's environmental and social reporting.

Attachment II

BARCLAYS PLC

(Certification Statement)

"Barclays Bank" was founded in 1690 by John Freame and Thomas Gould as a trading company under the name "Goldsmith" in London, England. Through the process of acquisitions, the trading company evolved into a bank. In 1736, James Barclay, the son-in-law of John Freame, became a partner in the business. Eventually, in the second half of the 18th century, David Barclay the Younger joined the partnership as well. Research of certain Applicant records, supplemented by the work of a newly-retained third-party historical research firm, shows that David Barclay the Younger acquired a plantation in payment for a debt in Jamaica and became the owner of thirty-two slaves. In anticipation of their emancipation, Mr. Barclay sent the slaves to Philadelphia, Pennsylvania, where they were given crafts training. A record of the names of twenty-eight of the freed slaves has been found and contained the following references:

London (age 40-45), Bacchus (age 20-25), Simon (age 24-26), John (age 30-35), Kingston (age 23-25), Mintas (age 32-36), Nancy (approximate age 24), Dido (age 24), Bathsheba (age 34-36), Patience (age 30-34), Amelia (age 26-30), Clarissa (approximate age 35), Nancy (age 26), Sabina (age 40), Juba (age 14), Phillis (age 22), Charles (age 15), Prince (age 14), Yano (age 14), Toby (age 14), Wiltshire (age 11), Sancho (age 10), Mingo (age 10), October (age 8), Quashie (age 7), Caesar (age 6), Charlotte (age 4), and Sukey (age 3).

There is also historical evidence that during the 1700s, David Barclay the Younger, a Quaker, formed a committee of London Quakers to oppose the slave trade and subsequently became involved with the committee in taking the Quaker anti-slave trade message rationale within the United Kingdom. In a 1795 manumission document the aforementioned slaves were "liberated, enfranchised, manumitted and forever set free".

In 1896, the company became Barclay and Company Limited which subsequently became Barclays Bank PLC. Barclays has been in existence for in excess of 318 years and thus, part of its existence would have been during the slavery era. In this historical context, entities acquired during this period may have had investments or profits from the slave industry. Slavery was a heinous period in the history of both the United States and United Kingdom and, indeed, the whole world. Without reservation, Barclays condemns this industry. A third party historical research firm has been hired to assist in record research. If additional records indicating the identities of entities or persons with whom predecessor entities or owners conducted slave related business in the United States are discovered by our historical consultant, a supplement to this Economic Disclosure Statement and Affidavit regarding such information will be filed.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: One Bryant Park, New York, NY 10036

c/o 540 W. Madison, Chicago, IL 60661

C. Telephone: 312-537-6365 Fax: 312-537-6379 Email: susan.jun@baml.com

D. Name of contact person: Susan Jun

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation * | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
| | <u>*wholly owned subsidiary of publicly</u> |
| | <u>registered business corporation</u> |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

Please see attached list.

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Merrill Lynch & Co., Inc.	100 N. Tryon St. Charlotte, NC 28255	100% (direct)
Bank of America Corporation	100 N. Tryon St. Charlotte, NC 28255	100% (indirect)

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No Please see attachment.

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. Estimated fees \$200,000
Burke, Warren, MacKay & Serritella, P.C.	330 N. Wabash Ave. 22nd Floor Chicago, IL 60611-3607	Underwriters' Counsel	
Greene and Letts	111 W. Washington St. Suite 1650 Chicago, IL 60602	Underwriters' Counsel	Estimated fees \$85,000

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party. * To the best of my knowledge after reasonable inquiry.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

Please see relevant attachment.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

none

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

none

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N.A.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No Please see attachment.

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes. * Please see relevant attachment.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Merrill Lynch, Pierce, Fenner & Smith Incorporated
(Print or type name of Disclosing Party)

By: 
(Sign here)

Edward J. Sisk
(Print or type name of person signing)

Managing Director
(Print or type title of person signing)

Signed and sworn to before me on (date) February 8, 2012
at New York County New York (state)

Grace Argano Notary Public.

Commission expires: February 13, 2015

GRACE ARGANO
Notary Public - State of New York
No. 01AR6054791
Qualified In Richmond County
My Commission Expires Feb. 12, 2015

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No * To the best of my knowledge after reasonable inquiry.

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Current Appointments – Merrill Lynch, Pierce, Fenner & Smith Incorporated

Board Positions



Name	Position	Appointed
<u>Darnell, David C</u>	Director	01/17/2012
<u>Montag, Thomas Kell</u>	Director	01/30/2009







ions

Current Appointments

Officers



Name	Position	Appointed		
<u>Johnson, Taquana M</u>	Assistant Secretary	01/17/2012		
<u>Margolin, Andrew S</u>	Assistant Secretary	01/17/2012	✓	⌵ ⌶
<u>Mruz, Holly</u>	Assistant Secretary	01/17/2012	✓	⌵ ⌶
<u>Willard, Mary E</u>	Assistant Secretary	01/17/2012	✓	⌵ ⌶
<u>Caccamise, William C</u>	General Counsel	01/17/2012	✓	⌵ ⌶
<u>Caccamise, William C</u>	Managing Director	01/17/2012	✓	⌵ ⌶
<u>Greco, Gloria</u>	Managing Director	01/17/2012	✓	⌵ ⌶
<u>Guardino, Joseph A</u>	Managing Director	01/17/2012	✓	⌵ ⌶
<u>Radest, Michael B</u>	Managing Director	01/17/2012	✓	⌵ ⌶
<u>Seitz, Richard S</u>	Managing Director	01/17/2012	✓	⌵ ⌶
<u>Taylor, Bradley M</u>	Managing Director	01/17/2012	✓	⌵ ⌶
<u>Tirrell, William E</u>	Managing Director	01/17/2012	✓	⌵ ⌶
<u>Billings, Eric R</u>	Secretary	01/17/2012	✓	⌵ ⌶
<u>Seitz, Richard S</u>	Treasurer	01/17/2012	✓	⌵ ⌶
<u>Brantley, Thomas M</u>	Senior Vice President, Tax	01/17/2012	✓	⌵ ⌶
<u>Greco, Gloria</u>	Chief Compliance Officer/Registered Investment Advisor	01/17/2012	✓	⌵ ⌶
<u>Darnell, David C</u>	Co-Chief Executive Officer	01/17/2012	✓	⌵ ⌶
<u>Montag, Thomas Kell</u>	Co-Chief Executive Officer	01/17/2012	✓	⌵ ⌶

<u>Preston, Douglas G</u>	Chief Compliance Officer/Broadcort Division	01/17/2012	✓	<input checked="" type="checkbox"/> 
<u>Caccamise, William C</u>	Chief Legal Officer	01/17/2012	✓	<input checked="" type="checkbox"/> 
<u>Radest, Michael B</u>	Co-Chief Compliance Officer/Registered Broker-Dealer	01/17/2012	✓	<input checked="" type="checkbox"/> 
<u>Tirrell, William E</u>	Interim Chief Financial Officer	01/17/2012	✓	<input checked="" type="checkbox"/> 
<u>Guardino, Joseph A</u>	Chief Operations Officer	01/17/2012	✓	<input checked="" type="checkbox"/> 
<u>Greco, Gloria</u>	Co-Chief Compliance Officer/Broker-Dealer	01/17/2012	✓	<input checked="" type="checkbox"/> 

Attachment for Section III:

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had approximately 215,000 full time equivalent employees as of December 31, 2011. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response to business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the Public Finance Group of Merrill Lynch, Pierce, Fenner & Smith Incorporated to determine whether any of the Public Finance Group's employees were aware of any such relationships between the City elected officials and the Disclosing Party within the past 12 months.

Attachment for Section V.B:

In the ordinary course of business, MLPF&S is subject to litigation, arbitration, regulatory examinations, information gathering requests, inquiries, and investigations ("Regulatory Inquiries") by various federal or state securities regulatory agencies and attorneys general, other local, state, and federal agencies, and self-regulatory organizations (collectively, "Regulators"). In connection with formal and informal Regulatory Inquiries, MLPF&S receives numerous requests, subpoenas and orders for documents, testimony and information in connection with various aspects of their regulated activities, and in some cases regulatory action has been taken against MLPF&S. MLPF&S believes that it has cooperated fully with the Regulators in all such inquiries to date and intends to continue to cooperate fully with the Regulators in all such inquiries involving MLPF&S in the future.

Bank of America Corporation (the "Corporation"), MLPF&S's ultimate parent, makes all required disclosures in its Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, which are updated in Reports on Form 8-K, all of which are filed with the Securities and Exchange Commission ("SEC") ("Regulatory Filings"). MLPF&S makes all required disclosures in its Form BD and ADV filings ("Form BD and ADV Filings") with the Financial Industry Regulatory Authority ("FINRA"). Those Regulatory Filings and Form BD and ADV Filings include disclosures of Regulatory Inquiries as required by federal law and applicable regulations. The Regulatory Filings are publicly available on the SEC's website at www.sec.gov. The Form BD Filings are publicly available on the FINRA BrokerCheck system at <http://www.finra.org/Investors/ToolsCalculators/BrokerCheck/index.htm>. The Form ADV filings are publicly available on the SEC's Investment Adviser Search website at: [http://www.adviserinfo.sec.gov/\(S\(cerr0u55hmrw5a45022y3vnz\)\)/IAPD/Content/Search/iapd_Search.aspx](http://www.adviserinfo.sec.gov/(S(cerr0u55hmrw5a45022y3vnz))/IAPD/Content/Search/iapd_Search.aspx).

In response to question 2d, the Disclosing Party performed due diligence within the Public Finance Group of Merrill Lynch, Pierce, Fenner & Smith Incorporated to determine whether any Public Finance Group employees were aware of any public finance transactions (federal, state or local) having been terminated for cause or default within the last five years, and none of such employees were aware of any such terminations.

In response to question 6, Bank of America Corporation and its affiliates, including Merrill Lynch & Co., Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, maintain strict policies and procedures to ensure compliance with applicable local, state, and federal laws and regulations, including Chapter 2-156 of the Municipal Code. To the best of our knowledge, and upon reasonable inquiry, Bank of America Corporation and its affiliates are currently in compliance, and has policies and procedures in place to ensure continued compliance.

The Corporation cannot confirm or deny the existence of any other, non-public Regulatory Inquiry conducted by any Regulator unless required to do so by law.

Attachment for Section V.D:

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had approximately 215,000 full time equivalent employees as of December 31, 2011. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response to Section V.D.1 (Certification Regarding Interest in City Business). In responding to this question, the Disclosing Party did perform due diligence within the Public Finance Group of Merrill Lynch, Pierce, Fenner & Smith Incorporated to determine whether any of the Public Finance Group's employees were aware of any official or employee of the City having a financial interest in his or her own name or in the name of any other person or entity in the Matter.

Attachment for Section VII.F.1:

Bank of America, N.A., through its home loan servicing business units, currently maintains a large portfolio of residential units in foreclosure and others which are Bank-owned following foreclosure (REO) within the City of Chicago. Due to administrative and other challenges within and without the control of Bank of America associated with the process, from time to time bills payable to the city associated with specific residential properties may not be processed in the time required. The Bank is committed to ensuring that amounts duly payable by the Bank to the City are tracked effectively and paid in a timely manner. To that end, Bank of America representatives and agents meet with representatives of the City on a monthly or other regular basis to identify outstanding amounts properly attributable to the Bank and settle them accordingly.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Merrill Lynch & Co., Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Merrill Lynch, Pierce, Fenner & Smith Incorporated

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 100 N. Tryon Street, Charlotte, NC 28255
c/o 540 W. Madison, Chicago, IL 60661

C. Telephone: 312-537-6365 Fax: 312-537-6379 Email: susan.jun@bam1.com

D. Name of contact person: Susan Jun

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
------	-------

Please see attached list.

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Bank of America Corporation	100 N. Tryon St. Charlotte, NC 28255	100%
<hr/>		
<hr/>		
<hr/>		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No Please see attachment.

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes
 ☐ No
 ☒ No person directly or indirectly owns 10% or more of the Disclosing Party. * To the best of my knowledge after reasonable inquiry.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes
 ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

Please see relevant attachment.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

none

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

none

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N. A.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No Please see attachment.

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes. * Please see relevant attachment.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Merrill Lynch & Co., Inc.

(Print or type name of Disclosing Party)

By: _____

(Sign here)

Edward J. Sisk

(Print or type name of person signing)

Authorized Signatory

(Print or type title of person signing)

Signed and sworn to before me on (date) February 8, 2012

at New York County, New York (state).

Grace Argano Notary Public.

Commission expires: February 12, 2015

GRACE ARGANO
Notary Public - State of New York
No. 01AR6054791
Qualified in Richmond County
My Commission Expires Feb. 12, 2015

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes

[x] No *To the best of my knowledge after reasonable inquiry.

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Current Appointments

Merrill Lynch & Co.

Board Positions















Name	Position	Appointed		
<u>Moynihan, Brian T.</u>	Chairman	01/01/2010		
<u>Laughlin, Terrence P.</u>	Director	08/18/2011		
<u>Montag, Thomas Kell</u>	Director	09/26/2009		
<u>Moynihan, Brian T.</u>	Director	05/02/2011	✓	⌵ ⌶
<u>Thompson, Bruce R.</u>	Director	01/12/2010	✓	⌵ ⌶

Officers



Name	Position	Appointed		
<u>Lane, Paul G.</u>	Assistant General Counsel	07/30/2010		⌵ ⌶
<u>Billings, Eric R.</u>	Assistant Secretary	08/18/2011		⌵ ⌶
<u>Gilbert, Jeremy J.</u>	Assistant Secretary	08/03/2011		⌵ ⌶
<u>Gilliam, Allison L.</u>	Assistant Secretary	01/01/2009		⌵ ⌶
<u>Johnson, Colleen O.</u>	Assistant Secretary	01/01/2009		⌵ ⌶
<u>Johnson, Taquana M.</u>	Assistant Secretary	06/30/2009	✓	⌵ ⌶
<u>Lane, Paul G.</u>	Assistant Secretary	07/30/2010	✓	⌵ ⌶
<u>Baalman, Paul J.</u>	Assistant Treasurer	05/06/2009	✓	⌵ ⌶
<u>Huebsch, Keith E.</u>	Assistant Treasurer	05/02/2011	✓	⌵ ⌶
<u>Mulligan, Gregory Joseph</u>	Assistant Treasurer	09/26/2009	✓	⌵ ⌶
<u>Montag, Thomas Kell</u>	Chief Executive Officer	09/26/2009	✓	⌵ ⌶
<u>Hill, Jennifer M.</u>	Chief Financial Officer	08/15/2011	✓	⌵ ⌶
<u>O'Keefe, Edward P.</u>	General Counsel	02/19/2009	✓	⌵ ⌶
<u>Montag, Thomas Kell</u>	President	09/26/2009	✓	⌵ ⌶
<u>Mogensen, Lauren Anne</u>	Secretary	09/29/2010	✓	⌵ ⌶
<u>Bowman, Charles Fred</u>	Senior Vice President	01/01/2009	✓	⌵ ⌶
<u>Brantley, Thomas M.</u>	Senior Vice President	01/01/2009	✓	⌵ ⌶
				Senior Vice President - Tax
<u>Fox, William</u>	Senior Vice President	01/01/2009	✓	⌵ ⌶
<u>Fricano, Jeffrey K.</u>	Senior Vice President	05/02/2011	✓	⌵ ⌶
<u>Holmquist, Michael G.</u>	Senior Vice President	05/02/2011	✓	⌵ ⌶

<u>Mogensen, Lauren Anne</u>	Senior Vice President	09/29/2010	✓	
<u>Muller, John J.</u>	Senior Vice President	05/02/2011	✓	
<u>Linsz, Mark Douglas</u>	Treasurer	03/05/2009	✓	
<u>Matta, Michelle</u>	Vice President	05/03/2010	✓	
<u>Taylor, Bradley M.</u>	Vice President	03/18/2009	✓	
<u>Standing Resolutions, Vice President - Tax</u>	Vice President-Tax	12/30/2010	✓	
<u>Taube, Peter D.</u>	Controller	08/15/2010	✓	
<u>Taube, Peter D.</u>	Chief Accounting Officer	08/15/2010	✓	
<u>Brenner, Teresa M.</u>	Associate General Counsel	01/01/2009	✓	
<u>Rich, David B.</u>	Associate General Counsel	02/22/2011	✓	
<u>Beazer, Craig T.</u>	Deputy General Counsel	07/30/2010	✓	
<u>Laughlin, Terrence P.</u>	Chief Risk Officer	08/18/2011	✓	

Attachment for Section III:

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had approximately 215,000 full time equivalent employees as of December 31, 2011. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response to business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the Public Finance Group of Merrill Lynch, Pierce, Fenner & Smith Incorporated to determine whether any of the Public Finance Group's employees were aware of any such relationships between the City elected officials and the Disclosing Party within the past 12 months.

Attachment for Section V.B:

Merrill Lynch & Co., Inc. makes all required disclosures in its Form 10-K as filed with the Securities and Exchange Commission ("SEC"). In addition, Merrill Lynch & Co., Inc.'s registered broker-dealer and investment adviser subsidiaries make all required disclosures on their Form BDs as filed with FINRA and their Form ADVs as filed with the SEC. These filings include disclosures of investigations and litigation as required by the SRO's and federal law, and are publicly available.

Bank of America Corporation (the "Corporation"), Merrill Lynch & Co., Inc.'s ultimate parent, makes all required disclosures in its Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, which are updated in Reports on Form 8-K, all of which are filed with the SEC.

In response to question 2d, the Disclosing Party performed due diligence within the Public Finance Group of Merrill Lynch, Pierce, Fenner & Smith Incorporated to determine whether any Public Finance Group employees were aware of any public finance transactions (federal, state or local) having been terminated for cause or default within the last five years, and none of such employees were aware of any such terminations.

In response to question 6, Bank of America Corporation and its affiliates, including Merrill Lynch & Co., Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, maintain strict policies and procedures to ensure compliance with applicable local, state, and federal laws and regulations, including Chapter 2-156 of the Municipal Code. To the best of our knowledge, and upon reasonable inquiry, Bank of America Corporation and its affiliates are currently in compliance, and has policies and procedures in place to ensure continued compliance.

Merrill Lynch & Co., Inc. cannot confirm or deny the existence of any other non-public investigation conducted by any governmental agency unless required to do so by law.

Attachment for Section V.D:

Please note that the Disclosing Party is a subsidiary of Bank of America Corporation ("BAC"). BAC and its subsidiaries had approximately 215,000 full time equivalent employees as of December 31, 2011. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response to Section V.D.1 (Certification Regarding Interest in City Business). In responding to this question, the Disclosing Party did perform due diligence within the Public Finance Group of Merrill Lynch, Pierce, Fenner & Smith Incorporated to determine whether any of the Public Finance Group's employees were aware of any official or employee of the City having a financial interest in his or her own name or in the name of any other person or entity in the Matter.

Attachment for Section VII.F.1:

Bank of America, N.A., through its home loan servicing business units, currently maintains a large portfolio of residential units in foreclosure and others which are Bank-owned following foreclosure (REO) within the City of Chicago. Due to administrative and other challenges within and without the control of Bank of America associated with the process, from time to time bills payable to the city associated with specific residential properties may not be processed in the time required. The Bank is committed to ensuring that amounts duly payable by the Bank to the City are tracked effectively and paid in a timely manner. To that end, Bank of America representatives and agents meet with representatives of the City on a monthly or other regular basis to identify outstanding amounts properly attributable to the Bank and settle them accordingly.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Bank of America Corporation

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Merrill Lynch, Pierce, Fenner & Smith Incorporated

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 100 N. Tryon Street, Charlotte, NC 28255
c/o 540 W. Madison, Chicago, IL 60661

C. Telephone: 312-537-6365 Fax: 312-537-6379 Email: susan.jun@baml.com

D. Name of contact person: Susan Jun

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other underlying matter (as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>Please see attached list.</u>	
<hr/>	
<hr/>	
<hr/>	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
None		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No Please see attachment.

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes
 ☐ No
 ☒ No person directly or indirectly owns 10% or more of the Disclosing Party. * To the best of my knowledge after reasonable inquiry.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes
 ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

Please see relevant attachment.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

none

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

none

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N.A.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? .

☐ Yes ☒ No Please see attachment.

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes. * Please see relevant attachment.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

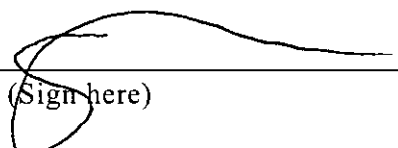
F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Bank of America Corporation
(Print or type name of Disclosing Party)

By: 
(Sign here)

Edward J. Sisk
(Print or type name of person signing)

Authorized Signatory
(Print or type title of person signing)

Signed and sworn to before me on (date) February 8, 2012
at New York County, New York (state).

Grace Argano Notary Public.

Commission expires: Feb. 12, 2015

* NOT APPLICABLE (Bank of America Corporation has an indirect ownership interest in the Applicant)

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☐ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.














[All](#)
[Board](#)
[Officers](#)
[Committees](#)
[Interests in Shares](#)
[Interests in Plans](#)

Bank of America Corporation

Date 02/08/2012

Current Appointments

Board Positions

Name	Position	Appointed	Job Title	Reminder	Att.
Gifford, Charles Kilvert	Director	04/01/2004	Director	<input checked="" type="checkbox"/>	
Moynihan, Brian T.	Director	01/01/2010	Director	<input checked="" type="checkbox"/>	
Ambani, Mukesh D.	Director (Outside)	03/16/2011	Director (Outside)	<input checked="" type="checkbox"/>	
Bies, Susan S.	Director (Outside)	06/05/2009	Director (Outside)	<input checked="" type="checkbox"/>	
Bramble, Frank P.	Director (Outside)	01/01/2006	Director (Outside)	<input checked="" type="checkbox"/>	
Colbert, Virgis William	Director (Outside)	01/28/2009	Director (Outside)	<input checked="" type="checkbox"/>	
Holliday, Jr., Charles O.	Director (Outside)	09/21/2009	Director (Outside)	<input checked="" type="checkbox"/>	
Jones, Jr., D. Paul	Director (Outside)	06/05/2009	Director (Outside)	<input checked="" type="checkbox"/>	
Lozano, Monica Cecilia	Director (Outside)	04/26/2006	Director (Outside)	<input checked="" type="checkbox"/>	
May, Thomas John	Director (Outside)	04/01/2004	Director (Outside)	<input checked="" type="checkbox"/>	
rd	Director (Outside)	06/05/2009	Director (Outside)	<input checked="" type="checkbox"/>	
sola	Director (Outside)	01/28/2009	Director (Outside)	<input checked="" type="checkbox"/>	
m	Director (Outside)	08/21/2009	Director (Outside)	<input checked="" type="checkbox"/>	

Attachment for Section III:

Please note that the Disclosing Party, Bank of America Corporation, and its subsidiaries, had approximately 215,000 full time equivalent employees as of December 31, 2011. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response to business relationships with City of Chicago elected officials. In responding to this question, the Disclosing Party did perform due diligence within the Public Finance Group of Merrill Lynch, Pierce, Fenner & Smith Incorporated to determine whether any of the Public Finance Group's employees were aware of any such relationships between the City elected officials and the Disclosing Party within the past 12 months.

Attachment for Section V.B:

Bank of America Corporation makes all required disclosures in its Form 10-K as filed with the Securities and Exchange Commission and its Annual Report as posted on its website at <http://investor.bankofamerica.com/phoenix.zhtml?c=71595&p=irol-reportsannual>. In addition, Bank of America Corporation's registered broker-dealer and investment adviser subsidiaries make all required disclosures on their Form BDs as filed with FINRA and their Form ADVs as filed with the SEC. These filings include disclosures of investigations and litigation as required by the SRO's and federal law, and are publicly available. Bank of America Corporation cannot confirm or deny the existence of any other non-public investigation conducted by any governmental agency unless required to do so by law.

In response to question 2d, the Disclosing Party performed due diligence within the Public Finance Group of Merrill Lynch, Pierce, Fenner & Smith Incorporated to determine whether any Public Finance Group employees were aware of any public finance transactions (federal, state or local) having been terminated for cause or default within the last five years, and none of such employees were aware of any such terminations.

In response to question 6, Bank of America Corporation and its affiliates, including Merrill Lynch & Co., Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, maintain strict policies and procedures to ensure compliance with applicable local, state, and federal laws and regulations, including Chapter 2-156 of the Municipal Code. To the best of our knowledge, and upon reasonable inquiry, Bank of America Corporation and its affiliates are currently in compliance, and has policies and procedures in place to ensure continued compliance.

Attachment for Section V.D:

Please note that the Disclosing Party, Bank of America Corporation ("BAC") and its subsidiaries had approximately 215,000 full time equivalent employees as of December 31, 2011. Accordingly, it is not possible for BAC to perform due diligence across the full panoply of associates and BAC-related entities in preparing a response to Section V.D.1 (Certification Regarding Interest in City Business). In responding to this question, the Disclosing Party did perform due diligence within the Public Finance Group of Merrill Lynch, Pierce, Fenner & Smith Incorporated to determine whether any of the Public Finance Group's employees were aware of any official or employee of the City having a financial interest in his or her own name or in the name of any other person or entity in the Matter.

Attachment for Section VII.F.1:

Bank of America, N.A., through its home loan servicing business units, currently maintains a large portfolio of residential units in foreclosure and others which are Bank-owned following foreclosure (REO) within the City of Chicago. Due to administrative and other challenges within and without the control of Bank of America associated with the process, from time to time bills payable to the city associated with specific residential properties may not be processed in the time required. The Bank is committed to ensuring that amounts duly payable by the Bank to the City are tracked effectively and paid in a timely manner. To that end, Bank of America representatives and agents meet with representatives of the City on a monthly or other regular basis to identify outstanding amounts properly attributable to the Bank and settle them accordingly.

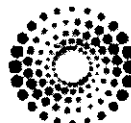
BANK OF AMERICA CORP /DE/ (BAC)

10-K

Annual report pursuant to section 13 and 15(d)

Filed on 2/25/2011

Filed Period 12/31/2010



BANK OF AMERICA CORPORATION

LIMITED POWER OF ATTORNEY


BANK OF AMERICA CORPORATION, a Delaware corporation (the "Corporation"), hereby appoints **Edward J. Sisk** as Attorney-in-Fact for the Corporation acting for the Corporation and in the Corporation's name, place and stead, for the limited purpose of authorizing, preparing, revising or signing a City of Chicago Economic Disclosure Statement and Affidavits related to Merrill Lynch, Pierce, Fenner & Smith Incorporated's ("MLPF&S") participation in the offering and sale of the City of Chicago's O'Hare Third Lien General Airport Revenue Bonds, Series 2012 expected to be issued in 2012 (the "Disclosure Statement").

Any execution by the Attorney-in-Fact of the Disclosure Statement shall fully bind and commit the Corporation and the City of Chicago may rely upon the execution thereof by the Attorney-in-Fact as if executed by the Corporation and as the true and lawful act of the Corporation.

This Limited Power of Attorney shall automatically terminate as to the authority of the named Attorney-in-Fact upon the earlier of the execution of the Disclosure Statement or upon such Attorney-in-Fact's resignation or termination from MLPF&S or his realignment to a role outside of the Public Finance division of MLPF&S; however, such termination or realignment shall have no impact on the Disclosure Statement executed by the above named attorney-in-fact for the Corporation prior to such termination or realignment.

IN WITNESS WHEREOF, this Limited Power of Attorney has been executed and delivered by the Corporation to the Attorney-in-Fact on this 8th day of February, 2012.

BANK OF AMERICA CORPORATION

By: 
Jennifer E. Bennett
Associate General Counsel and Assistant Secretary

MERRILL LYNCH & CO., INC.

LIMITED POWER OF ATTORNEY

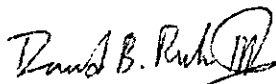
MERRILL LYNCH & CO., INC., a Delaware corporation (the "Corporation"), does hereby make, constitute, and appoint **Edward J. Sisk** as Attorney-in-Fact for the Corporation acting for the Corporation and in the Corporation's name, place and stead, for the limited purpose of authorizing, preparing, revising or signing a City of Chicago Economic Disclosure Statement and Affidavits related to Merrill Lynch, Pierce, Fenner & Smith Incorporated's ("MLPF&S") participation in the offering and sale of the City of Chicago's O'Hare Third Lien General Airport Revenue Bonds, Series 2012 expected to be issued in 2012 (the "Disclosure Statement").

Any execution by the Attorney-in-Fact of the Disclosure Statement shall fully bind and commit the Corporation and the City of Chicago may rely upon the execution thereof by the Attorney-in-Fact as if executed by the Corporation and as the true and lawful act of the Corporation.

This Limited Power of Attorney shall automatically terminate as to the authority of the named Attorney-in-Fact upon the earlier of the execution of the Disclosure Statement or upon such such Attorney-in-Fact's resignation or termination from MLPF&S or his realignment to a role outside of the Public Finance division of MLPF&S; however, such termination or realignment shall have no impact on the Disclosure Statements executed by the above named attorney-in-fact for the Corporation prior to such termination or realignment.

IN WITNESS WHEREOF, this Power of Attorney has been executed and delivered by the Corporation to each Attorney-in-Fact on this 8th day of February, 2012.

MERRILL LYNCH & CO., INC.

By: 

David B. Rich III
Associate General Counsel

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Loop Capital Markets LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 200 W. Jackson Boulevard; Suite 1600

Chicago, IL 60606

C. Telephone: 312-356-5009 Fax: 312-922-7137 Email: clarenceb@loopcap.com

D. Name of contact person: Clarence Bourne

E. Federal Employer Identification No. (if you have one). _____

F. Brief description of contract, transaction or other under which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? City of Chicago - Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>James Reynolds, Jr.</u>	<u>Chairman and CEO/Managing Member</u>
<u>Albert R. Grace, Jr.</u>	<u>President/Managing Member</u>
<u>Sandra M. Reynolds</u>	<u>Secretary/Managing Member</u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Loop Capital Holdings LLC	200 W. Jackson Boulevard; Ste 1600	77.05%
Albert R. Grace, Jr.	Chicago, IL 60606	8.90%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Burke, Warren, Mackay & Serritella P.C.	330 North Wabash Avenue 22nd Floor Chicago, IL 60611-3607	Underwriters Counsel	\$200,000 Estimated
Greene and Letts	111 West Washington Street Suite 1650 Chicago, IL 60602	Underwriters Counsel	\$85,000 Estimated

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- c. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. *bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;*
- b. *agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or*
- c. *made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or*
- d. *violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).*

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII – ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Loop Capital Markets LLC

(Print or type name of Disclosing Party)

By: James Reynolds

(Sign here)

James Reynolds, Jr.

(Print or type name of person signing)

Chairman & CEO

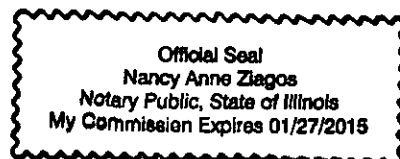
(Print or type title of person signing)

Signed and sworn to before me on (date) 02/08/2012
at Cook County, Illinois (state).

Nancy Anne Ziegler

Notary Public.

Commission expires: 01/27/2015



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Loop Capital Holdings LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Loop Capital Markets LLC

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 200 W. Jackson Boulevard; Suite 1600

Chicago, IL 60606

C. Telephone: 312-913-4900 Fax: 312-922-7137 Email: jimr@loopcap.com

D. Name of contact person: James Reynolds, Jr.

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other under which this EDS pertains. (Include project number and location of property, if applicable): _____

O'hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? City of Chicago - Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

<u>James Reynolds, Jr.</u>	<u>Manager</u>
<u>Sandra M. Reynolds</u>	<u>Member</u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
James Reynolds, Jr.	200 W. Jackson Boulevard Suite 1600 Chicago, IL 60606	98%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- c. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (*Legislative Inspector General*), 2-56 (*Inspector General*) and 2-156 (*Governmental Ethics*) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Loop Capital Holdings LLC
(Print or type name of Disclosing Party)

By: *James Reynolds*
(Sign here)

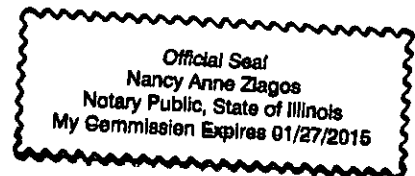
James Reynolds, Jr.
(Print or type name of person signing)

Managing Member
(Print or type title of person signing)

Signed and sworn to before me on (date) 02/08/2012
at Cook County, Illinois (state).

Nancy Anne Zagos Notary Public.

Commission expires: 01/27/2015.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Blaylock Robert Van, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 180 North LaSalle Street, Suite 1825

Chicago, IL 60601

C. Telephone: 312.324.0772 Fax: 312.953.7581 Email: management@brv-llc.com

Tobrian@brv-llc.com

D. Name of contact person: Eric V. Standifer / Dudley Brown : 773.324.0772 management@brv-llc.com

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other und _____ v as the "Matter") to which this EDS pertains. (Include project number and location, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

New York

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>Eric V. Standifer</u>	<u>President</u>
<u>Ronald E. Blaylock</u>	<u>Non-Active Chairman</u>
<u>Frederick Royall</u>	<u>Senior Vice President</u>
<u>David Goeddel</u>	<u>Non-Active Chairman</u>
<u>Carlton Martin</u>	<u>Executive Vice President</u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Blaylock & Company, Inc.	600 Lexington Avenue, 3rd Avenue, New York, NY 10022	49.5%
Robert Van Securities, Inc.	350 Frank H. Ogawa Plaza, 10th Floor, Oakland, CA 94619	49.5%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. estimated fees \$200,000
Burke, Warren, MacKay & Serritella, P.C.	330 North Wabash Avenue, 22nd Floor, Chicago, IL 60611-3607		
Greene and Letts	111 West Washington Street, Suite 1650, Chicago, IL 60602		estimated fees \$85,000

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Blaylock Robert Van, LLC
(Print or type name of Disclosing Party)

By: _____

(Sign here)

Eric V. Standifer
(Print or type name of person signing)

Principal
(Print or type title of person signing)

Signed and sworn to before me on (date) February 8, 2012,
at Alameda County, California (state).

Sara M. Perez Notary Public.

Commission expires: November 30, 2014.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Blaylock & Company, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Blaylock & Company, Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 600 Lexington Avenue, 3rd Floor
New York, NY 10022

C. Telephone: 212.715.6600 Fax: 212.715.3300 Email: RBlaylock@brv-llc.com

D. Name of contact person: Ronald E. Blaylock

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other und _____ as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

New York

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>Ronald E. Blaylock</u>	<u>President</u>
<u>Frederick Royall</u>	<u>Senior Vice President</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

“Lobbyist” means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. “Lobbyist” also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

Burke, Warren, MacKay & Serritella, P.C.	estimated fees \$200,000
--	--------------------------

330 North Wabash Avenue, 22nd Floor, Chicago, IL 60611-3607	
---	--

Greene and Letts	estimated fees \$85,000
------------------	-------------------------

111 West Washington Street, Suite 1650, Chicago, IL 60602
(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no-response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees; parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

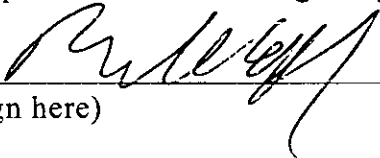
F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

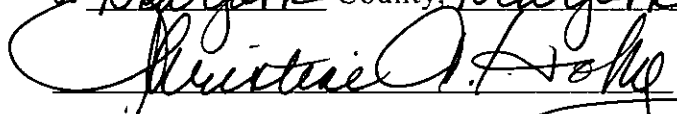
Blaylock & Company, Inc.
(Print or type name of Disclosing Party)

By: 
(Sign here)


Ronald E. Blaylock
(Print or type name of person signing)

Principal
(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2012.
at New York County, New York (state).

 Notary Public.

Commission expires: May 10, 2014


CHRISTINE A HOLLY
NOTARY PUBLIC-STATE OF NEW YORK
No. 01HO6221697
Qualified in New York County
My Commission Expires May 10, 2014

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT.**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Robert Van Securities, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Blaylock Robert Van, LLC

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 350 Frank H. Ogawa Plaza, 10th Floor
Oakland, CA 94612

C. Telephone: 510.208.6100 Fax: 510.625.1065 Email: management@brv-llc.com
Tobrian@brv-llc.com

D. Name of contact person: Eric V. Standifer llc.com

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other use (the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

New York

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>Eric V. Standifer</u>	<u>President</u>
<u>David Goeddel</u>	<u>Non-Active Chairman</u>
<u>Carlton Martin</u>	<u>Executive Vice President</u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Blaylock & Company, Inc.	600 Lexington Avenue, 3rd Avenue, New York, NY 10022	49.5%
Robert Van Securities, Inc.	350 Frank H. Ogawa Plaza, 10th Floor, Oakland, CA 94619	49.5%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. estimated fees \$200,000
Burke, Warren, MacKay & Serritella, P.C.	330 North Wabash Avenue, 22nd Floor, Chicago, IL 60611-3607		
Greene and Letts	111 West Washington Street, Suite 1650, Chicago, IL 60602		estimated fees \$85,000

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Robert Van Securities, Inc.
(Print or type name of Disclosing Party)

By: _____

(Sign here)

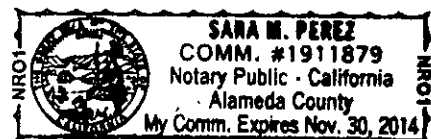
Eric V. Standifer
(Print or type name of person signing)

Principal
(Print or type title of person signing)

Signed and sworn to before me on (date) February 8, 2012,
at Alameda County, California (state).

Sara H. Perez Notary Public.

Commission expires: November 30, 2014.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Cabrera Capital Markets, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 10 South LaSalle, Suite 1050
Chicago, IL 60603

C. Telephone: (312) 236-8888 Fax: (312) 236-8936 Email: raguilar@cabreracapital.com

D. Name of contact person: Robert Aguilar

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Martin Cabrera, Jr.	President (Director) / Manager
Robert Libertini	Vice President (Director)
Robert Aguilar	Chief Operating Officer (COO) / Treasurer
Rene LeBran	Board Member
Bruce Foerster	Board Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Cabrera Capital Inc	10 S LaSalle, Ste 1050 Chicago, IL 60603	76.5%
RCF Cabrera Holdings, Inc	2425 Olympic Blvd, Suite 6050 West Santa Monica, CA 90404	23.5%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Burke, Warren, MacKay & Serritella, P.C	330 N. Wabash Ave. 22nd Floor, Chicago, IL 60611		Underwriter's Counsel \$200,000*
Green and Letts	111 W. Washington St. Suite 1650, Chicago, IL 60602		Underwriter's Counsel \$85,000*

*Anticipated to retain. Estimated: Allocated among the underwriters

(Add sheets if necessary)

[] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes [] No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[] Yes [] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

None

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the Federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Cabrera Capital Markets, LLC
(Print or type name of Disclosing Party)
By: [Signature]
(Sign here)

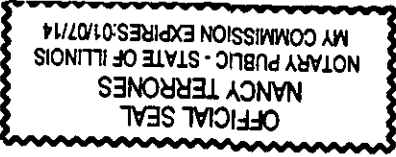
Robert Aguilar
(Print or type name of person signing)

Chief Operating Officer
(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2012
at Cook County, IL (state).

[Signature]
Notary Public.

Commission expires: 01/07/14



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Cabrera Capital , Inc

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant
OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Cabrera Capital Markets, LLC
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 10 South LaSalle, Suite 1050
Chicago, IL 60603

C. Telephone: (312) 236-8888 Fax: (312) 236-8936 Email: raguilar@cabreracapital.com

D. Name of contact person: Robert Aguilar

E. Federal Employer Identification No. (if you have or _____)

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) _____ |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☐ No ☒ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Martin Cabrera, Jr.	President (Director) / Manager
Rose Gonzales	Secretary
Robert Aguilar	Chief Operating Officer (COO) / Treasurer

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Martin Cabrera, Jr.	10 S LaSalle, Ste 1050 Chicago, IL 60603	60.0%
Rose Gonzales	100 W Washington, Chicago, IL 60607	37.0%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

None

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
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4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Cabrera Capital, Inc
(Print or type name of Disclosing Party)

By: [Signature]
(Sign here)

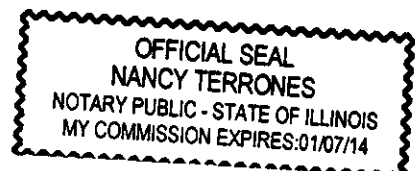
Robert Aguilar
(Print or type name of person signing)

Chief Operating Officer
(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2012
at COOK County, IL (state)

[Signature] Notary Public.

Commission expires: 01/07/14.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes

[X] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Rustic Canyon Management, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant
OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Cabrera Capital Markets, LLC
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 2425 Olympic Blvd, Suite 6050
Santa Monica, CA 90404

C. Telephone: 310-998-8000 Fax: 310-998-8001 Email: renee@rcfontis.com

D. Name of contact person: Renée LaBran

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other under which this EDS is submitted (how as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Thomas Unterman*	Manager
Renée LaBran*	Member

*None of these parties hold 7.5% or more of the applicant named on page 1

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Please see attached sheet		
* None of these parties hold 7.5% or more of the applicant named on Page 1		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

None

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Rustic Canyon Management, LLC

(Print-or type name of Disclosing Party)

By: Renée LaBran
(Sign here)

Renée LaBran

(Print or type name of person signing)

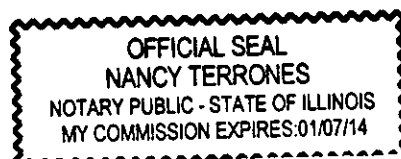
Member of Rustic Canyon Management, LLC

(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2012
at COOK County, IL (state)

Nancy Terrones Notary Public.

Commission expires: 01/07/14



Attachment for Page 3

Rustic Canyon Management, LLC

Investors with 7.5% or More

Company	Address	% Ownership
Thomas & Janet Unterman Living Trust and TJBA Company, LTD	2425 Olympic Boulevard, Suite 6050W Santa Monica, CA 90404	33.33%
John Babcock	2425 Olympic Boulevard, Suite 6050W Santa Monica, CA 90404	33.33%
Nate Redmond	2425 Olympic Boulevard, Suite 6050W Santa Monica, CA 90404	33.33%

*None of the parties above hold 7.5% or more in the Applicant named on page 1

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Rustic Canyon/Fontis Partners GP, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Cabrera Capital Markets, LLC

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 55 South Lake Avenue, Suite 850

Pasadena, CA 91101-2676

C. Telephone: 626-744-7799x225 Fax: 626-744-9249 Email: renee@rcfontis.com

D. Name of contact person: Renée LaBran

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Rustic Canyon/Fontis Management, LLC*	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Please see attached sheet		
* None of these parties hold 7.5% or more of the applicant named on Page 1		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

None

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Rustic Canyon/Fontis Partners GP, LLC

(Print or type name of Disclosing Party)

By: Renée LaBran
(Sign here)

Renée LaBran

(Print or type name of person signing)

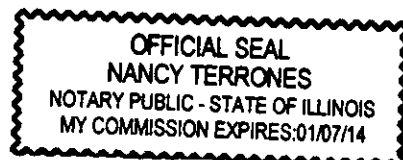
Member of Rustic Canyon Management, LLC, Managing Member of Rustic Canyon/Fontis Management, LLC;
Managing Member of Rustic Canyon/Fontis Partners GP, LLC

(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2012
at Cook County, IL (state).

Nancy Terrones Notary Public.

Commission expires: 01/07/14



Attachment for Page 3

Rustic Canyon/Fontis Partners GP, LLC

Investors with 7.5% or More

Company	Address	% Ownership
Mr. Daniel L. Villanueva	710 Chaucer Road San Marino, CA 91108	22.2%
Mr. Daniel D. Villanueva	517 Via Con Dios Camarillo, CA 93010	22.2%
Ms. Gabrielle E. Greene	1650 E. Mountain Street Pasadena, CA 91104	22.2%
RC/F Member, LLC	2425 Olympic Blvd., Suite 6050W Santa Monica, CA 90404	33.3%

*None of the parties above hold 7.5% or more in the Applicant named on page 1

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Rustic Canyon/Fontis Partners, LP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Cabrera Capital Markets, LLC

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 55 South Lake Avenue, Suite 850

Pasadena, CA 91101-2676

C. Telephone: 626-744-7799x225 Fax: 626-744-9249 Email: renee@rcfontis.com

D. Name of contact person: Renée LaBran

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other und _____ below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input checked="" type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Rustic Canyon/Fontis Partners GP, LLC	General Partner

*This party does NOT hold 7.5% or more of the applicant named on page 1.

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Please see attached sheet		
* None of these parties hold 7.5% or more of the applicant named on Page 1		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

“Lobbyist” means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. “Lobbyist” also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

None

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Rustic Canyon/Fontis Partners, LP

(Print or type name of Disclosing Party)

By: Renée LaBran

(Sign here)

Renée LaBran

(Print or type name of person signing)

Managing Member of Rustic Canyon/Fontis Management, LLC; Member of Rustic Canyon/Fontis Partners GP, LLC

General Partner of Rustic Canyon Fontis Partners, LP

(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2012
at COOK County, IL (state).

Nancy Terrones

Notary Public.

Commission expires: 01/07/14



Attachment for Page 3

Rustic Canyon/Fontis Partners, LP

Investors with 7.5% or More

Company	Address	% Ownership
NXP Partners	c/o Gibson Dunn & Crutcher 2029 Century Park East, Suite 4000 Los Angeles, CA 90067	15.6%
New Mexico State Investment Council Land Grant Permanent Fund	New Mexico State Investment Council 2055 S. Pacheco Street, Suite 100 Santa Fe, NM 87505	12.43%
TMCT II, LLC	c/o Lucas, Horsfall Murphy & Pindroh, LLP 100 East Corson St., Suite 200 Pasadena, CA 91103-3841	15.6%
Capital Link Fund I, LLC	152 West 57 th Street 34 th Floor New York, NY 10019	13.9%

*None of the parties above hold 7.5% or more in the Applicant named on page 1

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

RCF-Cabrera Holdings, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant
OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Cabrera Capital Markets, LLC
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 55 South Lake Avenue, Suite 850
Pasadena, CA 91101-2676

C. Telephone: 626-744-7799x225 Fax: 626-744-9249 Email: renee@rcfontis.com

D. Name of contact person: Renée LaBran

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Thomas Unterman	President
Renée LaBran	VP, Secretary & Treasurer

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Rustic Canyon/Fontis Partners, LP		100%
55 South Lake Avenue, Suite 850 Pasadena, CA 91101-2676		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

“Lobbyist” means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. “Lobbyist” also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

None

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

RCF-Cabrera Holdings, Inc.

(Print or type name of Disclosing Party)

By:

(Sign here)

Renée LaBran

(Print or type name of person signing)

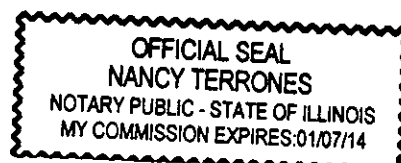
Secretary

(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2012
at COOK County, IL (state).

Mary Terrones Notary Public.

Commission expires: 01/07/14



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Rustic Canyon/Fontis Management, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Cabrera Capital Markets, LLC

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 55 South Lake Avenue, Suite 850

Pasadena, CA 91101-2676

C. Telephone: 626-744-7799x225 Fax: 626-744-9249 Email: renee@rcfontis.com

D. Name of contact person: Renée LaBran

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Rustic Canyon Management, LLC*	Managing Member
Gabrielle E. Greene*	Managing Member
Daniel D. Villanueva*	Managing Member
Daniel L. Villanueva*	Managing Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Please see attached sheet		
* None of these parties hold 7.5% or more of the applicant named on Page 1		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

“Lobbyist” means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. “Lobbyist” also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
3. The certifications in subparts 3, 4 and 5 concern:
- the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

None

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION


Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

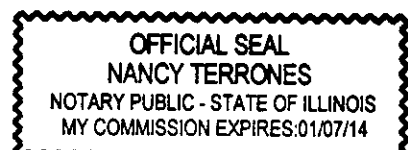
Rustic Canyon/Fontis Management, LLC
(Print or type name of Disclosing Party)

By: 
(Sign here)

Renée LaBran
(Print or type name of person signing)
Member of Rustic Canyon Management, LLC
Managing Member of Rustic Canyon/Fontis Management, LLC
(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2012
at COOK County, IL (state)

 Notary Public.
Commission expires: 01/07/14



Attachment for Page 3

Rustic Canyon/Fontis Management, LLC

Investors with 7.5% or More

Company	Address	% Ownership
Rustic Canyon Management, LLC	2425 Olympic Boulevard, Suite 6050W Santa Monica, CA 90404	28.57%
Ms. Gabrielle E. Greene	1650 E. Mountain Street Pasadena, CA 91105	28.57%
Mr. Daniel D. Villanueva	517 Via Con Dios Camarillo, CA 93010	14.29%
Mr. Daniel L. Villanueva	710 Chaucer Road San Marino, CA 91108	28.57%

*None of the parties above hold 7.5% or more in the Applicant named on page 1

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Estrada Hinojosa & Company, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 70 W. Madison St., Suite 1400, Chicago, IL 60602
1717 Main St., Suite 4700, Dallas, TX 75201

C. Telephone: 312-214-6887 Fax: 312-214-3110 Email: fgrillo@ehmuni.com
214-658-1670 214-658-1671 nhinojosa@ehmuni.com

D. Name of contact person: Fernando Grillo & Noe Hinojosa, Jr.

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # N/A and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Texas

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Noe Hinojosa, Jr.	President/CEO
Robert A. Estrada	Chairman

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Noe Hinojosa, Jr.	1717 Main St., Suite 4700, Dallas, TX. 75201	50.3%
Robert A. Estrada	1717 Main St., Suite 4700, Dallas, TX. 75201	38%
Donald J. Gonzales	100 W. Houston St., Suite 1400, San Antonio, TX. 78205	10%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

Burke, Warren, MacKay & Serritella, PC 330 North Wabash Avenue, 22nd Floor, Chicago, IL 60611-3607
(Attorney) Estimated Fees \$200,000

Greene and Letts 111 West Washington St., Suite 1650, Chicago, IL 60602 (Attorney) Estimated Fees \$85,000

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

NA

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

NA

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 ^x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Estrada Hinojosa & Company, Inc.

(Print or type name of Disclosing Party)

By:

(Sign here)

Noe Hinojosa, Jr.

(Print or type name of person signing)

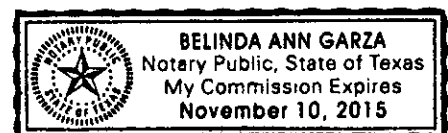
President & CEO

(Print or type title of person signing)

Signed and sworn to before me on (date) February 8, 2012,
at Dallas County, Texas (state).

Belinda Ann Garza Notary Public.

Commission expires: 11-10-2015.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Lebenthal + Co., LLC d/b/a Lebenthal + Company, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party:

521 Fifth Avenue, 15th Floor
New York, NY 10175

C. Telephone: 212-697-3683 Fax: 212-981-6798 Email: Kniebuhr@alexjamesco.com

D. Name of contact person: Kristen Niebuhr

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other under: _____ 'ow as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? FINANCE

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes

☐ No

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>Alexandra Lebenthal</u>	<u>Chief Executive Officer</u>
<u>James B. Lebenthal</u>	<u>Chief Financial Officer</u>
<u>Kristen Niebuhr</u>	<u>Chief Administrative Officer</u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Alexandra James, LLC	521 Fifth Avenue	100%
	New York, NY 10175	

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Burke, Warren, MacKay & Serritella, P.C. Retained	330 N. Wabash Chicago	Attorney	Estimated fees \$209,000.00
Greene & Letts - Retained	111 W. Washington Chicago	Attorney	Estimated fees \$85,000

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes

☒ No

☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes

☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City; using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating:

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List:

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is

☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

None

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

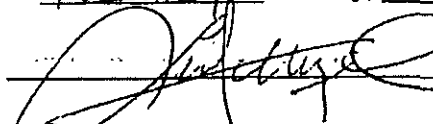
ALEXANDRA JAMES LLC
(Print or type name of Disclosing Party)

By: 
(Sign here)

KRISTEN NIEBUHR
(Print or type name of person signing)

CHIEF ADMINISTRATIVE OFFICER
(Print or type title of person signing)

Signed and sworn to before me on (date) 8 FEBRUARY 2012
at NEW YORK County, NEW YORK (state).

 Notary Public.
Commission expires: _____

LEONARD SCHLANGE
Notary Public, State of New York
No. 60-4798755
Qualified in Westchester County
Commission Expires Sept. 30, 20 13

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Alexandra + James, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Lebenthal + Co., LLC

OR

d/b/a Lebenthal + Company, LLC

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party:

521 Fifth Avenue, 15th Floor
New York, NY 10175

C. Telephone: 212-697-3683 Fax: 212-981- Email: knlebuhr@alexjamesco.com

D. Name of contact person: Kristen Nlebuhr

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes

☒ No

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>Alexandra Lebenthal</u>	<u>Chief Executive Officer</u>
<u>James B. Lebenthal</u>	<u>Chief Financial Officer</u>
<u>Kristen Niebuhr</u>	<u>Chief Administrative Officer</u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Alexandra Leberthal	521 Fifth Avenue	53.7%
James B. Leberthal	521 Fifth Avenue	11.9%
Claudia Leberthal	521 Fifth Avenue	10.2%
New York, NY 10175		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Burke, Warren, Mackay & Serritella P.C. Retained	330 N. LaSalle Chicago	Attorney	Estimated fees \$200,000.00
Reene & Letts - Retained	111 W. Washington Chicago	Attorney	Estimated fees \$85,000

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes

☒ No

☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes

☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

None

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses); the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2. If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.


F.3. If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

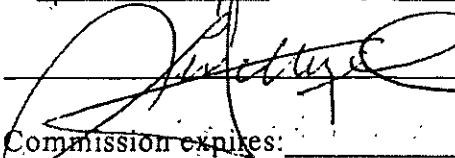
ALEXANDRA JAMES LLC
(Print or type name of Disclosing Party)

By: 
(Sign here)

KRISTEN NIEBUHR
(Print or type name of person signing)

CHIEF ADMINISTRATIVE OFFICER
(Print or type title of person signing)

Signed and sworn to before me on (date) 8 FEBRUARY 2012
at NEW YORK County, NEW YORK (state).

 Notary Public.
Commission expires: _____

LÉONARD SCHLANGEL
Notary Public, State of New York
No. 60-4798755
Qualified in Westchester County
Commission Expires Sept. 30, 20 13

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

M.R. BEAL + COMPANY

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party:

110 Wall Street, 6th fl.
NY NY 10005

C. Telephone: 212 983-3930 Fax: 212 983-4539 Email: jmendola@mrbeal.com

D. Name of contact person: Joseph Mendola

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other under _____ e "Matter") to which this EDS pertains. (Include project number and location or property, if applicable):

OHARE THIRD LIEN GENERAL AIRPORT REVENUE BONDS, Series 2012

G. Which City agency or department is requesting this EDS? FINANCE

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input checked="" type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

VIRGINIA

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>Bernard Beal</u>	<u>CEO</u>
<u>Stanley Grayson</u>	<u>CCO</u>
<u>Valarie Lancaster</u>	<u>VP</u>
<u>Katrice Little-Simon</u>	<u>VP</u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Bernard Beal	110 Wall St 6th fl, NY 10005	5%
HRB Securities	110 Wall St 6th fl, NY 10005	95%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Burke, Warren McKay + Seride LLC	330 N Wabash Ave Chicago IL 60611	counsel/ attorney	total est. fee \$200,000.00

Greene + Letts,	111 W. Washington St Chicago, IL 60602	counsel/ attorney	total est. fee \$25,000.00
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(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is

☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

✓ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☒ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☒ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☒ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☒ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

MR BEAL + COMPANY
(Print or type name of Disclosing Party)

By: [Signature]
(Sign here)

BERNARD BEAL
(Print or type name of person signing)

CEO
(Print or type title of person signing)

Signed and sworn to before me on (date) 2/8/12,
at NY County, NY (state).

[Signature] Notary Public.

Commission expires: 5/23/14

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

MRB Securities Corporation

Check ONE of the following three boxes:

Indicate whether Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which Disclosing Party holds an interest: _____

OR

3. ☒ a specified legal entity with a right of control (see Section II.B.1.b.) State the legal name of the entity in which Disclosing Party holds a right of control: M. R. Beal & Company

B. Business address of Disclosing Party:

110 Wall Street, 6th Floor

New York, NY 10005

C. Telephone: 212-983-3930

Fax: 212-983-4539

Email: sgrayson@mrbeal.com

D. Name of contact person: Stanley E. Grayson

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? City of Chicago, Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

2012 FEB 29 PM 2:44

OFFICE OF THE
CITY CLERK

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

PNC Capital Markets LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant
OR2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____
OR3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party:

225 Fifth Avenue, 5th Floor
Pittsburgh, PA 15222C. Telephone: 312-338-2203 Fax: 312-338-8127 Email: kevin.hoecker@pnc.comD. Name of contact person: Kevin Hoecker

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare 3rd Lien GARB Series 2012G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Pennsylvania

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

See Attachment A

Title

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
PNC Holding, LLC	222 Delaware Ave. Wilmington, DE 19801	100%
All of the equity in the disclosing party is owned by PNC Holding, LLC, a Delaware corporation.		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No See Attachment B

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	---

- | | | | |
|---|---|---------------------|---------------------|
| 1) Burke, Libner, Mackay & Sericelli PC | 330 N. LaSalle Ave., 22 nd floor, Chicago, IL 60611-3607 | attorney - retained | est. fees \$200,000 |
| 2) Greene and Letts | 111 W. Washington St., Suite 1650, Chicago, IL 60602 | attorney - retained | est. fees \$85,000 |

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes

☒ No

☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes

☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See Attachment B

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

See Attachment B

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No *See Attachment B*

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

✓ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

See Attachment B

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS. *See Attachment B*

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

PNC Capital Markets LLC
(Print or type name of Disclosing Party)

By: *David B. Mitchell II*
(Sign here)

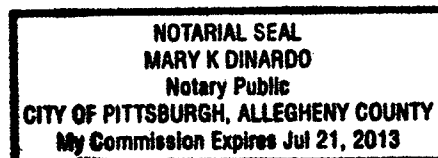
David B. Mitchell II
(Print or type name of person signing)

Executive Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) February 16, 2012
at Allegheny County, Pennsylvania (state).

Mary K. Dinardo Notary Public.

Commission expires: July 21, 2013



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

PNC Capital Markets LLC

Attachment A:

<u>Name</u>	<u>Title</u>
Begley, Terence Patrick	Executive Officer
Derespiris, Brian G	Board Member
Evanco, Mark Stephen	Board Member
McLaughlin, Charlotte Behm	Chief Executive Officer
Mitchell, David Bryant	Board Member
Parsley, E. William	Chairman
Shaffer, Douglas Edward	Executive Officer

Attachment B
To
City of Chicago
Economic Disclosure Statement and Affidavit
Filed by
PNC Capital Markets, LLC

This Attachment B supplements the information provided in the City of Chicago Economic Disclosure Statement and Affidavit executed by the Disclosing Party as of February 16, 2012 (the "EDS"). Any capitalized terms not defined in this Attachment B will have the definitions set forth in the EDS.

SECTION III: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

To the knowledge and belief of the Disclosing Party after due diligence and reasonable inquiry, the Disclosing Party has not had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date that the Disclosing Party signed the EDS.

SECTION V – CERTIFICATIONS

B. FURTHER CERTIFICATIONS

1. The Disclosing Party submitting this EDS is the Applicant and is doing business with the City. The Disclosing Party certifies that as of the date that this EDS is furnished to the City:

(i) the Applicant is not currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and

(ii) the Applicant understands and acknowledges that compliance with Municipal Code Chapter 1-23, Article I is a continuing requirement for doing business with the City.

2. The Disclosing Party is a legal entity and the names of the executive officers and directors of the Disclosing Party have been separately provided to the City as part of this EDS. The Disclosing Party certifies that, as of the date that this EDS is furnished to the City, the Disclosing Party and any executive officer or director of the Disclosing Party identified in Section II.B.1. of the EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining,

attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b of Section V of the EDS;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default;

e. have not, with respect to proceedings or actions instituted by the City or by the federal government, any state, or any other unit of local government, and within the five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a criminal action; and

f. have not, with respect to proceedings or actions instituted by the City or by the federal government, any state, or any other unit of local government, and within the five-year period preceding the date of this EDS, been found liable in any civil proceeding or action, other than (1) proceedings or actions related to property mortgaged to the Disclosing Party, property owned by the Disclosing Party and leased to others, foreclosed property now owned by the Disclosing Party, and property owned or held by the Disclosing Party as a fiduciary or nominee, (2) proceedings or actions disclosed by the Disclosing Party in a filing made with the SEC or other public filing, or (3) proceedings or actions that would not, individually or in the aggregate, have a material adverse effect on the financial condition of the Disclosing Party or its ability to perform in connection with the Matter.

3. The Disclosing Party certifies that, during the five years before the date that this EDS is furnished to the City, neither the Disclosing Party nor any Agent has:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. The Disclosing Party certifies that, as of the date that this EDS is furnished to the City, neither the Disclosing Party nor any Agent is barred from contracting with any unit or state of local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating

in violation of 720 ILCS 5/33 E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. The Disclosing Party certifies that, as of the date that this EDS is furnished to the City, the Disclosing Party is not listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

Additional Notes

The following notes should be read in conjunction with the certifications provided above:

Affiliated entities/controlling persons. PNC Capital Markets LLC (PNC Capital Markets) is a wholly owned direct subsidiary of PNC Holding LLC (PNC Holding). PNC Holding is a wholly owned direct subsidiary of The PNC Financial Services Group, Inc. (PNC Financial). PNC Financial, PNC Holding, and PNC Capital Markets are each submitting separate applications as part of this EDS. Unless otherwise noted, the certifications in this EDS are made on behalf of each of PNC Financial, PNC Holding, and PNC Capital Markets as a separate legal entity, and not on behalf of any predecessor entities. To the knowledge of the Disclosing Party, after a review of publicly available information, the only Affiliated Entities or Controlling Persons for any of the three Disclosing Parties are PNC Financial (for both PNC Capital Markets and PNC Holding) and PNC Holding (for PNC Capital Markets).

Agents. Certifications provided with respect to the Agents of the Disclosing Party are based on the knowledge of the Disclosing Party, after due diligence and reasonable inquiry, with respect to executive officers and directors of the Disclosing Party, and based on the actual knowledge of the employees performing services for the City in connection with the Matter, with respect to any other official, agent, or employee of the Disclosing Party.

Contractors. The Disclosing Party certifies that it has not engaged any contractor or sub-contractor in connection with the Matter.

B.9. After reasonable inquiry and due diligence, the Disclosing Party has not given or caused to be given any gifts, at any time during the 12-month period preceding the execution date of this EDS, to an employee or elected or appointed official, of the City of Chicago.

D. INTEREST IN CITY BUSINESS

As to the disclosure set forth in Section V, paragraph D.1., to the knowledge and belief of the Disclosing Party after due diligence and reasonable inquiry, no official or employee of the City of Chicago has a financial interest in his or her own name or in the name of any other person in the Matter.

As to the disclosure set forth in Section V, paragraph D.4., the Disclosing Party cannot (and does not) make the certification requested because the Disclosing Party does not and will not have control over all means of acquiring a financial interest in the Matter.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

The PNC Financial Services Group, Inc. extensively reviewed the historical records of banks it has acquired and has discovered two instances in the records of the National Bank of Kentucky, a predecessor of a recent acquisition.

In 1836, the National Bank of Kentucky loaned \$200,000 to the City of Louisville. Records indicate the City then invested in the Lexington & Ohio Railroad Company

In 1852, the National Bank of Kentucky loaned \$135,000 to the Louisville & Nashville Railroad Company.

Research indicates that both railroads employed forced labor. There is no evidence that the National Bank of Kentucky accepted individuals as collateral for either loan, or otherwise directly profited from slavery.

Any questions regarding this statement should be directed to one of the following PNC executives:

For government officials:

Thomas F. Lamb, Jr.

Senior Vice President, Government Affairs

The PNC Financial Services Group, Inc.

249 Fifth Avenue

Pittsburgh, PA 15222

412-762-7558

thomas.lamb@pnc.com

For media partners:

Fred Solomon

412-762-7544

frederick.solomon@pnc.com

SECTION VI – CERTIFICATION FOR FEDERALLY FUNDED MATTERS

To the knowledge and belief of Disclosing Party after due diligence and reasonable inquiry, the Matter is not federally funded.

SECTION VII – ACKNOWLEDGMENTS, CONTRACT INFORMATION, COMPLIANCE, PENALTIES, DISCLOSURE

F.1. The Disclosing Party certifies the statements contained in Section VII, paragraph F.1. that it is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, except for taxes that are being contested in good faith by the Disclosing Party or any of its affiliates by appropriate legal proceeding. To the knowledge and belief of the Disclosing Party after due diligence and reasonable inquiry, neither the Disclosing Party nor its affiliates are delinquent in paying a fine, fee, tax or other charge owed to the City related to (i) property mortgaged to the Disclosing Party or its affiliates, (ii) property owned by the Disclosing Party or its affiliates and leased to other, (iii) foreclosed property now owned by the Disclosing Party or its affiliates and leased to others, (iv) property owned or held by the Disclosing Party or its affiliates as a fiduciary or nominee, and (v) fines, fees, taxes or other charges that are being contested in good faith by the Disclosing Party or its affiliates by appropriate legal proceeding.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

RECEIVED
CITY COUNCIL DIVISION
2012 FEB 29 PM 2:44

OFFICE OF THE
CITY CLERK

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

The PNC Financial Services Group, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: PNC Capital Markets LLC

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party:

249 Fifth Avenue, One PNC Plaza
Pittsburgh, PA 15222-2707

C. Telephone: 312-338-2203 Fax: 312-338-8127 Email: Kevin.hoecker@pnc.com

D. Name of contact person: Kevin Hoecker

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare 3rd Ltr GAR3 Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Pennsylvania

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

See Attachment A

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
<i>None</i>		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

See Attachment B

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes

☐ No

☒ No person directly or indirectly owns 10% or more of the Disclosing Party. *See Attachment B*

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes

☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See Attachment B

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

See Attachment B

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is

☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No See Attachment B

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

____ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

✓ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

See Attachment B

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

See Attachment B

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

The PNC Financial Services Group, Inc.
(Print or type name of Disclosing Party)

By: _____

(Sign here)

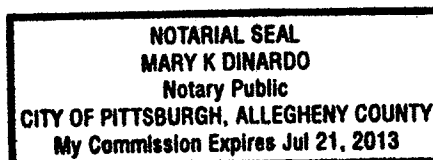
David B. Mitchell II
(Print or type name of person signing)

Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) February 16, 2012
at Allegheny County, Pennsylvania (state).

Mary K. DiNardo Notary Public.

Commission expires July 21, 2013



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Directors/Officers Report

Attachment A

PNC Financial Services Group, Inc., The

Directors

Richard O. Berndt
Charles E. Bunch
Paul W. Chellgren
Kay Coles James
Richard B. Kelson
Bruce C. Lindsay
Anthony A. Massaro
Jane G. Pepper
James E. Rohr
Donald J. Shepard
Lorene K. Steffes
Dennis F. Strigl
Thomas J. Usher
George H. Walls, Jr.
Helge H. Wehmeier

Director
Director
Director
Director
Director
Director
Director
Director
Director
Director
Director
Director
Director
Director
Director

Executive Officers

James E. Rohr

Joseph C. Guyaux
William S. Demchak
Thomas K. Whitford
Joan L. Gulley

Michael J. Hannon

Robert F. Hoyt

Richard J. Johnson

Michael P. Lyons
E. William Parsley, III

Helen P. Pudlin

Robert Q. Reilly
Gregory H. Kozich

Chairman
Chief Executive Officer
President
Senior Vice Chairman
Vice Chairman
Executive Vice President
Chief Human Resources Officer
Executive Vice President
Chief Credit Officer
Interim Chief Risk Officer
Executive Vice President
Chief Regulatory Affairs Officer
Senior Deputy General Counsel
Executive Vice President
Chief Financial Officer
Executive Vice President
Chief Investment Officer
Executive Vice President
Treasurer
Executive Vice President
General Counsel
Executive Vice President
Controller
Senior Vice President

Attachment B
To
City of Chicago
Economic Disclosure Statement and Affidavit
Filed by
The PNC Financial Services Group, Inc.

This Attachment B supplements the information provided in the City of Chicago Economic Disclosure Statement and Affidavit executed by the Disclosing Party as of February 16, 2012 (the "EDS"). Any capitalized terms not defined in this Attachment B will have the definitions set forth in the EDS.

SECTION III: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

To the knowledge and belief of the Disclosing Party after due diligence and reasonable inquiry, the Disclosing Party has not had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date that the Disclosing Party signed the EDS.

SECTION V – CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

No person owns 10% or more of the Disclosing Party, to the knowledge and belief of the Disclosing Party after due diligence and reasonable inquiry, which included the review of public disclosures filed with the United States Securities and Exchange Commission.

B. FURTHER CERTIFICATIONS

1. The Disclosing Party certifies that as of the date that this EDS is furnished to the City:

(i) the Disclosing Party is not currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and

(ii) the Disclosing Party understands and acknowledges that compliance with Municipal Code Chapter 1-23, Article I is a continuing requirement for doing business with the City.

2. The Disclosing Party is a legal entity and the names of the executive officers and directors of the Disclosing Party have been separately provided to the City as part of this EDS. The Disclosing Party certifies that, as of the date that this EDS is furnished to the City, the Disclosing Party and any executive officer or director of the Disclosing Party identified in Section II.B.1. of the EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b of Section V of the EDS;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default;
- e. have not, with respect to proceedings or actions instituted by the City or by the federal government, any state, or any other unit of local government, and within the five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a criminal action; and
- f. have not, with respect to proceedings or actions instituted by the City or by the federal government, any state, or any other unit of local government, and within the five-year period preceding the date of this EDS, been found liable in any civil proceeding or action, other than (1) proceedings or actions related to property mortgaged to the Disclosing Party, property owned by the Disclosing Party and leased to others, foreclosed property now owned by the Disclosing Party, and property owned or held by the Disclosing Party as a fiduciary or nominee, (2) proceedings or actions disclosed by the Disclosing Party in a filing made with the SEC or other public filing, or (3) proceedings or actions that would not, individually or in the aggregate, have a material adverse effect on the financial condition of the Disclosing Party or its ability to perform in connection with the Matter.

3. The Disclosing Party certifies that, during the five years before the date that this EDS is furnished to the City, neither the Disclosing Party nor any Agent has:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. The Disclosing Party certifies that, as of the date that this EDS is furnished to the City, neither the Disclosing Party nor any Agent is barred from contracting with any unit or state of local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33 E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. The Disclosing Party certifies that, as of the date that this EDS is furnished to the City, the Disclosing Party is not listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

Additional Notes

The following notes should be read in conjunction with the certifications provided above:

Affiliated entities/controlling persons. PNC Capital Markets LLC (PNC Capital Markets) is a wholly owned direct subsidiary of PNC Holding LLC (PNC Holding). PNC Holding is a wholly owned direct subsidiary of The PNC Financial Services Group, Inc. (PNC Financial). PNC Financial, PNC Holding, and PNC Capital Markets are each submitting separate applications as part of this EDS. Unless otherwise noted, the certifications in this EDS are made on behalf of each of PNC Financial, PNC Holding, and PNC Capital Markets as a separate legal entity, and not on behalf of any predecessor entities. To the knowledge of the Disclosing Party, after a review of publicly available information, the only Affiliated Entities or Controlling Persons for any of the three Disclosing Parties are PNC Financial (for both PNC Capital Markets and PNC Holding) and PNC Holding (for PNC Capital Markets).

Agents. Certifications provided with respect to the Agents of the Disclosing Party are based on the knowledge of the Disclosing Party, after due diligence and reasonable inquiry, with respect to executive officers and directors of the Disclosing Party, and based on the actual knowledge of the employees performing services for the City in connection with the Matter, with respect to any other official, agent, or employee of the Disclosing Party.

Contractors. The Disclosing Party certifies that it has not engaged any contractor or sub-contractor in connection with the Matter.

B.9. After reasonable inquiry and due diligence, the following is a complete list of gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago:

Date	Name	Org/Entity	Amount	Description
11/14/2011	Basille, Elizabeth	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Bever, Greta	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Biel , Kathy	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Danczak Lyons , Karen	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Davis , Craig	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Dempsey, Mary	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Dohnalek, Richard	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Flinchbaugh, Stephanie	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Gomez, Josephine	Chicago Public Library Board	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Hagen, Kim	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Hamilton, Alexa	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Kaszynski, Melissa	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Kellner-Ligammari, Maria	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Kopacz, Janette	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Lednicer, Ruth	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Lumpkin, Barbara	Chicago Public Schools	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Miskewitch, Anne	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Nowakowski, Bernie	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Ross , Jennifer	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Roza, Carol	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Stark, Tom	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Thompson , Jayne C.	Chicago Public Library Board	\$45.96	Cocktail reception-Harold Washington Library

11/14/2011	Williard, Robin	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Zhu, Julia	Chicago Public Library Board	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Zigelman, Julia	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library
11/14/2011	Zupko , Laura	Chicago Public Library	\$45.96	Cocktail reception-Harold Washington Library

D. INTEREST IN CITY BUSINESS

As to the disclosure set forth in Section V, paragraph D.1., to the knowledge and belief of the Disclosing Party after due diligence and reasonable inquiry, no official or employee of the City of Chicago has a financial interest in his or her own name or in the name of any other person in the Matter.

As to the disclosure set forth in Section V, paragraph D.4., the Disclosing Party cannot (and does not) make the certification requested because the Disclosing Party does not and will not have control over all means of acquiring a financial interest in the Matter.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

The PNC Financial Services Group, Inc. extensively reviewed the historical records of banks it has acquired and has discovered two instances in the records of the National Bank of Kentucky, a predecessor of a recent acquisition.

In 1836, the National Bank of Kentucky loaned \$200,000 to the City of Louisville. Records indicate the City then invested in the Lexington & Ohio Railroad Company

In 1852, the National Bank of Kentucky loaned \$135,000 to the Louisville & Nashville Railroad Company.

Research indicates that both railroads employed forced labor. There is no evidence that the National Bank of Kentucky accepted individuals as collateral for either loan, or otherwise directly profited from slavery.

Any questions regarding this statement should be directed to one of the following PNC executives:

For government officials:

Thomas F. Lamb, Jr.

Senior Vice President, Government Affairs

The PNC Financial Services Group, Inc.

249 Fifth Avenue

Pittsburgh, PA 15222

412-762-7558

thomas.lamb@pnc.com

For media partners:

Fred Solomon

412-762-7544

frederick.solomon@pnc.com

SECTION VI – CERTIFICATION FOR FEDERALLY FUNDED MATTERS

To the knowledge and belief of Disclosing Party after due diligence and reasonable inquiry, the Matter is not federally funded.

SECTION VII – ACKNOWLEDGMENTS, CONTRACT INFORMATION, COMPLIANCE, PENALTIES, DISCLOSURE

F.1. The Disclosing Party certifies the statements contained in Section VII, paragraph F.1. that it is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, except for taxes that are being contested in good faith by the Disclosing Party or any of its affiliates by appropriate legal proceeding. To the knowledge and belief of the Disclosing Party after due diligence and reasonable inquiry, neither the Disclosing Party nor its affiliates are delinquent in paying a fine, fee, tax or other charge owed to the City related to (i) property mortgaged to the Disclosing Party or its affiliates, (ii) property owned by the Disclosing Party or its affiliates and leased to other, (iii) foreclosed property now owned by the Disclosing Party or its affiliates and leased to others, (iv) property owned or held by the Disclosing Party or its affiliates as a fiduciary or nominee, and (v) fines, fees, taxes or other charges that are being contested in good faith by the Disclosing Party or its affiliates by appropriate legal proceeding.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

RECEIVED
CITY CLERK DIVISION
2012 FEB 29 PM 2:44
OFFICE OF THE
CITY CLERK

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

PNC Holding, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: PNC Capital Markets LLC

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party:

222 Delaware Avenue
Wilmington, DE 19801

C. Telephone: 312-338-2203

Fax: 312-338-8127

Email: kevin.hoecker@pnc.com

D. Name of contact person: Kevin Hoecker

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare 3rd Lien GAR3 Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes

☒ No

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

See Attachment A

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
The PNC Financial Services Group, Inc.	249 Fifth Ave, One PNC Place	100%
	Pittsburgh, PA 15222	
All of the equity of the disclosing party is owned by The PNC Financial Services Group, Inc., a Pennsylvania corporation.		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No See Attachment B

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes

☐ No

☒ No person directly or indirectly owns 10% or more of the Disclosing Party. *See Attachment B*

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes

☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See Attachment B

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

See Attachment B

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

See Attachment B

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

____ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

✓ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

See Attachment B

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS. *See Attachment B*

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

PNC Holding LLC
(Print or type name of Disclosing Party)

By: *George P. Long, III*
(Sign here)

GEORGE P. LONG, III
(Print or type name of person signing)

ASSISTANT SECRETARY
(Print or type title of person signing)

Signed and sworn to before me on (date) Feb. 15, 2012,
at Allegheny County, Pennsylvania (state).

Lois M. Perlik Notary Public.

Commission expires August 14, 2014.

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Lois M. Perlik, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Aug. 14, 2014

Member, Pennsylvania Association of Notaries

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

PNC Holding, LLC

Directors

Deborah L. Falkowski
Richard J. Johnson
Nicholas M. Marsini, Jr.

Director
Director
Director

Officers

Richard J. Johnson

Chairman
President

Deborah L. Falkowski

Secretary
Controller
Treasurer

Janet L. Deringer
George P. Long, III
Dale F. Marrison
Jeffrey J. Martin

Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

Attachment B
To
City of Chicago
Economic Disclosure Statement and Affidavit
Filed by
PNC Holdings, LLC

This Attachment B supplements the information provided in the City of Chicago Economic Disclosure Statement and Affidavit executed by the Disclosing Party as of February 15, 2012 (the "EDS"). Any capitalized terms not defined in this Attachment B will have the definitions set forth in the EDS.

SECTION III: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

To the knowledge and belief of the Disclosing Party after due diligence and reasonable inquiry, the Disclosing Party has not had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date that the Disclosing Party signed the EDS.

SECTION V – CERTIFICATIONS

B. FURTHER CERTIFICATIONS

1. The Disclosing Party certifies that as of the date that this EDS is furnished to the City:

(i) the Disclosing Party is not currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and

(ii) the Disclosing Party understands and acknowledges that compliance with Municipal Code Chapter 1-23, Article I is a continuing requirement for doing business with the City.

2. The Disclosing Party is a legal entity and the names of the executive officers and directors of the Disclosing Party have been separately provided to the City as part of this EDS. The Disclosing Party certifies that, as of the date that this EDS is furnished to the City, the Disclosing Party and any executive officer or director of the Disclosing Party identified in Section II.B.1. of the EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a

public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b of Section V of the EDS;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default;

e. have not, with respect to proceedings or actions instituted by the City or by the federal government, any state, or any other unit of local government, and within the five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a criminal action; and

f. have not, with respect to proceedings or actions instituted by the City or by the federal government, any state, or any other unit of local government, and within the five-year period preceding the date of this EDS, been found liable in any civil proceeding or action, other than (1) proceedings or actions related to property mortgaged to the Disclosing Party, property owned by the Disclosing Party and leased to others, foreclosed property now owned by the Disclosing Party, and property owned or held by the Disclosing Party as a fiduciary or nominee, (2) proceedings or actions disclosed by the Disclosing Party in a filing made with the SEC or other public filing, or (3) proceedings or actions that would not, individually or in the aggregate, have a material adverse effect on the financial condition of the Disclosing Party or its ability to perform in connection with the Matter.

3. The Disclosing Party certifies that, during the five years before the date that this EDS is furnished to the City, neither the Disclosing Party nor any Agent has:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. The Disclosing Party certifies that, as of the date that this EDS is furnished to the City, neither the Disclosing Party nor any Agent is barred from contracting with any unit or state of local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33 E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. The Disclosing Party certifies that, as of the date that this EDS is furnished to the City, the Disclosing Party is not listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

Additional Notes

The following notes should be read in conjunction with the certifications provided above:

Affiliated entities/controlling persons. PNC Capital Markets LLC (PNC Capital Markets) is a wholly owned direct subsidiary of PNC Holding LLC (PNC Holding). PNC Holding is a wholly owned direct subsidiary of The PNC Financial Services Group, Inc. (PNC Financial). PNC Financial, PNC Holding, and PNC Capital Markets are each submitting separate applications as part of this EDS. Unless otherwise noted, the certifications in this EDS are made on behalf of each of PNC Financial, PNC Holding, and PNC Capital Markets as a separate legal entity, and not on behalf of any predecessor entities. To the knowledge of the Disclosing Party, after a review of publicly available information, the only Affiliated Entities or Controlling Persons for any of the three Disclosing Parties are PNC Financial (for both PNC Capital Markets and PNC Holding) and PNC Holding (for PNC Capital Markets).

Agents. Certifications provided with respect to the Agents of the Disclosing Party are based on the knowledge of the Disclosing Party, after due diligence and reasonable inquiry, with respect to executive officers and directors of the Disclosing Party, and based on the actual knowledge of the employees performing services for the City in connection with the Matter, with respect to any other official, agent, or employee of the Disclosing Party.

Contractors. The Disclosing Party certifies that it has not engaged any contractor or sub-contractor in connection with the Matter.

B.9. After reasonable inquiry and due diligence, the Disclosing Party has not given or caused to be given any gifts, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago.

D. INTEREST IN CITY BUSINESS

As to the disclosure set forth in Section V, paragraph D.1., to the knowledge and belief of the Disclosing Party after due diligence and reasonable inquiry, no official or employee of the City of Chicago has a financial interest in his or her own name or in the name of any other person in the Matter.

As to the disclosure set forth in Section V, paragraph D.4., the Disclosing Party cannot (and does not) make the certification requested because the Disclosing Party does not and will not have control over all means of acquiring a financial interest in the Matter.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

The PNC Financial Services Group, Inc. extensively reviewed the historical records of banks it has acquired and has discovered two instances in the records of the National Bank of Kentucky, a predecessor of a recent acquisition.

In 1836, the National Bank of Kentucky loaned \$200,000 to the City of Louisville. Records indicate the City then invested in the Lexington & Ohio Railroad Company

In 1852, the National Bank of Kentucky loaned \$135,000 to the Louisville & Nashville Railroad Company.

Research indicates that both railroads employed forced labor. There is no evidence that the National Bank of Kentucky accepted individuals as collateral for either loan, or otherwise directly profited from slavery.

Any questions regarding this statement should be directed to one of the following PNC executives:

For government officials:

Thomas F. Lamb, Jr.

Senior Vice President, Government Affairs

The PNC Financial Services Group, Inc.

249 Fifth Avenue

Pittsburgh, PA 15222

412-762-7558

thomas.lamb@pnc.com

For media partners:

Fred Solomon

412-762-7544

frederick.solomon@pnc.com

SECTION VI – CERTIFICATION FOR FEDERALLY FUNDED MATTERS

To the knowledge and belief of Disclosing Party after due diligence and reasonable inquiry, the Matter is not federally funded.

SECTION VII – ACKNOWLEDGMENTS, CONTRACT INFORMATION, COMPLIANCE, PENALTIES, DISCLOSURE

F.1. The Disclosing Party certifies the statements contained in Section VII, paragraph F.1. that it is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, except for taxes that are being contested in good faith by the Disclosing Party or any of its affiliates by appropriate legal proceeding. To the knowledge and belief of the Disclosing Party after due diligence and reasonable

inquiry, neither the Disclosing Party nor its affiliates are delinquent in paying a fine, fee, tax or other charge owed to the City related to (i) property mortgaged to the Disclosing Party or its affiliates, (ii) property owned by the Disclosing Party or its affiliates and leased to other, (iii) foreclosed property now owned by the Disclosing Party or its affiliates and leased to others, (iv) property owned or held by the Disclosing Party or its affiliates as a fiduciary or nominee, and (v) fines, fees, taxes or other charges that are being contested in good faith by the Disclosing Party or its affiliates by appropriate legal proceeding.

any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Bernard B. Beal	President

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Bernard B. Beal	110 Wall Street, 6th Floor New York, NY 10005	100%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total

B. FURTHER CERTIFICATIONS

1. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause B.1.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

2. The certifications in subparts 2, 3 and 4 concern:

- the Disclosing Party;
- any "Applicable Party" (meaning any party participating in the performance of the Matter, including but not limited to any persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Applicable Parties, the term Affiliated Entity means a person or entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another person or entity;

6. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

NA

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

For purposes of this Part C, under Municipal Code Section 2-32-455(b), the term "financial institution" means a bank, savings and loan association, thrift, credit union, mortgage banker, mortgage broker, trust company, savings bank, investment bank, securities broker, municipal securities broker, securities dealer, municipal securities dealer, securities underwriter, municipal securities underwriter, investment trust, venture capital company, bank holding company, financial services holding company, or any licensee under the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial institution" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension plans to public employees in accordance with Sections 403(b) and 457 of the Internal Revenue Code. (Additional definitions may be found in Municipal Code Section 2-32-455(b).)

1. CERTIFICATION

The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

The Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves) and has disclosed in this EDS any and all such records to the City. In addition, the Disclosing Party must disclose the names of any and all slaves or slaveholders described in those records. Failure to comply with these disclosure requirements may make the Matter to which this EDS pertains voidable by the City.

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all requisite information as set forth in that paragraph 2.

 X 1. The Disclosing Party verifies that (a) the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Disclosing Party has found no records of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or slaveholders.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1(a) above, the Disclosing Party has found records relating to investments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders. The Disclosing Party verifies that the following constitutes full disclosure of all such records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Begin list here, add sheets as necessary):

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. By completing and filing this EDS, the Disclosing Party acknowledges and agrees, on behalf of itself and the persons or entities named in this EDS, that the City may investigate the creditworthiness of some or all of the persons or entities named in this EDS.

B. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

C. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

H.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in H.1. and H.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in H.1., H.2. or H.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City.

MRB Securities Corporation
(Print or type name of Disclosing Party)

Date: 2/14/2012

By:

(sign here)

Stanley E. Grayson
(Print or type name of person signing)

Executive Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) _____, by Stanley E. Grayson,
at _____ County, _____ (state).

Notary Public.

Commission expires: _____.

H.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in H.1. and H.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

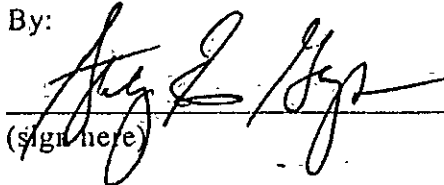
NOTE: If the Disclosing Party cannot certify as to any of the items in H.1., H.2. or H.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City.

MRB Securities Corporation
(Print or type name of Disclosing Party)

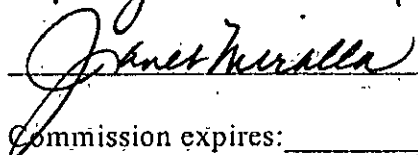
Date: 2/14/2012

By: 
(sign here)

Stanley E. Grayson
(Print or type name of person signing)

Executive Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) February 14, 2012, by Stanley E. Grayson
at New York County, New York (state).

 Notary Public.
Commission expires: _____

JANET MIRALLA
Notary Public, State of New York
No. 01M18129823
Qualified in Kings County 3
Commission Expires July 05, 2013

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Piper Jaffray Companies

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 345 Park Avenue, 12th Floor

New York, NY 10154

C. Telephone: 612-303-6647 Fax: 612-303-6966 Email: mary.h.ritter@pjc.com

D. Name of contact person: Mary Ritter

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other underlying matter (as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

Please see attached page of current Piper Jaffray Companies Directors and Officers. (Next page)

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

PIPER JAFFRAY COMPANIES
LIST OF DIRECTORS AND PRINCIPAL OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Andrew S. Duff	Chairman and Chief Executive Officer	800 Nicollet Mall Minneapolis, MN 55402-7020
James L. Chosy	General Counsel and Secretary	800 Nicollet Mall Minneapolis, MN 55402-7020
John W. Geelan	Assistant Secretary	800 Nicollet Mall Minneapolis, MN 55402-7020
Timothy L. Carter	Treasurer	800 Nicollet Mall Minneapolis, MN 55402-7020
Gregory J. Meyer	Controller	800 Nicollet Mall Minneapolis, MN 55402-7020
Debbra L. Schoneman	Chief Financial Officer	800 Nicollet Mall Minneapolis, MN 55402-7020
Mary B. Swanson	Assistant Treasurer	800 Nicollet Mall Minneapolis, MN 55402-7020
Chad R. Abraham	Co-Head, Global Investment Banking and Capital Markets	800 Nicollet Mall Minneapolis, MN 55402-7020
Francis E. Fairman IV	Head of Public Finance Services & Director	800 Nicollet Mall Minneapolis, MN 55402-7020
R. Todd Firebaugh	Co-Head, Public Finance & Fixed Income	800 Nicollet Mall Minneapolis, MN 55402-7020
Scott R. LaRue	Co-Head, Global Investment Banking and Capital Markets	800 Nicollet Mall Minneapolis, MN 55402-7020
Robert W. Peterson	Head of Global Equities and Director	800 Nicollet Mall Minneapolis, MN 55402-7020
Thomas P. Schnettler	Vice Chairman and Head of Merchant Banking	800 Nicollet Mall Minneapolis, MN 55402-7020
M. Bradley Winges	Head of Fixed Income Services and Director	800 Nicollet Mall Minneapolis, MN 55402-7020

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
None		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Burke, Warren, MacKay & Serritella, P.C.	Underwriter's Counsel		\$200,000 estimated fees
330 North Wabash Avenue, 22nd Floor, Chicago, IL 60611-3607			
Greene and Letts	Underwriter's Counsel		\$85,000 estimate fees
111 West Washington Street, Suite 1650, Chicago, IL 60602			

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

I certify all of the above to be true.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

The Disclosing Party makes the above pledge.

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

Piper Jaffray was founded in 1895 in Minneapolis, Minnesota. Minnesota was a "free state" and subject to the Northwest Ordinance, hence slavery was prohibited in Minnesota since before 1789. There are no Piper Jaffray related entities that precede the date of founding of the firm. Piper has made limited acquisitions of mostly Midwestern, smaller firms along the way, but we do not believe any of these pre-date the founding of Piper Jaffray. Hence even though we have not conducted an inquiry, we do not expect that there would be any records of investments or profits from slavery, the slave industry, or slaveholder insurance policies since the inception of the firm.

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Piper Jaffray Companies

(Print or type name of Disclosing Party)

By: _____

(Sign here)

Mary Ritter

(Print or type name of person signing)

Investment Banking Assistant

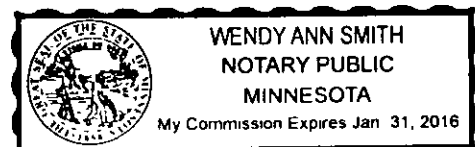
(Print or type title of person signing)

Signed and sworn to before me on (date) 2/8/12,
at Shenburne County, Minnesota (state).

Wendy Smith

Notary Public.

Commission expires: 1/31/2016.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Raymond James & Associates, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 550 W. Washington Blvd., Suite 1650

Chicago, IL 60661

C. Telephone: 312-612-7709 Fax: 312-612-7821 Email: omar.daghestani@raymondjames.com

D. Name of contact person: Omar Daghestani

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other underlying matter (as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Florida

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
------	-------

[SEE ATTACHED LIST]

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Raymond James Financial, Inc.		
880 Carillon Pkwy., St. Petersburg, FL 33716		100% interest

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained-or-anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.)-NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Burke, Warren, McKay & Seritella, P.C. (anticipated)	3300 N. Wabash Ave., 22nd Fl., Chicago, IL 60611	Attorney	\$200,000 (estimated)
Greene and Letts (anticipated)	111 W. Washington Street, Ste. 1650, Chicago, IL 60602	Attorney	\$85,000 (estimated)

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

None, except for 2e. In June 2011 Raymond James & Associates, Inc. reached an agreement to settle administrative proceedings with the Securities and Exchange Commission ("SEC") and with state securities regulators led by Florida and Texas and to repurchase at par auction rate securities ("ARS") sold to clients. The Firm also agreed to pay a fine of \$1.75 million to the state regulators, but was not fined by the SEC. We will notify the City of any material changes in this information.

--If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter-voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

**SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION,
COMPLIANCE, PENALTIES, DISCLOSURE**

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

RAYMOND JAMES & ASSOCIATES, INC.

(Print or type name of Disclosing Party)

By: Linda Matkowski
(Sign here)

Linda Matkowski

(Print or type name of person signing)

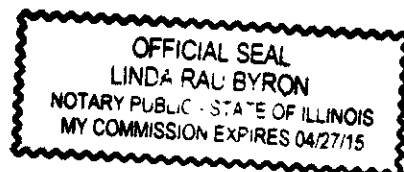
Managing Director, Public Finance

(Print or type title of person signing)

Signed and sworn to before me on (date) February 8, 2012,
at Cook County, IL (state).

Linda Rae Byron Notary Public.

Commission expires: 4-27-15.



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

hCue

Report Name : Management Structure

Exported On : 02/08/2012

Entity Name: Raymond James & Associates, Inc.

Name	Title
James, Thomas A.	Chairman
Helck, Chester B.	Director
Julien, Jeffrey P.	Director
Tremaine, Thomas R.	Director
Zank, Dennis W.	Director
Zank, Dennis W.	Chief Executive Officer
Elwyn, Tash S.	President
Allaire, Bella Loykhter	Executive Vice President, Technology and Operations
Anastasi, Robert P.	Senior Managing Director, ECM Research
Augustine, James N. Jr	Executive Vice President
Bixby, Trudy	SVP
Bond, Bradley J.	Assistant Secretary
Campagnoli, Vincent J.	Senior Vice President, PCG Strategy and Development
Dowdle, Jeffrey A.	Director, Asset Management Services
Eitel, John Timothy	Chief Information Officer
Eriksen, Elizabeth	Assistant Vice President
Franz, Richard B. II	SVP/Treasurer/CFO
Gregory, Donald F.	SVP
Hawke, Deborah A.	Assistant Secretary
Hill, Betty K.	Assistant Vice President
Hudson, M. Thomas	SVP, Private Client Group
LaCour, Raymond Jr.	SVP
Matecki, Paul L.	General Counsel
McDaniel, James	Co-Head, Investment Banking
Mosby, J. Davenport III	Co-Head, Investment Banking
Pack, Lisa M.	Assistant Secretary
Pippenger, Lynn	SVP, Secretary
Samson, Denise	SVP
Shuck, Robert F.	EVP
Steinhauser, Paul	Senior Managing Director, Institutional Equity Sales
Tremaine, Thomas R.	EVP
Trocin, Jeffrey E	EVP, Equity Capital Markets
Whaley, Fred	Managing Director, Alternative Investment Group
Whitaker, Ronald D.	VP/Assistant Treasurer

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Raymond James Financial, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Raymond James & Associates, Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 880 Carillon Pkwy

St. Petersburg, FL 33716

C. Telephone: 312-612-7709 Fax: 312-612-7821 Email: omar.daghestani@raymondjames.com

D. Name of contact person: Omar Daghestani

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other und _____ below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Florida

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
------	-------

[SEE ATTACHED LIST]

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other-similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Thomas A. James	880 Carillon Pkwy. St. Petersburg, FL 33716	17.55% interest

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

None, except for 2e. In June 2011 Raymond James & Associates, Inc. reached an agreement to settle administrative
proceedings with the Securities and Exchange Commission ("SEC") and with state securities regulators led by Florida and
Texas and to repurchase at par auction rate securities ("ARS") sold to clients. The Firm also agreed to pay a fine of
\$1.75 million to the state regulators, but was not fined by the SEC. We will notify the City of any material changes in
this information.

-----If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively -----
presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

Does the Matter involve a City Property Sale?

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter-voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

**SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION,
COMPLIANCE, PENALTIES, DISCLOSURE**

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

RAYMOND JAMES FINANCIAL, INC.

(Print or type name of Disclosing Party)

By: Linda Matkowski
(Sign here)

Linda Matkowski

(Print or type name of person signing)

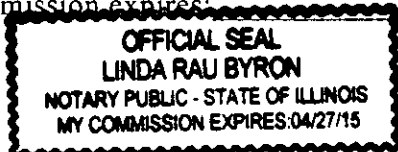
Managing Director, Public Finance - Raymond James & Associates, Inc.

(Print or type title of person signing)

Signed and sworn to before me on (date) 2-9-12,
at Cook County, IL (state).

Linda Rau Byron Notary Public.

Commission expires: 4-27-15



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

hCue

Report Name : Management Structure

Exported On : 02/09/2012

Entity Name: Raymond James Financial, Inc.

Name	Title
Broader, Shelley G	Director
Godbold, Francis S	Director
Habermeyer, H. William Jr.	Director
Helck, Chester B.	Director
Johnson, Gordon L.	Director
Reilly, Paul C.	Director
Saltzman, Robert P.	Director
Simmons, Hardwick	Director
Story, Susan N.	Director
James, Thomas A.	Executive Chairman
Ackart, Jennifer C.	Executive Officer
Allaire, Bella Loykhter	Executive Officer
Allison, Paul D.	Executive Officer
Armstrong, Kenneth E.	Executive Officer
Augustine, James N. Jr.	Executive Officer
Catanese, George	Executive Officer
Dowdle, Jeffrey A.	Executive Officer
Godbold, Francis S.	Executive Officer
Helck, Chester B.	Executive Officer
James, Thomas A.	Executive Officer
Julien, Jeffrey P.	Executive Officer
Matecki, Paul L.	Executive Officer
Raney, Steven M.	Executive Officer
Reilly, Paul C.	Executive Officer
Trocin, Jeffrey E.	Executive Officer
Zank, Dennis W.	Executive Officer
Reilly, Paul C.	CEO
Bond, Bradley J.	Vice President
Franke, Thomas S.	Vice Chairman
Godbold, Francis S.	Vice Chairman
Krueger, Douglas	Vice President
Oorlog, Jonathan W.	Vice President
Ackart, Jennifer C.	SVP, Controller
Alford, Michael R.	SVP, Deputy General Counsel
Armstrong, Kenneth E.	Assistant Secretary
Barracca, Mark	VP, Associate Corporate Counsel
Biever, Angela	Chief Administrative Officer
Bostic, Terrance	VP, Associate Corporate Counsel
Carevic, Kip M.	Chief Compliance Officer
Catanese, George	SVP, Chief Risk Officer
Ferraro, Barbara	Vice President - Corporate Insurance
Genco, Frank N.	VP, Associate Corporate Counsel
Hawke, Deborah A.	Assistant Secretary
Helck, Chester B.	EVP and CEO Global Private Client Group
Hensler, Ann	VP, Assistant Corporate Counsel
Julien, Jeffrey P.	EVP - Finance, CFO and Treasurer
Matecki, Paul L.	General Counsel, Secretary
Reyes, Erin Linehan	VP, Associate Corporate Counsel
Rudnicki, Robert	VP, Associate Corporate Counsel
Tuntasit, Tony J.	VP, Associate Corporate Counsel
Zank, Dennis W.	Chief Operating Officer

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Citigroup Global Markets Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 390 Greenwich Street, 2nd Floor
New York, NY 10013

C. Telephone: (312) 876-3550 Fax: (312) 876-3551 Email: rade.kljajic@citi.com

D. Name of contact person: Ray Kljajic

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other matter (as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

New York

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

See Attachment A for a list of Citigroup Global Market Inc. Officers
and Directors.

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture.

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
See Attachment B for a list of Direct and Indirect owners of Citigroup Global Markets Inc.		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

“Lobbyist” means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. “Lobbyist” also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
	Burke, Warren, MacKay & Serritella, P.C.		\$100,000 Estimated Fees
	330 North Wabash Avenue, 22nd Floor, Chicago, IL	60611-3607	
	Green and Letts		\$42,500 Estimated Fees
	111 West Washington Street, Suite 1650, Chicago, IL	60602	

(Add sheets if necessary)

[] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes ☒ No [] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[] Yes [] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See Attachment C in support of the above.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

Not Applicable

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

 None

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☒ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☒ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☒ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☒ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City*

Citigroup Global Markets Inc.

(Print or type name of Disclosing Party)

By: [Signature]

(Sign here)

David Brownstein

(Print or type name of person signing)

Managing Director

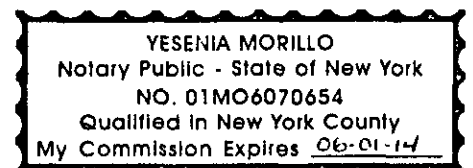
(Print or type title of person signing)

Signed and sworn to before me on (date) FEBRUARY 9, 2012,
at NEW YORK County, NEW YORK (state).

[Signature]

Notary Public.

Commission expires: 06-01-14



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

ATTACHMENTS FOR CITIGROUP GLOBAL MARKETS INC.

ATTACHMENT A - LIST OF CORPORATE OFFICERS

PRINCIPALS:

James A. Forese	Director	
John P. Havens	Director	
John P. Havens	Chairman, CEO	
James A. Forese	President	
Cliff Verron	CFO	
Ardavan Nozari	Treasurer	
Scott L. Flood & Karen J. Kirchen	GC and Secretary	

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

ATTACHMENTS FOR CITIGROUP GLOBAL MARKETS INC.

**ATTACHMENT B - DIRECT AND INDIRECT OWNERS OF CITIGROUP GLOBAL
MARKETS INC.**

- Citigroup Global Markets Inc. is a wholly-owned subsidiary of Citigroup Financial Products Inc.
- Citigroup Financial Products Inc. is a wholly-owned subsidiary of Citigroup Global Markets Holdings Inc.
- Citigroup Global Markets Holdings Inc. is a wholly-owned subsidiary of Citigroup Inc.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

ATTACHMENTS FOR CITIGROUP GLOBAL MARKETS INC.

ATTACHMENT C - FURTHER CERTIFICATION

In the ordinary course of business, Citigroup Inc. ("Citi"), which holds an indirect interest in the Applicant, and its subsidiaries are defendants or co-defendants in various litigation matters incidental to and typical of the broad range of businesses in which they are engaged. For example, typical actions in broker-dealer subsidiaries are civil suits, arbitration proceedings, and other matters related to activities occurring in the normal course of business as a broker and dealer in securities, as an underwriter of securities, as an investment banker or otherwise. From time to time Citi, and certain affiliated entities, are the subjects of inquiries and investigations conducted by federal or state regulatory agencies. Citi and its affiliated entities routinely cooperate with such investigations.

To the best of our knowledge, information and belief, we are not aware of any threatened or pending proceedings, investigations or litigation concerning Citi or its subsidiaries, which could reasonably be expected to have a material adverse effect on Citi's ability to perform the services contemplated by the Economic Disclosure Form.

Citi is a public company and as such files periodic and current reports with the U.S. Securities and Exchange Commission (SEC) as required by the Securities Exchange Act of 1934 that include current descriptions of material regulatory proceedings, investigations and litigation. Copies of Citi's periodic reports are on file with the SEC, which can be located at the SEC's website (www.sec.gov).

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Citigroup Financial Products Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Citigroup Global Markets Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 390 Greenwich Street, 2nd Floor

New York, NY 10013

C. Telephone: (312) 876-3550 Fax: (312) 876-3551 Email: rade.kljajic@citi.com

D. Name of contact person: Ray Kljajic

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other matter (as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>See Attachment A for a list of Citigroup Financial Products Inc. Officers and Directors.</u>	
<hr/>	
<hr/>	
<hr/>	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
See Attachment B for a list of Direct and Indirect owners of Citigroup Financial Products Inc.		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:
See Attachment C in support of the above.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

Not Applicable

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

None.

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☒ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

Citigroup Financial Products Inc. is a legal entity holding an interest in
Citigroup Global Markets Inc. (The Applicant).

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City*

Citigroup Financial Products Inc.

(Print or type name of Disclosing Party)

By: [Signature]
(Sign here)

David Brownstein

(Print or type name of person signing)

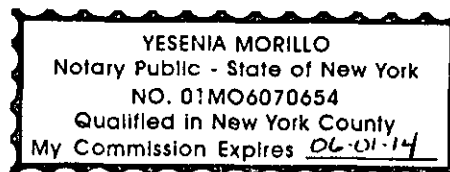
Managing Director

(Print or type title of person signing)

Signed and sworn to before me on (date) FEBRUARY 9, 2012,
at NEW YORK County, NEW YORK (state).

[Signature] Notary Public.

Commission expires: 06-01-14.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

ATTACHMENTS FOR CITIGROUP FINANCIAL PRODUCTS INC.

ATTACHMENT A - LIST OF CORPORATE OFFICERS

PRINCIPALS:

James A. Forese	Director	
John P. Havens	Director	
John P. Havens	Chairman, CEO	
James A. Forese	President	
Cliff Verron	CFO	
Ardavan Nozari	Treasurer	
Scott L. Flood & Karen J. Kirchen	GC and Secretary	

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

ATTACHMENTS FOR CITIGROUP FINANCIAL PRODUCTS INC.

**ATTACHMENT B - DIRECT AND INDIRECT OWNERS OF CITIGROUP GLOBAL
MARKETS INC.**

- Citigroup Financial Products Inc. is a wholly-owned subsidiary of Citigroup Global Markets Holdings Inc.
- Citigroup Global Markets Holdings Inc. is a wholly-owned subsidiary of Citigroup Inc.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

ATTACHMENTS FOR CITIGROUP FINANCIAL PRODUCTS INC.

ATTACHMENT C - FURTHER CERTIFICATION

In the ordinary course of business, Citigroup Inc. ("Citi"), which holds an indirect interest in the Applicant, and its subsidiaries are defendants or co-defendants in various litigation matters incidental to and typical of the broad range of businesses in which they are engaged. For example, typical actions in *broker-dealer subsidiaries are civil suits, arbitration proceedings, and other matters related to activities* occurring in the normal course of business as a broker and dealer in securities, as an underwriter of securities, as an investment banker or otherwise. From time to time Citi, and certain affiliated entities, are the subjects of inquiries and investigations conducted by federal or state regulatory agencies. Citi and its affiliated entities routinely cooperate with such investigations.

To the best of our knowledge, information and belief, we are not aware of any threatened or pending proceedings, investigations or litigation concerning Citi or its subsidiaries, which could reasonably be expected to have a material adverse effect on Citi's ability to perform the services contemplated by the Economic Disclosure Form.

Citi is a public company and as such files periodic and current reports with the U.S. Securities and Exchange Commission (SEC) as required by the Securities Exchange Act of 1934 that include current descriptions of material regulatory proceedings, investigations and litigation. Copies of Citi's periodic reports are on file with the SEC, which can be located at the SEC's website (www.sec.gov).

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Citigroup Global Markets Holdings Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Citigroup Global Markets Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 390 Greenwich Street, 2nd Floor

New York, NY 10013

C. Telephone: (312) 876-3550 Fax: (312) 876-3551 Email: rade.kljajic@citi.com

D. Name of contact person: Ray Kljajic

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

New York

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

See Attachment A for a list of Citigroup Global Markets Holdings Inc.
Officers and Directors.

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
See Attachment B for a list of Direct and Indirect owners of Citigroup Global Markets Holdings Inc.		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See Attachment C in support of the above.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

Not Applicable

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

Not Applicable

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☒ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

Citigroup Global Markets Holdings Inc. is a legal entity holding an interest in Citigroup Global Markets Inc. (The Applicant).

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City*

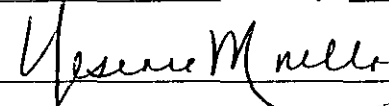
Citigroup Global Markets Holdings Inc.
(Print or type name of Disclosing Party)

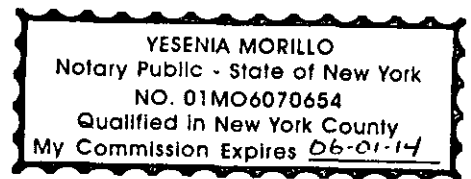
By: 
(Sign here)

Eugene Kwon
(Print or type name of person signing)

Authorized Signatory
(Print or type title of person signing)

Signed and sworn to before me on (date) FEBRUARY 9, 2012,
at NEW YORK County, NEW YORK (state).

 Notary Public.
Commission expires: 06-01-14



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

ATTACHMENTS FOR CITIGROUP GLOBAL MARKETS HOLDINGS INC.

ATTACHMENT A - LIST OF CORPORATE OFFICERS

PRINCIPALS:

James A. Forese	President & Director
John P. Havens	Chairman, Chief Executive Officer and Director
Cliff Verron	CFO
Ardavan Nozari	Treasurer
Scott L. Flood & Karen J. Kirchen	GC and Secretary

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

ATTACHMENTS FOR CITIGROUP GLOBAL MARKETS HOLDINGS INC.

**ATTACHMENT B - DIRECT AND INDIRECT OWNERS OF CITIGROUP GLOBAL
MARKETS INC.**

- Citigroup Global Markets Holdings Inc. is a wholly-owned subsidiary of Citigroup Inc.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

ATTACHMENTS FOR CITIGROUP GLOBAL MARKETS HOLDINGS INC.

ATTACHMENT C - FURTHER CERTIFICATION

In the ordinary course of business, Citigroup Inc. ("Citi"), which holds an indirect interest in the Applicant, and its subsidiaries are defendants or co-defendants in various litigation matters incidental to and typical of the broad range of businesses in which they are engaged. For example, typical actions in broker-dealer subsidiaries are civil suits, arbitration proceedings, and other matters related to activities occurring in the normal course of business as a broker and dealer in securities, as an underwriter of securities, as an investment banker or otherwise. From time to time Citi, and certain affiliated entities, are the subjects of inquiries and investigations conducted by federal or state regulatory agencies. Citi and its affiliated entities routinely cooperate with such investigations.

To the best of our knowledge, information and belief, we are not aware of any threatened or pending proceedings, investigations or litigation concerning Citi or its subsidiaries, which could reasonably be expected to have a material adverse effect on Citi's ability to perform the services contemplated by the Economic Disclosure Form.

Citi is a public company and as such files periodic and current reports with the U.S. Securities and Exchange Commission (SEC) as required by the Securities Exchange Act of 1934 that include current descriptions of material regulatory proceedings, investigations and litigation. Copies of Citi's periodic reports are on file with the SEC, which can be located at the SEC's website (www.sec.gov).

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Citigroup Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant
OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Citigroup Global Markets Inc.
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 399 Park Avenue

New York, NY 10043

C. Telephone: (312) 876-3550 Fax: (312) 876-3551 Email: rade.kljajic@citi.com

D. Name of contact person: Ray Kljajic

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other unit (as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership. |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

See Attachment A for a list of Citigroup Inc. Officers and Directors.

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
None		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See Attachment B in support of the above.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

Not Applicable

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

Not Applicable

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☒ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

Citigroup Inc. is a legal entity holding an interest in
Citigroup Global Markets Inc. (The Applicant).

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City*

Citigroup Inc.
(Print or type name of Disclosing Party)

By: J.B. Wollard
(Sign here)

Joseph B. Wollard
(Print or type name of person signing)

Assistant Secretary
(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2012
at New York County, New York (state).

Jacqueline Wood Notary Public.

Commission expires: JACQUELINE WOOD
Notary Public, State of New York
No. 011106188144
Qualified in New York County
Commission Expires June 2, 2012

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* based upon a reasonable and diligent search.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**ATTACHMENT A:
CITIGROUP INC.
DIRECTORS & PRINCIPAL OFFICERS**

DIRECTORS

Alain J.P. Belda
Timothy C. Collins
Robert L. Joss, Ph.D.
Michael E. O'Neill
Vikram S. Pandit
Richard D. Parsons, Chairman of the Board
Lawrence R. Ricciardi
Dr. Judith Rodin
Robert L. Ryan
Anthony M. Santomero
Diana L. Taylor
William S. Thompson, Jr.
Ernesto Zedillo

PRINCIPAL OFFICERS*

Vikram S. Pandit	Chief Executive Officer
Eric Aboaf	Treasurer and Head of Corporate Finance
Don Callahan	Chief Administrative Officer
John C. Gerspach	Chief Financial Officer
John Havens	President and Chief Operating Officer
Michael S. Helfer	General Counsel and Corporate Secretary

*As defined in Appendix A of the City of Chicago Economic Disclosure Statement and Affidavit.

ATTACHMENT B

CITIGROUP INC. AND ITS AFFILIATES: LITIGATION AND REGULATORY MATTERS

In the ordinary course of business, Citigroup Inc. ("Citigroup") and its subsidiaries and affiliates are defendants or co-defendants in various litigation matters incidental to and typical of the broad range of businesses in which they are engaged. For example, typical actions in broker-dealer subsidiaries are civil suits, arbitration proceedings, and other matters related to activities occurring in the normal course of business as a broker and dealer in securities, as an underwriter of securities, as an investment banker or otherwise. From time to time Citigroup, and certain affiliated entities, are the subjects of inquiries and investigations conducted by federal or state regulatory agencies. Citigroup and its affiliated entities routinely cooperate with such investigations.

Citigroup is a public company, and as such files periodic and current reports with the U.S. Securities and Exchange Commission as required by the Securities Exchange Act of 1934 that include current descriptions of material regulatory proceedings, investigations and litigation. Copies of Citigroup's periodic reports are on file with the SEC, which can be located at the SEC's website (www.sec.gov).

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

WFC Holdings Corporation

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Wells Fargo Bank, National Association

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 420 Montgomery Street

San Francisco, CA 94163

C. Telephone: 312-845-4587 Fax: 312-762-9024 Email: victor.h.chang@wellsfargo.com

D. Name of contact person: Victor Chang

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # N/A and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

See Attachment "A"

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

ATTACHMENT "A"

WFC HOLDINGS CORPORATION DIRECTORS

Jon R. Campbell	Director
James M. Strother	Director
Richard D. Levy	Director

WFC HOLDINGS CORPORATION EXECUTIVES:

Timothy J. Sloan	Senior Executive Vice President and Chief Financial Officer
James M. Strother	Executive Vice President
Carrie Lynn Tolstedt	President

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Wells Fargo & Company,	420 Montgomery Street, San Francisco, CA 94104	100%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):
See Attachment "B"

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Attachment "B"

Section III - Business Relationships with City Elected Officials

The undersigned warrants, to the best of his knowledge after due inquiry, that the Disclosing Party has had no business relationship with any City elected official in the 12 months before the date the undersigned has signed this EDS.

Note that in the ordinary course of its business, Wells Fargo makes loans of various types with individuals and businesses. We have determined that these loans do not constitute a "business relationship" as defined in Chapter 2-156 of the Municipal Code.

Note further that the Disclosing Party has no way of identifying spouses or domestic partners of any City elected official, or the identities of any entities in which any City elected official or his or her spouse or domestic partner has a financial interest, and thus limits its certification to "City elected officials" as specifically required by Section III. Specifically, we made due inquiry with respect to the City's Aldermen, the Mayor, the Treasurer, and the City Clerk.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes
 ☐ No
 ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes
 ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See Attachment "C"

ATTACHMENT "C"

ATTACHMENT TO SECTION V, PART B-FURTHER CERTIFICATIONS

The Disclosing Party certifies the accuracy of the certifications contained in Section V, paragraph B (1-5) only as to itself, and certifies that to the best of the Disclosing Party's knowledge after due inquiry: (i) the statements in paragraphs B (1-5) are accurate with respect to the executive officers and directors of the Disclosing Party identified in Section II.B.1 of the EDS and (ii) the statements in paragraphs B (3-5) are accurate with respect to any "Contractors" of the Disclosing Party identified in Section IV of the EDS.

Notwithstanding the forgoing, in the ordinary course of its business, Wells Fargo receives various complaints and lawsuits which contain an assortment of allegations, some of which may result in judgments against Wells Fargo. Like all major institutions, Wells Fargo is subject to various litigations and proceedings pursuant to which judgments, injunctions or liens may be issued. However, there have been no judgments, injunctions or liens arising out of such litigations or proceedings in the last five years that would materially impair Wells Fargo's ability as of this date to conduct its business or meet its obligations under the transaction to which this EDS relates. Also in the ordinary course of its business, Wells Fargo regularly enters into financial transactions of various types with public entities throughout the United States. It is possible that one or more public entities have terminated a transaction for cause or default.

For a description of certain legal proceedings, please see the Wells Fargo's SEC filings, https://www.wellsfargo.com/invest_relations/filings, a summary of which are on file with the City. The City also has on file the Wells Fargo press release dated December 8, 2011 regarding the municipal derivatives bid practices settlement with the Office of the Comptroller of the Currency, Securities and Exchange Commission, the U.S. Internal Revenue Service, U.S. Department of Justice and a group of state Attorneys General. On February 9, 2012, Wells Fargo & Company issued a press release regarding an agreement with the federal government and state attorneys general concerning mortgage servicing, foreclosure and origination issues, and filed an SEC Form 8-K in accordance therewith. Material updates to Wells Fargo's SEC filings will be provided in connection with future EDS filings.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

~~The Disclosing Party certifies that as of the date hereof, to the best of the Disclosing Party's knowledge after due inquiry, the answer with respect to this question is: None. Please note that the foregoing answer is based on an email questionnaire distributed in connection with this EDS to all Illinois-based employees of Wells Fargo Bank, N.A. and those employees that that work in the Bank's government and institutional banking group and may accordingly have a material relationship with the City.~~

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

~~The Disclosing Party certifies that as of the date hereof, to the best of the Disclosing Party's knowledge after due inquiry, the answer with respect to this question is: None. Please note that the foregoing answer is based on an email questionnaire distributed in connection with this EDS to all Illinois-based employees of Wells Fargo Bank, N.A. and those employees that that work in the Bank's government and institutional banking group and may accordingly have a material relationship with the City.~~

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

____ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

x ____ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
See Attachment "D"

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

SLAVERY ERA BUSINESS SUMMARY

After years of research, Wells Fargo has found no records that indicate it – or any entities it acquired before the Wachovia merger – had ever financed slavery, held slaves as collateral, owned slaves, or profited from slavery.

With the Wachovia merger, Wells Fargo inherited hundreds of Wachovia's predecessor financial institutions, including two that had extensive involvement in slavery. In 2005 Wachovia announced these findings and apologized for the role its predecessors played and renewed its commitment to preserve and promote the history of the African-American experience in our nation. Wells Fargo shares that commitment. As Wells Fargo integrates Wachovia's businesses to form a new company, Wells Fargo will continue to affirm its long-standing opposition to slavery.

The following narrative summarizes the results of the research that has been performed to date regarding Wachovia Bank and its ties to slavery. Wells Fargo is currently reviewing this research as well as conducting additional research regarding entities acquired by Wachovia since the original research was completed. A new affidavit will be delivered in the event that the results of this research require additional disclosures.

SUMMARY OF RESEARCH

External research has revealed that two predecessor institutions of the undersigned, the Georgia Railroad & Banking Company and the Bank of Charleston, owned slaves.

Due to incomplete records, the undersigned cannot determine exactly how many slaves either the Georgia Railroad and Banking Company or the Bank of Charleston owned. Through specific transactional records, researchers determined that the Georgia Railroad and Banking Company owned at least 162 slaves, and the Bank of Charleston accepted at least 529 slaves as collateral on mortgaged properties or loans, and acquired an undetermined number of these individuals when customers defaulted on their loans.

The Georgia Railroad and Banking Company was founded in 1833 to complete a railroad line between the City of Augusta and the interior of the state of Georgia. The company relied on slave labor for the construction and maintenance of this railway. According to the existing and searchable bank records, 162 slaves were owned or authorized to be purchased by the Georgia Railroad and Banking Company between 1836 and 1842. In addition, the company awarded work to contractors who purchased at least 400 slaves to perform work on the railways.

The Bank of Charleston, founded in 1834, issued loans and mortgages where enslaved individuals were used as collateral. A review of the bank's account ledgers revealed a minimum of 24 transactions involving reference to 529 enslaved individuals being used as collateral. In most cases, the loan was paid on schedule, and the bank never took possession of slaves that were pledged as collateral on the loan. In several documented instances, however, customers defaulted on their loans and the Bank of Charleston took

Attachment "D"

actual possession of slaves. The total number of slaves of whom the bank took possession cannot be accurately tallied due to the lack of records.

In addition, ten predecessor companies were determined to have profited more indirectly from slavery through the following means:

- Founders, directors, or account holders who owned slaves and/or profited directly from slavery;
- Investing in or transacting business with companies or individuals that owned slaves;
- Investing in the bonds of slave states and municipalities;
- Investing in U.S. government bonds during years when the United States permitted and profited from slave labor directly through taxation.

These institutions are:

- Bank of North America (Philadelphia, Pa.)
- Bank of Baltimore
- The Philadelphia Bank (later Philadelphia National Bank)
- Farmers' & Mechanics' Bank of Philadelphia
- Pennsylvania Company for Insurances on Lives and the Granting of Annuities
- State Bank of Elizabeth (Elizabeth, N.J.)
- State Bank of Newark (Newark, N.J.)
- Savings Bank of Baltimore
- Girard National Bank
- The Carswell Group (established in 1868, acquired by Palmer & Cay, Inc. in 1985)

The City has on file documentation that summarizes the information herein, including the names of slaves, where known.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

WFC Holdings Corporation

(Print or type name of Disclosing Party)

By: _____

(Sign here)

Jon R. Campbell

(Print or type name of person signing)

Executive Vice President

(Print or type title of person signing)

Signed and sworn to before me on (date) 2/13/12,
at Hennepin County, Minnesota (state).

(Signature of Notary Public)

Notary Public.

Commission expires: 1/31/16.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Familial Attachment

**Attachment to City of Chicago
Economic Disclosure Statement and Affidavit
Appendix A**

Familial Relationships with Elected City Officials and Department Heads

To the best of the Disclosing Party's knowledge, after due inquiry, the Disclosing Party has no familial relationships as referenced in this Appendix A. Please note, that the Disclosing Party has limited its inquiry to the Persons identified in Section II.B.1 of the EDS.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Wells Fargo & Company

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Wells Fargo Bank, National Association

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party:

420 Montgomery Street

San Francisco, CA 94163

C. Telephone: 312-845-4587 Fax: 312-762-9024 Email: victor.h.chang@wellsfargo.com

D. Name of contact person: Victor Chang

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # N/A and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
See Attachment "A"	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

WELLS FARGO & COMPANY

EXECUTIVE OFFICERS

John G. Stumpf	Chairman, President and Chief Executive Officer
Patricia R. Callahan	Senior Executive Vice President and Chief Financial Officer
David M. Carroll	Executive Vice President (Wealth Management, Brokerage and Retirement Services)
Michael J. Heid	Senior Executive Vice President (Wealth Management, Brokerage and Retirement Services)
David A. Hoyt	Executive Vice President (Home Mortgage)
Richard D. Levy	Senior Executive Vice President (Wholesale Banking)
Michael J. Loughlin	Executive Vice President and Controller (Principal Accounting Officer)
Avid Modjtabai	Executive Vice President and Chief Risk Officer
Mark C. Oman	Executive Vice President and Chief Information Officer
Kevin A. Rhein	Senior Executive Vice President (Home and Consumer Finance)
Timothy J. Sloan	Executive Vice President (Card Services and Consumer Lending)
James M. Strother	Senior Executive Vice President and Chief Financial Officer
Carrie L. Tolstedt	Executive Vice President and General Counsel
	Senior Executive Vice President (Community Banking)

DIRECTORS

John D. Baker II
Elaine L. Chao
John S. Chen
Lloyd H. Dean
Susan E. Engel
Enrique Hernandez, Jr.
Donald M. James
Mackey J. McDonald
Cynthia H. Milligan
Nicholas G. Moore
Federico F. Peña
Philip J. Quigley
Judith M. Runstad
Stephen W. Sanger
John G. Stumpf
Susan G. Swenson

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
None		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

See Attachment "B"

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Attachment "B"

Section III - Business Relationships with City Elected Officials

The undersigned warrants, to the best of his knowledge after due inquiry, that the Disclosing Party has had no business relationship with any City elected official in the 12 months before the date the undersigned has signed this EDS.

Note that in the ordinary course of its business, Wells Fargo makes loans of various types with individuals and businesses. We have determined that these loans do not constitute a "business relationship" as defined in Chapter 2-156 of the Municipal Code.

Note further that the Disclosing Party has no way of identifying spouses or domestic partners of any City elected official, or the identities of any entities in which any City elected official or his or her spouse or domestic partner has a financial interest, and thus limits its certification to "City elected officials" as specifically required by Section III. Specifically, we made due inquiry with respect to the City's Aldermen, the Mayor, the Treasurer, and the City Clerk.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- c. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See Attachment "C"

ATTACHMENT "C"

ATTACHMENT TO SECTION V, PART B-FURTHER CERTIFICATIONS

The Disclosing Party certifies the accuracy of the certifications contained in Section V, paragraph B (1-5) only as to itself, and certifies that to the best of the Disclosing Party's knowledge after due inquiry: (i) the statements in paragraphs B (1-5) are accurate with respect to the executive officers and directors of the Disclosing Party identified in Section II.B.1 of the EDS and (ii) the statements in paragraphs B (3-5) are accurate with respect to any "Contractors" of the Disclosing Party identified in Section IV of the EDS.

Notwithstanding the forgoing, in the ordinary course of its business, Wells Fargo receives various complaints and lawsuits which contain an assortment of allegations, some of which may result in judgments against Wells Fargo. Like all major institutions, Wells Fargo is subject to various litigations and proceedings pursuant to which judgments, injunctions or liens may be issued. However, there have been no judgments, injunctions or liens arising out of such litigations or proceedings in the last five years that would materially impair Wells Fargo's ability as of this date to conduct its business or meet its obligations under the transaction to which this EDS relates. Also in the ordinary course of its business, Wells Fargo regularly enters into financial transactions of various types with public entities throughout the United States. It is possible that one or more public entities have terminated a transaction for cause or default.

For a description of certain legal proceedings, please see the Wells Fargo's SEC filings, https://www.wellsfargo.com/invest_relations/filings, a summary of which are on file with the City. The City also has on file the Wells Fargo press release dated December 8, 2011 regarding the municipal derivatives bid practices settlement with the Office of the Comptroller of the Currency, Securities and Exchange Commission, the U.S. Internal Revenue Service, U.S. Department of Justice and a group of state Attorneys General. On February 9, 2012, Wells Fargo & Company issued a press release regarding an agreement with the federal government and state attorneys general concerning mortgage servicing, foreclosure and origination issues, and filed an SEC Form 8-K in accordance therewith. Material updates to Wells Fargo's SEC filings will be provided in connection with future EDS filings.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

~~The Disclosing Party certifies that as of the date hereof, to the best of the Disclosing Party's knowledge after due inquiry, the answer with respect to this question is: None. Please note that the foregoing answer is based on an email questionnaire distributed in connection with this EDS to all Illinois-based employees of Wells Fargo Bank, N.A. and those employees that that work in the Bank's government and institutional banking group and may accordingly have a material relationship with the City.~~

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

~~The Disclosing Party certifies that as of the date hereof, to the best of the Disclosing Party's knowledge after due inquiry, the answer with respect to this question is: None. Please note that the foregoing answer is based on an email questionnaire distributed in connection with this EDS to all Illinois-based employees of Wells Fargo Bank, N.A. and those employees that that work in the Bank's government and institutional banking group and may accordingly have a material relationship with the City.~~

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

____ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

× ____ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
See Attachment "D"

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded,** proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):
N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

SLAVERY ERA BUSINESS SUMMARY

After years of research, Wells Fargo has found no records that indicate it – or any entities it acquired before the Wachovia merger – had ever financed slavery, held slaves as collateral, owned slaves, or profited from slavery.

With the Wachovia merger, Wells Fargo inherited hundreds of Wachovia’s predecessor financial institutions, including two that had extensive involvement in slavery. In 2005 Wachovia announced these findings and apologized for the role its predecessors played and renewed its commitment to preserve and promote the history of the African-American experience in our nation. Wells Fargo shares that commitment. As Wells Fargo integrates Wachovia’s businesses to form a new company, Wells Fargo will continue to affirm its long-standing opposition to slavery.

The following narrative summarizes the results of the research that has been performed to date regarding Wachovia Bank and its ties to slavery. Wells Fargo is currently reviewing this research as well as conducting additional research regarding entities acquired by Wachovia since the original research was completed. A new affidavit will be delivered in the event that the results of this research require additional disclosures.

SUMMARY OF RESEARCH

External research has revealed that two predecessor institutions of the undersigned, the Georgia Railroad & Banking Company and the Bank of Charleston, owned slaves.

Due to incomplete records, the undersigned cannot determine exactly how many slaves either the Georgia Railroad and Banking Company or the Bank of Charleston owned. Through specific transactional records, researchers determined that the Georgia Railroad and Banking Company owned at least 162 slaves, and the Bank of Charleston accepted at least 529 slaves as collateral on mortgaged properties or loans, and acquired an undetermined number of these individuals when customers defaulted on their loans.

The Georgia Railroad and Banking Company was founded in 1833 to complete a railroad line between the City of Augusta and the interior of the state of Georgia. The company relied on slave labor for the construction and maintenance of this railway. According to the existing and searchable bank records, 162 slaves were owned or authorized to be purchased by the Georgia Railroad and Banking Company between 1836 and 1842. In addition, the company awarded work to contractors who purchased at least 400 slaves to perform work on the railways.

The Bank of Charleston, founded in 1834, issued loans and mortgages where enslaved individuals were used as collateral. A review of the bank’s account ledgers revealed a minimum of 24 transactions involving reference to 529 enslaved individuals being used as collateral. In most cases, the loan was paid on schedule, and the bank never took possession of slaves that were pledged as collateral on the loan. In several documented instances, however, customers defaulted on their loans and the Bank of Charleston took

Attachment “D”

actual possession of slaves. The total number of slaves of whom the bank took possession cannot be accurately tallied due to the lack of records.

In addition, ten predecessor companies were determined to have profited more indirectly from slavery through the following means:

- Founders, directors, or account holders who owned slaves and/or profited directly from slavery;
- Investing in or transacting business with companies or individuals that owned slaves;
- Investing in the bonds of slave states and municipalities;
- Investing in U.S. government bonds during years when the United States permitted and profited from slave labor directly through taxation.

These institutions are:

- Bank of North America (Philadelphia, Pa.)
- Bank of Baltimore
- The Philadelphia Bank (later Philadelphia National Bank)
- Farmers’ & Mechanics’ Bank of Philadelphia
- Pennsylvania Company for Insurances on Lives and the Granting of Annuities
- State Bank of Elizabeth (Elizabeth, N.J.)
- State Bank of Newark (Newark, N.J.)
- Savings Bank of Baltimore
- Girard National Bank
- The Carswell Group (established in 1868, acquired by Palmer & Cay, Inc. in 1985)

The City has on file documentation that summarizes the information herein, including the names of slaves, where known.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Wells Fargo & Company

(Print or type name of Disclosing Party)

By: *V.H. Chang*
(Sign here)

Victor H. Chang

(Print or type name of person signing)

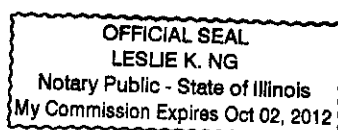
Director

(Print or type title of person signing)

Signed and sworn to before me on (date) 2/13/2012,
at Cook County, Illinois (state).

Leslie K. NG Notary Public.

Commission expires: 10/2/2012.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**Attachment to City of Chicago
Economic Disclosure Statement and Affidavit
Appendix A**

Familial Relationships with Elected City Officials and Department Heads

To the best of the Disclosing Party's knowledge, after due inquiry, the Disclosing Party has no familial relationships as referenced in this Appendix A. Please note, that the Disclosing Party has limited its inquiry to the Persons identified in Section II.B.1 of the EDS.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Wells Fargo Bank, National Association

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: Wells Fargo Bank, National Association

230 West Monroe Street, Suite 2450, Chicago, IL 60606

C. Telephone: 312-845-4587 Fax: 312-762-9024 Email: victor.h.chang@wellsfargo.com

D. Name of contact person: Victor Chang

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # N/A and Contract # N/A

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input checked="" type="checkbox"/> Other (please specify) |
| | <u>National Banking Association</u> |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

United States of America

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
See Attachment "A"	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

ATTACHMENT "A"

WELLS FARGO BANK, NATIONAL ASSOCIATION DIRECTORS

David Allen Hoyt	Director
Michael John Loughlin	Director
Michael J. Heid	Director
Avid Modjtabai	Director
Timothy J. Sloan	Director
John Gerald Stumpf	Director, Chairman
Carrie Lynn Tolstedt	Director

WELLS FARGO BANK, NATIONAL ASSOCIATION EXECUTIVE OFFICERS:

John G. Stumpf	Chairman of the Board
Patricia R. Callahan	Senior Executive Vice President and Chief Administrative Officer
David M. Carroll	Senior Executive Vice President
David A. Hoyt	Senior Executive Vice President
Timothy J. Sloan	Senior Executive Vice President and Chief Financial Officer
Michael John Loughlin	Senior Executive Vice President and Chief Risk Officer
Avid Modjtabai	Senior Executive Vice President
Mark C. Oman	Senior Executive Vice President
Kevin A. Rhein	Senior Executive Vice President
Michael J. Heid	Executive Vice President
Richard D. Levy	Executive Vice President and Controller
Carrie Lynn Tolstedt	President and Chief Executive Officer

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Wells Fargo & Company,	420 Montgomery Street, San Francisco, CA 94104	37.51%
WFC Holdings Corporation,	420 Montgomery Street, San Francisco, CA 94104	54.06%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

See Attachment "B"

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Attachment "B"

Section III - Business Relationships with City Elected Officials

The undersigned warrants, to the best of his knowledge after due inquiry, that the Disclosing Party has had no business relationship with any City elected official in the 12 months before the date the undersigned has signed this EDS.

Note that in the ordinary course of its business, Wells Fargo makes loans of various types with individuals and businesses. We have determined that these loans do not constitute a "business relationship" as defined in Chapter 2-156 of the Municipal Code.

Note further that the Disclosing Party has no way of identifying spouses or domestic partners of any City elected official, or the identities of any entities in which any City elected official or his or her spouse or domestic partner has a financial interest, and thus limits its certification to "City elected officials" as specifically required by Section III. Specifically, we made due inquiry with respect to the City's Aldermen, the Mayor, the Treasurer, and the City Clerk.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

See Attachment "C"

ATTACHMENT “C”

ATTACHMENT TO SECTION V, PART B-FURTHER CERTIFICATIONS

The Disclosing Party certifies the accuracy of the certifications contained in Section V, paragraph B (1-5) only as to itself, and certifies that to the best of the Disclosing Party's knowledge after due inquiry: (i) the statements in paragraphs B (1-5) are accurate with respect to the executive officers and directors of the Disclosing Party identified in Section II.B.1 of the EDS and (ii) the statements in paragraphs B (3-5) are accurate with respect to any “Contractors” of the Disclosing Party identified in Section IV of the EDS.

Notwithstanding the forgoing, in the ordinary course of its business, Wells Fargo receives various complaints and lawsuits which contain an assortment of allegations, some of which may result in judgments against Wells Fargo. Like all major institutions, Wells Fargo is subject to various litigations and proceedings pursuant to which judgments, injunctions or liens may be issued. However, there have been no judgments, injunctions or liens arising out of such litigations or proceedings in the last five years that would materially impair Wells Fargo's ability as of this date to conduct its business or meet its obligations under the transaction to which this EDS relates. Also in the ordinary course of its business, Wells Fargo regularly enters into financial transactions of various types with public entities throughout the United States. It is possible that one or more public entities have terminated a transaction for cause or default.

For a description of certain legal proceedings, please see the Wells Fargo's SEC filings, https://www.wellsfargo.com/invest_relations/filings, a summary of which are on file with the City. The City also has on file the Wells Fargo press release dated December 8, 2011 regarding the municipal derivatives bid practices settlement with the Office of the Comptroller of the Currency, Securities and Exchange Commission, the U.S. Internal Revenue Service, U.S. Department of Justice and a group of state Attorneys General. On February 9, 2012, Wells Fargo & Company issued a press release regarding an agreement with the federal government and state attorneys general concerning mortgage servicing, foreclosure and origination issues, and filed an SEC Form 8-K in accordance therewith. Material updates to Wells Fargo's SEC filings will be provided in connection with future EDS filings.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

The Disclosing Party certifies that as of the date hereof, to the best of the Disclosing Party's knowledge after due inquiry, the answer with respect to this question is: None. Please note that the foregoing answer is based on an email questionnaire distributed in connection with this EDS to all Illinois-based employees of Wells Fargo Bank, N.A. and those employees that that work in the Bank's government and institutional banking group and may accordingly have a material relationship with the City.

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

The Disclosing Party certifies that as of the date hereof, to the best of the Disclosing Party's knowledge after due inquiry, the answer with respect to this question is: None. Please note that the foregoing answer is based on an email questionnaire distributed in connection with this EDS to all Illinois-based employees of Wells Fargo Bank, N.A. and those employees that that work in the Bank's government and institutional banking group and may accordingly have a material relationship with the City.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

____ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

× ____ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:
See Attachment "D"

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

SLAVERY ERA BUSINESS SUMMARY

After years of research, Wells Fargo has found no records that indicate it – or any entities it acquired before the Wachovia merger – had ever financed slavery, held slaves as collateral, owned slaves, or profited from slavery.

With the Wachovia merger, Wells Fargo inherited hundreds of Wachovia’s predecessor financial institutions, including two that had extensive involvement in slavery. In 2005 Wachovia announced these findings and apologized for the role its predecessors played and renewed its commitment to preserve and promote the history of the African-American experience in our nation. Wells Fargo shares that commitment. As Wells Fargo integrates Wachovia’s businesses to form a new company, Wells Fargo will continue to affirm its long-standing opposition to slavery.

The following narrative summarizes the results of the research that has been performed to date regarding Wachovia Bank and its ties to slavery. Wells Fargo is currently reviewing this research as well as conducting additional research regarding entities acquired by Wachovia since the original research was completed. A new affidavit will be delivered in the event that the results of this research require additional disclosures.

SUMMARY OF RESEARCH

External research has revealed that two predecessor institutions of the undersigned, the Georgia Railroad & Banking Company and the Bank of Charleston, owned slaves.

Due to incomplete records, the undersigned cannot determine exactly how many slaves either the Georgia Railroad and Banking Company or the Bank of Charleston owned. Through specific transactional records, researchers determined that the Georgia Railroad and Banking Company owned at least 162 slaves, and the Bank of Charleston accepted at least 529 slaves as collateral on mortgaged properties or loans, and acquired an undetermined number of these individuals when customers defaulted on their loans.

The Georgia Railroad and Banking Company was founded in 1833 to complete a railroad line between the City of Augusta and the interior of the state of Georgia. The company relied on slave labor for the construction and maintenance of this railway. According to the existing and searchable bank records, 162 slaves were owned or authorized to be purchased by the Georgia Railroad and Banking Company between 1836 and 1842. In addition, the company awarded work to contractors who purchased at least 400 slaves to perform work on the railways.

The Bank of Charleston, founded in 1834, issued loans and mortgages where enslaved individuals were used as collateral. A review of the bank’s account ledgers revealed a minimum of 24 transactions involving reference to 529 enslaved individuals being used as collateral. In most cases, the loan was paid on schedule, and the bank never took possession of slaves that were pledged as collateral on the loan. In several documented instances, however, customers defaulted on their loans and the Bank of Charleston took

Attachment "D"

actual possession of slaves. The total number of slaves of whom the bank took possession cannot be accurately tallied due to the lack of records.

In addition, ten predecessor companies were determined to have profited more indirectly from slavery through the following means:

- Founders, directors, or account holders who owned slaves and/or profited directly from slavery;
- Investing in or transacting business with companies or individuals that owned slaves;
- Investing in the bonds of slave states and municipalities;
- Investing in U.S. government bonds during years when the United States permitted and profited from slave labor directly through taxation.

These institutions are:

- Bank of North America (Philadelphia, Pa.)
- Bank of Baltimore
- The Philadelphia Bank (later Philadelphia National Bank)
- Farmers' & Mechanics' Bank of Philadelphia
- Pennsylvania Company for Insurances on Lives and the Granting of Annuities
- State Bank of Elizabeth (Elizabeth, N.J.)
- State Bank of Newark (Newark, N.J.)
- Savings Bank of Baltimore
- Girard National Bank
- The Carswell Group (established in 1868, acquired by Palmer & Cay, Inc. in 1985)

The City has on file documentation that summarizes the information herein, including the names of slaves, where known.

~

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Wells Fargo Bank, National Association

(Print or type name of Disclosing Party)

By: _____

(Sign here)

Victor H. Chang

(Print or type name of person signing)

Director

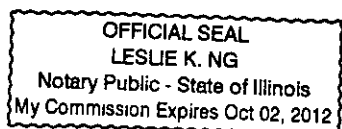
(Print or type title of person signing)

Signed and sworn to before me on (date) 2/13/2012,

at Cook County, Illinois (state).

Leslie K. Ng Notary Public.

Commission expires: 10/2/2012.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently has a “familial relationship” with any elected city official or department head. A “familial relationship” exists if, as of the date this EDS is signed, the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

“Applicable Party” means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. “Principal officers” means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently have a “familial relationship” with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**Attachment to City of Chicago
Economic Disclosure Statement and Affidavit
Appendix A**

Familial Relationships with Elected City Officials and Department Heads

To the best of the Disclosing Party's knowledge, after due inquiry, the Disclosing Party has no familial relationships as referenced in this Appendix A. Please note, that the Disclosing Party has limited its inquiry to the Persons identified in Section II.B.1 of the EDS.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Loop Capital Markets LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 200 W. Jackson Boulevard; Suite 1600

Chicago, IL 60606

C. Telephone: 312-356-5009 Fax: 312-922-7137 Email: clarenceb@loopcap.com

D. Name of contact person: Clarence Bourne

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (refer to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? City of Chicago - Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>James Reynolds, Jr.</u>	<u>Chairman and CEO/Managing Member</u>
<u>Albert R. Grace, Jr.</u>	<u>President/Managing Member</u>
<u>Sandra M. Reynolds</u>	<u>Secretary/Managing Member</u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Loop Capital Holdings LLC	200 W. Jackson Boulevard; Ste 1600	77.05%
Albert R. Grace, Jr.	Chicago, IL 60606	8 90%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Burke, Warren, Mackay & Serritella P.C.	330 North Wabash Avenue 22nd Floor Chicago, IL 60611-3607	Underwriters Counsel	\$100,000 Estimated
Greene and Letts	111 West Washington Street Suite 1650 Chicago, IL 60602	Underwriters Counsel	\$42,500 Estimated

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Loop Capital Markets LLC
(Print or type name of Disclosing Party)

By: _____

(Sign here)

James Reynolds, Jr.
(Print or type name of person signing)

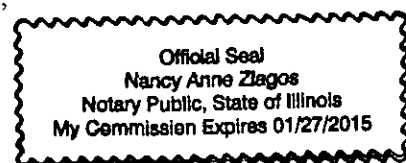
Managing Member
(Print or type title of person signing)

Signed and sworn to before me on (date) 02/08/2012,
at Cook County, Illinois (state).

Nancy Anne Zagos

Notary Public.

Commission expires: 01/27/2015.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Loop Capital Holdings LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Loop Capital Markets LLC

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 200 W. Jackson Boulevard; Suite 1600

Chicago, IL 60606

C. Telephone: 312-913-4900 Fax: 312-922-7137 Email: jimr@loopcap.com

D. Name of contact person: James Reynolds, Jr

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other unit (referred to hereinafter as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? City of Chicago - Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

James Reynolds, Jr.

Manager

Sandra M. Reynolds

Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
James Reynolds, Jr.	200 W. Jackson Boulevard Suite 1600 Chicago, IL 60606	98%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- c. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Loop Capital Holdings LLC
(Print or type name of Disclosing Party)

By: James Reynolds
(Sign here)

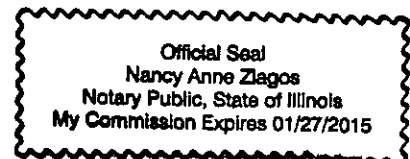
James Reynolds, Jr.
(Print or type name of person signing)

Managing Member
(Print or type title of person signing)

Signed and sworn to before me on (date) 02/08/2012,
at Illinois County, Cook (state).

Nancy Anne Zagos Notary Public.

Commission expires: 01/27/2015.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Backstrom McCarley Berry & Co., LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant
OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party:

115 Sansome St., Mez A
San Francisco, CA 94104

C. Telephone: (415) 392-5505 Fax: (415) 392-5276 Email: vmccarley@bmcbbco.com

D. Name of contact person: Vincent McCarley, CFM

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other under which this EDS pertains. (Include project number and location of property, if applicable): _____ the "Matter") to

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

California

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>Vincent McCarley</u>	<u>Chief Executive Officer</u>
<u>Don Backstrom</u>	<u>Managing Director & Principal</u>
<u>Leonard Berry</u>	<u>Managing Director & Principal</u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Vincent McCarley	115 Sansome St., Mezz A San Francisco, CA 94104	05 %
Dan Backstrom	115 Sansome St., Mezz A San Francisco, CA 94104	20 %
Leonard Berry	115 Sansome St., Mezz A San Francisco, CA 94104	15 %

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
<u>Burke, Warren & Serritella, P.C.</u>	<u>330 North Wabash Ave., 22nd Fl</u>	<u>Greene and Lett S</u>	<u>111 West Washington St, Suite 1650</u>
<u>Chicago, IL 60611-3607</u>	<u>Chicago, IL 60602</u>		
<u>Estimated Fees: \$100,000</u>	<u>Estimated Fees: \$42,500</u>		
<u>Counsel (Anticipated)</u>	<u>Counsel (Anticipated)</u>		
<u>(Add sheets if necessary)</u>			

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

✓ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Backstrom McCarley Berry & Co., LLC
(Print or type name of Disclosing Party)

By: Leonard Berry
(Sign here)

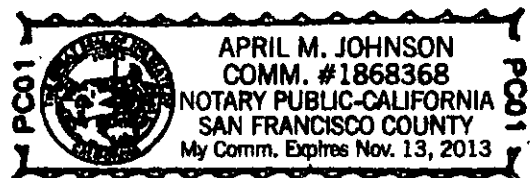
Leonard Berry
(Print or type name of person signing)

Managing Director & Principal
(Print or type title of person signing)

Signed and sworn to before me on (date) February 8, 2012,
at San Francisco County, California (state).

APM Notary Public.

Commission expires: 11.13.13



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes

[☒] No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Gardner Rich, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 401 South Financial Place

Chicago, IL 60605

C. Telephone: 312-922-3333 Fax: 312-922-2144 Email: cspears@gardnerrich.com

D. Name of contact person: Curtis Spears

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other unlawful activity (as low as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

State of Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Christopher P. Gardner	Chief Executive Officer
Curtis Spears	President

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Christopher P. Gardner	401 South Financial Place	100%
	Chicago, IL 60605	

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Burke, Warren, Mackay & Seritella, P.C.	330 North Wabash Avenue, 22nd Floor, Chicago IL 60611-3607		Estimated Fee \$100,000
Greene and Letts, 111 West Washington Street, Suite 1650, Chicago, IL 60602			Estimated fees \$42,500

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

None

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

None

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
None		

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

☒ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

☐ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

None

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

None

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Gardner Rich, LLC

(Print or type name of Disclosing Party)

By: 

(Sign here)

Curtis Spears

(Print or type name of person signing)

President

(Print or type title of person signing)

Signed and sworn to before me on (date) Feb 8 2012,
at COOK County, ILLINOIS (state).

Amanda Martinez Notary Public.

Commission expires: July-19-2014.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Jackson Securities LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 233 South Wacker Drive, Ste 8400

Chicago, IL 60606

C. Telephone: 312.283.8650 Fax: 312.283.8652 Email: jcarter@jacksonsecurities.com

D. Name of contact person: James Carter

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other underlying matter (refer to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Georgia

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>W. Bruce Gow</u>	<u>President</u>
<u>Robert Atkins</u>	<u>Chief Operating Officer</u>
<u>Malinda Williams</u>	<u>Chief Compliance Officer</u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Atlanta Life Financial Group	100 Auburn Ave, NE. Atlanta, GA 30303	72%
Jackson Financial Corp.		28%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Burke, Warren, MacKay & Serritella, P.C. (RETAINED)	330 North Wabash Avenue, 22nd Floor	Attorney	estimated fees \$100,000
Chicago, IL 60611-3607			
Greene and Letts (RETAINED)	111 West Washington Street, Suite 1650	Attorney	estimated fees \$42,500
Chicago, IL 60602			

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

NONE

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

NONE

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

NONE

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

NONE

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
<hr/>		
<hr/>		
<hr/>		

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Jackson Securities LLC

(Print or type name of Disclosing Party)

By: Robert Atkins, Jr.

(Sign here)

Robert Atkins

(Print or type name of person signing)

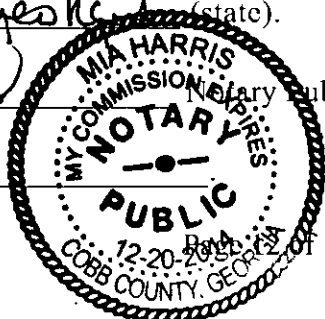
Chief Operating Officer

(Print or type title of person signing)

Signed and sworn to before me on (date) FEB. 9, 2012,
at Fulton County, Georgia (state).

Nick Harris

Commission expires: _____



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently has a “familial relationship” with any elected city official or department head. A “familial relationship” exists if, as of the date this EDS is signed, the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

“Applicable Party” means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. “Principal officers” means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any “Applicable Party” or any Spouse or Domestic Partner thereof currently have a “familial relationship” with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Atlanta Life Financial Group

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Jackson Securities LLC

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 100 Auburn Avenue, NE
Atlanta, GA 30303

C. Telephone: (800) 879-3279 Fax: (404) 654-8808 Email: GNnadi@atlantalife.com

D. Name of contact person: 404.654.8829 _____

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other undertaking (indicate below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Georgia

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
William Taggart	President and Chief Executive Officer
Geoffrey Nnadi	Executive VP and Chief Financial Officer
Egbert L. J. Perry	Board Member
M. Alexis Scott	Board Member
William J. Stanley, III	Board Member
Gov. Roy Barnes	Board Member
Roosevelt Giles	Board Member

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Alonzo F. & Norris B. Herndon Foundation	100 Auburn Ave, NE. Atlanta, GA 30303	72%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Burke, Warren, MacKay & Serritella, P.C. (RETAINED)	330 North Wabash Avenue, 22nd Floor Chicago, IL 60611-3607	Attorney	estimated fees \$100,000
Greene and Letts (RETAINED)	111 West Washington Street, Suite 1650 Chicago, IL 60602	Attorney	estimated fees \$42,500

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

NONE

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

NONE

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

NONE

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

NONE

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

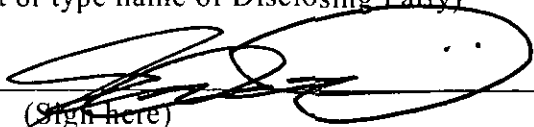
F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Atlanta Life Financial Group
(Print or type name of Disclosing Party)

By: 
(Sign here)

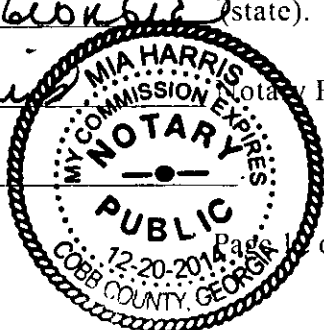
Geoffrey Madi
(Print or type name of person signing)

EVP + CFO
(Print or type title of person signing)

Signed and sworn to before me on (date) FEB 9, 2012,
at Fulton County, Georgia (State).

Mia Harris Notary Public.

Commission expires: _____
Page 1 of 13



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Jackson Financial Corporation

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Jackson Securities LLC

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: _____

C. Telephone: 404.443.3124 Fax: 404.443.2394 Email: bgow@jacksonsecurities.com

D. Name of contact person: W. Bruce Gow

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other use _____ (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Georgia

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Valene R. Jackson	President
Reuben McDaniel, III	Chief Executive Officer
W Bruce Gow	Secretary

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Reuben McDaniel, III	191 Peachtree Street, NE, Ste 3300. Atlanta, GA 30303	30 6%
Estate of Maynard H. Jackson	5726 Registry Oaks Lane. Mableton, GA 30126	30 6%
Dudley Brown	8944 Tamaroa Terrace Skokie, IL 60076	30 6%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Burke, Warren, MacKay & Serritella, P.C. (RETAINED)	330 North Wabash Avenue, 22nd Floor Chicago, IL 60611-3607	Attorney	estimated fees \$100,000
Greene and Letts (RETAINED)	111 West Washington Street, Suite 1650 Chicago, IL 60602	Attorney	estimated fees \$42,500

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

NONE

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

NONE

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

NONE

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

NONE

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
<hr/>		
<hr/>		
<hr/>		

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Jackson Financial Corp.

(Print or type name of Disclosing Party)

By: [Signature]

(Sign here)

W. Bruce Gow

(Print or type name of person signing)

Secretary

(Print or type title of person signing)

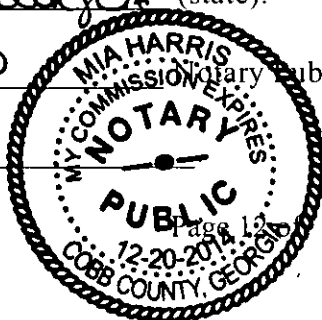
Signed and sworn to before me on (date) FEB. 9, 2012.

at Fulton County, Georgia (state).

Mia Harris

Notary Public.

Commission expires: _____



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Toussaint Capital Partners, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant
OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: **110 Wall St, 2nd Floor**
New York, NY 10005

C. Telephone: **212-328-1800** Fax: **212-328-1850** Email: **abyrd@toussaintcapital.com**

D. Name of contact person: **Avery Byrd**

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? **Finance**

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Avery Byrd	Chief Executive Officer

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Avery Byrd	110 Wall St, 2nd Floor, New York NY 10005	78%
Trina Byrd	110 Wall St, 2nd Floor, New York NY 10005	14.625%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Robert Calamunci (retain), 265 Davidson Ave, Somerset, NJ 08873		FinOP	Paid \$33,00
Robert Rabinowitz (retain), 11 Wharf Avenue, Red Bank, NJ 07701		Legal	Paid \$24,000
Joel Wynman (retain), 9 Abby Drive, East Northport, NY 11731		IT Consultant	Paid \$13,000

(Add sheets if necessary)

[] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes

☒ No

[] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[] Yes

[] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

Avery Byrd

Jeffrey Orlouski

Andrew Cary

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)



is

[] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

☒ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded,** proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

N/A

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☒ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☒ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☒ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☒ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Toussaint Capital Partners

(Print or type name of Disclosing Party)

By:

(Sign here)

Avery Byrd

(Print or type name of person signing)

Chief Executive Officer

(Print or type title of person signing)

Signed and sworn to before me on (date) February 9th, 2012,
at New York County, New York (state).

Beverly Ricketts Notary Public.

Commission expires: August 24, 2013.

BEVERLY RICKETTS
Notary Public, State of New York
No. 01R16210700
Qualified in Bronx County
Commission Expires August 24, 2013

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

[] Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Rockfleet Financial Services, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 515 Madison Avenue, 27th floor
New York, N.Y. 10022

C. Telephone: (212) 888-1305 Fax: (212) 572-9813 Email: rfp@rockfleetfinancial.com

D. Name of contact person: Catherine M. Corrigan

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking ("Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds - Series 2012
(Request for Qualifications - Underwriters)

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

State of Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
Catherine M. Corrigan	President & CEO

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Catherine M. Corrigan	515 Madison Ave. New York, NY 10022	58.6%
Eileen B. Corrigan	515 Madison Ave. NY NY10022	22.6%
Annmarie Corrigan	515 Madison Ave. NY NY10022	8.8%
Bridget Corrigan	515 Madison Ave. NY NY10022	8.0%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
n/a			

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes

☒ No

☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes

☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below: n/a

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

n/a

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

none

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☒ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☒ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☒ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☒ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Rockfleet Financial Services, Inc.

(Print or type name of Disclosing Party)

By: Catherine M. Corrigan
(Sign here)

Catherine M. Corrigan

(Print or type name of person signing)

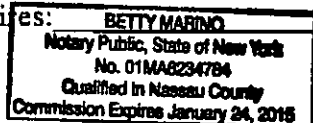
President & CEO

(Print or type title of person signing)

Signed and sworn to before me on (date) February 8, 2012,
at New York County, New York (state).

[Signature] Notary Public.

Commission expires:



Page 12 of 13

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

J.P. Morgan Securities LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 10 South Dearborn, Floor 13

Chicago, IL 60603

C. Telephone: (312)385-8444 Fax: (312)732-7600 Email: eric.r.rockhold@jpmorgan.com

D. Name of contact person: Eric Rockhold

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other underlying matter (as low as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
SEE ATTACHMENT A	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
J.P. Morgan Broker-Dealer Holdings, Inc.	270 Park Avenue	100%
	New York, New York 10017	

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☒ Yes ☐ No SEE ATTACHMENT B

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):
SEE ATTACHMENT B

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. estimated: \$100,000
Burke, Warren, MacKay & Serritella, P.C.	330 N. Wabash Ave, 22nd FL, Chicago, IL 60611	Subcontractor	
Greene and Letts	111 W. Washington St, Ste. 1650, Chicago, IL 60602	Subcontractor	estimated: \$42,500

(Add sheets if necessary)

[] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes [] No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[] Yes [] No

B. FURTHER CERTIFICATIONS

SEE ATTACHMENT B

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS: SEE ATTACHMENT B

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

SEE ATTACHMENT B

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

SEE ATTACHMENT B

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

Ald. Ray Suarez: Meal \$14.00; Meal \$25.00

Ald. Rey Colon: Meal \$45.00

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No SEE ATTACHMENT B

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee. SEE ATTACHMENT B

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

SEE ATTACHMENT B

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

J.P. Morgan Securities LLC

(Print or type name of Disclosing Party)

By:

Eric R. Rockhold
(Sign here)

Eric Rockhold

(Print or type name of person signing)

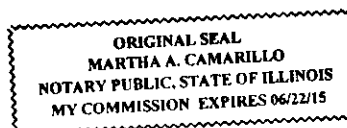
Managing Director

(Print or type title of person signing)

Signed and sworn to before me on (date) 2-8-12,
at COOK County, IL (state).

Martha A. Camarillo Notary Public.

Commission expires: 6/22/15.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No To the best of the Disclosing Party's knowledge and belief

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**ATTACHMENT A
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
FILED BY
J.P. MORGAN SECURITIES LLC
(as an Applicant)**

DIRECTORS

Felice Diiorio
Patrick C. Kirby
Michael Minikes
Douglas B. Petno
Gregory G. Quental
Jeffrey H. Urwin

EXECUTIVE OFFICERS

James M. Collins
Diane M. Genova
Carlos M. Hernandez
Jeffrey M. Lipman
Gregory J. Johnson
Patrick C. Kirby
Joseph C. Noto
James E. Staley

Chief Financial Officer
Chief Legal Officer
President, Vice-Chairman
Secretary
Chief Compliance Officer
Chief Operating Officer
Treasurer
CEO, Chairman

**ATTACHMENT B
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
FILED BY
J.P. MORGAN SECURITIES LLC
(as an Applicant)**

The following responses were prepared with the assistance and advice of employees of the Disclosing Party:

SECTION III: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

The Disclosing Party has knowledge of a "business relationship" during the 12 months prior to the date of execution of the foregoing Economic Disclosure Statement and Affidavit between JPMorgan Chase Bank, N.A. and the law firm of Klafter and Burke. Klafter and Burke has provided real estate tax protest legal services on behalf of JPMorgan Chase Bank, N.A. Alderman Edward M. Burke is a partner of the firm of Klafter and Burke. This information is updated on a semi-annual basis.

SECTION V: CERTIFICATIONS

B. FURTHER CERTIFICATIONS

Disclosing Party certifies the accuracy of the statement contained in Section V. paragraph B.1. only as to itself. Disclosing Party certifies that to the best of the Disclosing Party's knowledge and belief such statements in paragraph B.1. are accurate with respect to a Controlling person of the Disclosing Party.

The Disclosing Party certifies the accuracy of the statements contained in Section V, paragraph B.2.a. through and including B.2.e. only as to itself. The Disclosing Party certifies that to the best of the Disclosing Party's knowledge after due inquiry such statements are accurate with respect to the executive officers and directors of the Disclosing Party. With respect to Section V, paragraph B.2.b. and B.2.e., the Disclosing Party may have been found liable in a civil judgment or proceeding(s) within the five years preceding the date of this EDS instituted by the City or by the federal government, any state, or any other unit of local government. The Disclosing Party certifies that none of these judgments, individually or in the aggregate, would have a material adverse effect on its financial condition or its ability to perform under its contract with the City. In addition, to the best of the Disclosing Party's knowledge and belief after reasonable inquiry, the Disclosing Party has not, in the past five years, been found after a judicial or administrative hearing to be in violation of any environmental law or regulation, except for possible violations related to (i) property mortgaged to the Disclosing Party, (ii) property owned by the Disclosing Party and leased to others, (iii) foreclosed property now owned by the Disclosing Party, and (iv) property owned or held by the Disclosing Party as a fiduciary or nominee. The Disclosing Party's operations are conducted at numerous owned and leased locations throughout the world. From time to time, the Disclosing Party is cited for not being in compliance with an environmental law or regulation. These matters are generally routine and are promptly addressed by the Disclosing Party

The Disclosing Party certifies the accuracy of the statements contained in Section V, paragraphs B.3. and B.4. only as to itself. The Disclosing Party also certifies that to the best of the Disclosing Party's knowledge after due inquiry such statements are accurate with respect to any Affiliated Entity or any responsible official of the Disclosing Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party or any Affiliated Entity acting in such capacity pursuant to the direction or authorization of a responsible official of the Disclosing Party or any Affiliated Entity.

The Disclosing Party does not make any certification whatsoever with respect to any Applicable Party other than the Disclosing Party. The Disclosing Party also certifies that it has not engaged any sub-contractor with respect to the Matter.

The Disclosing Party certifies the statement in Section V, paragraph B.8. to the best of the Disclosing Party's knowledge and belief that no current Directors or Executive Officers of the Operating Committee of JPMorgan Chase & Co. were an employee, elected or appointed official of the City of Chicago in the past 12 months. The Disclosing Party does not make any certification with respect to all Disclosing Party employees as the Disclosing Party does not have records of all outside employment, in particular employment prior to employment with the Disclosing Party.

D. INTEREST IN CITY BUSINESS

As to the disclosure set forth in Section V, paragraph D.1., to the best of the Disclosing Party's knowledge no official or employee of the City of Chicago has a financial interest in his or her own name or in the name of any other person in the Matter.

As to the disclosure set forth in Section V, paragraph D.4., the Disclosing Party cannot (and does not) make the certification required because the Disclosing Party does not and will not have control over all means of acquiring a financial interest in the Matter.

SECTION VII – ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

F.1. The Disclosing Party certifies statements contained in Section VII, paragraph F.1. to the best of the Disclosing Party's knowledge and belief after reasonable inquiry that neither the Disclosing Party nor its affiliates are delinquent in paying any fine, fee, tax or other charge owed to the State of Illinois or the City of Chicago except for taxes that are being contested in good faith by appropriate legal proceeding and possible delinquencies in paying a fine, fee, tax or other charge related to (i) property mortgaged to the Disclosing Party or its affiliates, (ii) property owned by the Disclosing Party or its affiliates and leased to others, (iii) foreclosed property now owned by the Disclosing Party or its affiliates, (iv) property owned or held by the Disclosing Party or its affiliates as a fiduciary or nominee, (v) fines, fees, taxes or other charges that are being contested in good faith by the Disclosing Party or its affiliates by appropriate legal proceeding, and (vi) a levy dated January 5, 2011 for \$1,520,962.44 concerning interest on a 2002 tax audit settlement with Bank One that is currently under offset negotiation with the Illinois Department of Taxation.

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**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

J.P. Morgan Broker-Dealer Holdings Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: J.P. Morgan Securities LLC

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 10 South Dearborn, Floor 13

Chicago, IL 60603

C. Telephone: (312)385-8444 Fax: (312)732-7600 Email: eric.r.rockhold@jpmorgan.com

D. Name of contact person: Eric Rockhold

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other underlying matter (as low as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:
- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. **NOTE:** For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).
- If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE:** Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
SEE ATTACHMENT A	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
JPMorgan Chase & Co.	270 Park Avenue New York, New York 10017	100%
<hr/>		
<hr/>		
<hr/>		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☒ Yes ☐ No SEE ATTACHMENT B

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):
SEE ATTACHMENT B

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS: SEE ATTACHMENT B

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

SEE ATTACHMENT B

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

SEE ATTACHMENT B

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

Ald. Ray Suarez: Meal \$14.00; Meal \$25.00

Ald. Rey Colon: Meal \$45.00

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No SEE ATTACHMENT B

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee. SEE ATTACHMENT B

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

SEE ATTACHMENT B

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

J.P. Morgan Broker-Dealer Holdings Inc.

(Print or type name of Disclosing Party)

By: Eric R. Rockhold

(Sign here)

Eric Rockhold

(Print or type name of person signing)

Managing Director

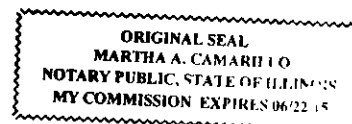
(Print or type title of person signing)

Signed and sworn to before me on (date) 2-8-12,
at Cook County, IL (state).

Martha A. Camarillo

Notary Public.

Commission expires: 6/22/15.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No To the best of the Disclosing Party's knowledge and belief

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**ATTACHMENT A
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
FILED BY
J.P. MORGAN BROKER-DEALER HOLDINGS INC.
(as an Entity Holding an Interest in an Applicant)**

DIRECTORS

Douglas L. Braunstein
Carlos M. Hernandez

EXECUTIVE OFFICERS

Lisa J. Fitzgerald	Managing Director, Treasurer
Carols M. Hernandez	President
Anthony J. Horan	Managing Director, Secretary

**ATTACHMENT B
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
FILED BY
J.P. MORGAN BROKER-DEALER HOLDINGS INC.
(as an Entity Holding an Interest in an Applicant)**

The following responses were prepared with the assistance and advice of employees of the Disclosing Party:

SECTION III: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

The Disclosing Party has knowledge of a "business relationship" during the 12 months prior to the date of execution of the foregoing Economic Disclosure Statement and Affidavit between JPMorgan Chase Bank, N.A. and the law firm of Klafter and Burke. Klafter and Burke has provided real estate tax protest legal services on behalf of JPMorgan Chase Bank, N.A. Alderman Edward M. Burke is a partner of the firm of Klafter and Burke. This information is updated on a semi-annual basis.

SECTION V: CERTIFICATIONS

B. FURTHER CERTIFICATIONS

The Disclosing Party certifies the accuracy of the statements contained in Section V, paragraph B.2.a. through and including B.2.e. only as to itself. The Disclosing Party certifies that to the best of the Disclosing Party's knowledge after due inquiry such statements are accurate with respect to the executive officers and directors of the Disclosing Party. With respect to Section V, paragraph B.2.b. and B.2.e., the Disclosing Party may have been found liable in a civil judgment or proceeding(s) within the five years preceding the date of this EDS instituted by the City or by the federal government, any state, or any other unit of local government. The Disclosing Party certifies that none of these judgments, individually or in the aggregate, would have a material adverse effect on its financial condition or its ability to perform under its contract with the City. In addition, to the best of the Disclosing Party's knowledge and belief after reasonable inquiry, the Disclosing Party has not, in the past five years, been found after a judicial or administrative hearing to be in violation of any environmental law or regulation, except for possible violations related to (i) property mortgaged to the Disclosing Party, (ii) property owned by the Disclosing Party and leased to others, (iii) foreclosed property now owned by the Disclosing Party, and (iv) property owned or held by the Disclosing Party as a fiduciary or nominee. The Disclosing Party's operations are conducted at numerous owned and leased locations throughout the world. From time to time, the Disclosing Party is cited for not being in compliance with an environmental law or regulation. These matters are generally routine and are promptly addressed by the Disclosing Party

The Disclosing Party certifies the accuracy of the statements contained in Section V, paragraphs B.3. and B.4. only as to itself. The Disclosing Party also certifies that to the best of the Disclosing Party's knowledge after due inquiry such statements are accurate with respect to any

Affiliated Entity or any responsible official of the Disclosing Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party or any Affiliated Entity acting in such capacity pursuant to the direction or authorization of a responsible official of the Disclosing Party or any Affiliated Entity.

The Disclosing Party does not make any certification whatsoever with respect to any Applicable Party other than the Disclosing Party. The Disclosing Party also certifies that it has not engaged any sub-contractor with respect to the Matter.

The Disclosing Party certifies the statement in Section V, paragraph B.8. to the best of the Disclosing Party's knowledge and belief that no current Directors or Executive Officers of the Operating Committee of JPMorgan Chase & Co. were an employee, elected or appointed official of the City of Chicago in the past 12 months. The Disclosing Party does not make any certification with respect to all Disclosing Party employees as the Disclosing Party does not have records of all outside employment, in particular employment prior to employment with the Disclosing Party.

D. INTEREST IN CITY BUSINESS

As to the disclosure set forth in Section V, paragraph D.1., to the best of the Disclosing Party's knowledge no official or employee of the City of Chicago has a financial interest in his or her own name or in the name of any other person in the Matter.

As to the disclosure set forth in Section V, paragraph D.4., the Disclosing Party cannot (and does not) make the certification required because the Disclosing Party does not and will not have control over all means of acquiring a financial interest in the Matter.

SECTION VII – ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

F.1. The Disclosing Party certifies statements contained in Section VII, paragraph F.1. to the best of the Disclosing Party's knowledge and belief after reasonable inquiry that neither the Disclosing Party nor its affiliates are delinquent in paying any fine, fee, tax or other charge owed to the State of Illinois or the City of Chicago except for taxes that are being contested in good faith by appropriate legal proceeding and possible delinquencies in paying a fine, fee, tax or other charge related to (i) property mortgaged to the Disclosing Party or its affiliates, (ii) property owned by the Disclosing Party or its affiliates and leased to others, (iii) foreclosed property now owned by the Disclosing Party or its affiliates, (iv) property owned or held by the Disclosing Party or its affiliates as a fiduciary or nominee, (v) fines, fees, taxes or other charges that are being contested in good faith by the Disclosing Party or its affiliates by appropriate legal proceeding, and (vi) a levy dated January 5, 2011 for \$1,520,962.44 concerning interest on a 2002 tax audit settlement with Bank One that is currently under offset negotiation with the Illinois Department of Taxation.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

JPMorgan Chase & Co.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: J.P. Morgan Broker-Dealer Holdings Inc.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 10 South Dearborn, Floor 13

Chicago, IL 60603

C. Telephone: (312)385-8444 Fax: (312)732-7600 Email: eric.r.rockhold@jpmorgan.com

D. Name of contact person: Eric Rockhold

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other under which this EDS pertains. (Include project number and location of property, if applicable): _____ as the "Matter") to

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>SEE ATTACHMENT A</u>	
<hr/>	
<hr/>	
<hr/>	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
None, to the best of the Disclosing Party's knowledge and belief		
<hr/>		
<hr/>		
<hr/>		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☒ Yes ☐ No SEE ATTACHMENT B

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):
SEE ATTACHMENT B

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS: SEE ATTACHMENT B

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

SEE ATTACHMENT B

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

SEE ATTACHMENT B

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

Ald. Ray Suarez: Meal \$14.00; Meal \$25.00

Ald. Rey Colon: Meal \$45.00

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is [] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No SEE ATTACHMENT B

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee. SEE ATTACHMENT B

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

____ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

X 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SEE ATTACHMENT C

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded,** proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

SEE ATTACHMENT B

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

JPMORGAN CHASE & CO.

(Print or type name of Disclosing Party)

By: Eric R Rockhold

(Sign here)

ERIC ROCKHOLD

(Print or type name of person signing)

MANAGING DIRECTOR

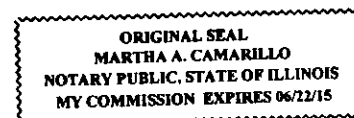
(Print or type title of person signing)

Signed and sworn to before me on (date) 2-8-12,
at Cook County, IL (state).

Martha A Camarillo

Notary Public.

Commission expires: 6/22/15.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes ☒ No To the best of the Disclosing Party's knowledge and belief

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**ATTACHMENT A
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
FILED BY
JPMORGAN CHASE & CO.
(as an Entity Holding an Interest in an Applicant)**

Directors

Crandall C. Bowles
Stephen B. Burke
David M. Cote
James S. Crown
James Dimon
Ellen V. Futter
William H. Gray, III
Laban P. Jackson, Jr.
David C. Novak
Lee R. Raymond
William C. Weldon

Executive Officers/Operating Committee

James Dimon	Chairman of the Board, President and Chief Executive Officer
Frank J. Bisignano	Chief Administrative Officer
Douglas L. Braunstein	Chief Financial Officer
Michael J. Cavanagh	Chief Executive Officer of Treasury & Securities Services
Stephen M. Cutler	General Counsel
John L. Donnelly	Director of Human Resources
Ina R. Drew	Chief Investment Officer
Mary Callahan Erdoes	Chief Executive Officer of Asset Management
John J. Hogan	Chief Risk Officer
Samuel Todd Maclin	Chief Executive Officer of Consumer and Business Banking
Heidi Miller	President of International
Douglas B. Petno	Chief Executive Officer of Commercial Banking
Gordon A. Smith	Chief Executive Officer of Card Services
James E. Staley	Chief Executive Officer of Investment Bank
Barry L. Zubrow	Head of Corporate and Regulatory Affairs

**ATTACHMENT B
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
FILED BY
JPMORGAN CHASE & CO.
(as an Entity Holding an Interest in an Applicant)**

The following responses were prepared with the assistance and advice of employees of the Disclosing Party:

SECTION III: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

The Disclosing Party has knowledge of a “business relationship” during the 12 months prior to the date of execution of the foregoing Economic Disclosure Statement and Affidavit between JPMorgan Chase Bank, N.A. and the law firm of Klafter and Burke. Klafter and Burke has provided real estate tax protest legal services on behalf of JPMorgan Chase Bank, N.A. Alderman Edward M. Burke is a partner of the firm of Klafter and Burke. This information is updated on a semi-annual basis.

SECTION V: CERTIFICATIONS

B. FURTHER CERTIFICATIONS

The Disclosing Party certifies the accuracy of the statements contained in Section V, paragraph B.2.a. through and including B.2.e. only as to itself. The Disclosing Party certifies that to the best of the Disclosing Party’s knowledge such statements are accurate with respect to the executive officers and directors of the Disclosing Party. With respect to Section V, paragraph B.2.b. and B.2.e., the Disclosing Party may have been found liable in a civil judgment or proceeding(s) within the five years preceding the date of this EDS instituted by the City or by the federal government, any state, or any other unit of local government. The Disclosing Party certifies that none of these judgments, individually or in the aggregate, would have a material adverse effect on its or the Applicant's financial condition or the ability of the Applicant to perform under its contract with the City. In addition, to the best of the Disclosing Party’s knowledge and belief, the Disclosing Party has not, in the past five years, been found after a judicial or administrative hearing to be in violation of any environmental law or regulation, except for possible violations related to (i) property mortgaged to the Disclosing Party, (ii) property owned by the Disclosing Party and leased to others, (iii) foreclosed property now owned by the Disclosing Party and (iv) property owned or held by the Disclosing Party as a fiduciary or nominee. The Disclosing Party’s operations are conducted at numerous owned and leased locations throughout the world. From time to time, the Disclosing Party is cited for not being in compliance with an environmental law or regulation. These matters are generally routine and are promptly addressed by the Disclosing Party.

The Disclosing Party certifies the accuracy of the statements contained in Section V, paragraphs B.3. and B.4. only as to itself. The Disclosing Party also certifies that to the best of the Disclosing Party's knowledge such statements are accurate with respect to any Affiliated Entity or any responsible official of the Disclosing Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party or any Affiliated Entity acting in such capacity pursuant to the direction or authorization of a responsible official of the Disclosing Party or any Affiliated Entity.

The Disclosing Party does not make any certification whatsoever with respect to any Applicable Party other than the Disclosing Party. The Disclosing Party also certifies that it has not engaged any sub-contractor with respect to the Matter.

The Disclosing Party certifies the statement in Section V, paragraph B.8. to the best of the Disclosing Party's knowledge and belief that no current Directors or Executive Officers of the Operating Committee were an employee, elected or appointed official of the City of Chicago in the past 12 months. The Disclosing Party does not make any certification with respect to all Disclosing Party employees as the Disclosing Party does not have records of all outside employment, in particular employment prior to employment with the Disclosing Party.

D. INTEREST IN CITY BUSINESS

As to the disclosure set forth in Section V, paragraph D.1., to the best of the Disclosing Party's knowledge no official or employee of the City of Chicago has a financial interest in his or her own name or in the name of any other person in the Matter.

As to the disclosure set forth in Section V, paragraph D.4., the Disclosing Party cannot (and does not) make the certification required because the Disclosing Party does not and will not have control over all means of acquiring a financial interest in the Matter.

SECTION VII – ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

F.1. The Disclosing Party certifies statements contained in Section VII, paragraph F.1. to the best of the Disclosing Party's knowledge and belief that neither the Disclosing Party nor its affiliates are delinquent in paying any fine, fee, tax or other charge owed to the State of Illinois or the City of Chicago except for taxes that are being contested in good faith by appropriate legal proceeding and possible delinquencies in paying a fine, fee, tax or other charge related to (i) property mortgaged to the Disclosing Party or its affiliates, (ii) property owned by the Disclosing Party or its affiliates and leased to others, (iii) foreclosed property now owned by the Disclosing Party or its affiliates, (iv) property owned or held by the Disclosing Party or its affiliates as a fiduciary or nominee, (v) fines, fees, taxes or other charges that are being contested in good faith by the Disclosing Party or its affiliates by appropriate legal proceeding, and (vi) a levy dated January 5, 2011 for \$1,520,962.44 concerning interest on a 2002 tax audit settlement with Bank One that is currently under offset negotiation with the Illinois Department of Taxation.

**ATTACHMENT C
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
FILED BY
JPMORGAN CHASE & CO.
(as an Entity Holding an Interest in an Applicant)**

SECTION V -- CERTIFICATIONS

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS.

The Disclosing Party was formed on July 1, 2004, when JPMorgan Chase & Co. acquired Bank One Corporation ("Bank One").

With regard to predecessors of the Disclosing Party as it existed prior to the Bank One Corporation acquisition ("JPMorgan Chase"), the Disclosing Party reports that J. Pierpont Morgan, Sr. was associated with George Peabody & Company and J.S. Morgan & Company (the "Peabody Firms") before he founded Drexel Morgan & Company, which ultimately became part of JPMorgan Chase. Capital supplied by Junius S. Morgan and J. Pierpont Morgan, Sr. appears to have been used to capitalize Drexel Morgan & Company in 1871. Upon the death of Junius S. Morgan, J.S. Morgan & Company came under the control of J. Pierpont Morgan, Sr. and became affiliated with J.P. Morgan & Co. Records indicate that the Peabody Firms had customers that appear to have used enslaved individuals.

JPMorgan Chase and Bank One had predecessor banks in states outside the South that purchased notes issued by, issued letters of credit or made loans to, and/or maintained correspondent accounts with municipalities, banks, companies and individuals located in Southern states where slavery was practiced during the slavery era. These municipalities, banks, companies and individuals are listed on Attachment 1.

Bank One had predecessor banks before 1866 in three Southern states: Kentucky, Louisiana and Virginia. Searches revealed slavery-related information about two Louisiana banks, the Canal Bank (formed in 1831) and the Citizens Bank (formed in 1833), and the Lexington branch of the second Bank of Kentucky (formed in 1835). In 1924 Citizens Bank and Canal Bank merged. Predecessors of JPMorgan Chase had longstanding banking relationships with Canal Bank and its predecessors (see Attachment 1), were creditors of Canal Bank and, in 1931, it appears that a predecessor of JPMorgan Chase led a group of investors that provided capital to Canal Bank and this predecessor of JPMorgan Chase became a shareholder and took a controlling management interest in the Canal Bank. The Canal Bank was placed into liquidation in March-May 1933 based on actions by the State of Louisiana and the federal government. In May 1933, The National Bank of Commerce in New Orleans was formed pursuant to an executive order approved by President Roosevelt and its assets included some of the deposits and loans of the old Canal Bank. Most of the capital for The National Bank of Commerce was provided by the Reconstruction Finance Corporation (owned by the U.S. government), with the remainder coming from new shareholders. The U.S. government also provided over \$13 million toward the liquidation of the old Canal Bank. In 1947 and 1969, The National Bank of Commerce in New Orleans made two grants to Tulane University, which included

archives of the Citizens Bank and Canal Bank. These materials are held at the Tulane Manuscripts Department, Special Collections Division, Howard-Tilton Memorial Library at Tulane University in New Orleans, Louisiana (collectively, the "Tulane Records"). In 1865, the First National Bank of Lexington (subsequently a part of First Security Corporation of Kentucky which was acquired by Bank One in 1992) was formed and assumed the operations of the Lexington Branch of the second Bank of Kentucky. Public records pertaining to the Lexington Branch of the second Bank of Kentucky have been discovered that contain records relevant to this certification (the "Lexington Records"). The Tulane Records, the Lexington Records and other records indicate that:

1. Citizens Bank and Canal Bank provided credit to plantation owners and accepted mortgages from them. The collateral covered by these mortgages included land, equipment and/or enslaved individuals. The available records do not always provide the names of enslaved individuals. The Disclosing Party, however, estimates that, from 1831 to 1865, taking into account the duplication and/or absence of exact data, approximately 21,000 enslaved individuals were listed among the collateral covered by mortgages given to the Louisiana banks.
2. The Lexington Branch of the second Bank of Kentucky also provided credit to plantation owners and accepted mortgages from them. The collateral covered by these mortgages included land, equipment and/or enslaved individuals. The available records do not always provide the names of enslaved individuals. The Disclosing Party, however, estimates that, from 1835 to 1865, taking into account the duplication and/or absence of exact data, approximately 55 enslaved individuals were listed among the collateral covered by mortgages given to the Lexington Branch of the second Bank of Kentucky.
3. When mortgages went unpaid, the banks could initiate foreclosure proceedings. When this occurred, the bank could take ownership of the collateral. The available records do not always provide the names of enslaved individuals. The Disclosing Party, however, estimates that, from 1831 to 1865, taking into account the duplication and/or absence of exact data, approximately 1,300 enslaved individuals were listed among the collateral that the Louisiana banks came to own. There is no evidence of foreclosure proceedings initiated by the Lexington Branch of the second Bank of Kentucky.

Attachment 2 lists information on mortgages as to which one of the Louisiana banks came to own enslaved individuals through foreclosure proceedings, including, where available, the names of those individuals and their prior or subsequent owners. Attachment 3 lists information on mortgages as to which one of the three banks held collateral that included enslaved individuals, including, where available, the names of those individuals and their prior or subsequent owners. The attachments will be supplemented as necessary to reflect any additional information located.

On September 25, 2008, JPMorgan Chase Bank, N.A. (a subsidiary of the Disclosing Party) acquired from the Federal Deposit Insurance Corporation, as the Receiver of Washington Mutual Bank, Henderson NV, certain assets of Washington Mutual Bank.

A review of the records of Washington Mutual Bank, including the records of its predecessor entities, has disclosed no evidence that Washington Mutual Bank nor any of its predecessors had any investments or profits from slavery, any direct involvement in the slave trade, any direct ownership in slaves, or any slaveholder insurance policies from the slavery era. There is

evidence, however, that one predecessor entity, The Bowery Savings Bank, New York (1834) (“Bowery Savings”), purchased a \$100,000 bond of a slave holding state, North Carolina. A total of \$44,000 was paid to Bowery Savings by North Carolina in 1868 on account of the bond.

**ATTACHMENT 1
TO
ATTACHMENT C
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
FILED BY
JPMORGAN CHASE & CO.
(as an Entity Holding an Interest in an Applicant)**

Agricultural Bank of Mississippi
Baltimore & Ohio Rail Road Company
Bank of Alabama
Bank of Alexandria (Virginia)
Bank of Ashland at Shelbyville
Bank of Augusta (Georgia)
Bank of Kentucky
Bank of Louisiana
Bank of Louisville
Bank of Metropolis
Bank of Mobile
Bank of Missouri
Bank of North Carolina
Bank of South Carolina
Bank of the State of Missouri
Bank of Tennessee
Bank of Virginia
Barnett, Ellison & Co.
Beers & Brunell
Beers & Co.
Canal & Rail Road Bank of Vicksburg
Carrolton Bank of New Orleans
Charleston Fire & Marine Insurance Company
Chattahoochee Rail Road and Banking Company
City Bank of New Orleans
Commercial & Rail Road Bank of Vicksburg
Commercial Bank of Manchester (Mississippi)
Commercial Bank of New Orleans
Commercial Bank of Selma
Corporation of the City of New Orleans
Corporation of the City of Savannah
Davis & Davis
Delaware & Hudson Canal Company
E.I. Forestall of New Orleans
ER Tyler of New Orleans
E. Warfield, Lexington, Kentucky
Exchange & Banking Company of New Orleans

Exchange Bank of Virginia at Richmond
Franklin Bank of Baltimore
First Bank of Richmond
Hunt, Morton & Quigby of Louisville (Kentucky)
J.D. Beers & Co.
Louisiana & Nashville Railroad Company
Mechanics & Traders Bank of New Orleans
Merchant & Planters Bank of Savannah
Merchants Bank of Baltimore
Mississippi Sound Company
Mr. Pastoret
Mr. S. Reid Irving & Co. (Cotton)
Nashville and Northwestern Rail Road Co.
New Orleans Canal & Banking Company
North Western Bank of Virginia
Philadelphia, Wilmington & Baltimore Rail Road Company
Planters & Mechanics Bank of Charleston
Planters & Mechanics Bank of Mobile
Planters & Merchants Bank of Charleston
Planters Bank of Jackson (Mississippi)
Planters Bank of Natchez
Planters Bank of Savannah
Planters Bank of Tennessee
Robert Kinder House
Ross & Coleman
South Western Rail Road Bank of Charleston
Southern Bank of Alabama
Southern Bank of Kentucky
Southern Life Insurance & Trust Company of Florida
Southern Trust Company
Southwestern Rail Road Bank (South Carolina)
S. Reid Irving & Company
State & Metcalf of Gainsville, Georgia
State of Alabama
State of Florida
State of Georgia
State of Mississippi
T.T. Crittenden, Lexington and Huntsville, Kentucky
Tuscombice and Decatur Rail Road Company
Union Bank of Charleston
Union Bank of Florida
Union Bank of Tennessee

**ATTACHMENT 2
TO
ATTACHMENT C
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
FILED BY
JPMORGAN CHASE & CO.
(as an Entity Holding an Interest in an Applicant)**

ENSLAVED INDIVIDUALS OWNED BY
CITIZENS BANK OF LOUISIANA AND
NEW ORLEANS CANAL & BANKING COMPANY

Attachment 2

The following list identifies enslaved individuals owned by Citizens Bank of Louisiana and New Orleans Canal & Banking Company in Louisiana from 1831 to 1865.¹ The information is drawn from two sources. The first is a collection of Citizens Bank minute books and papers held at Tulane University. The second is a survey of conveyance and land records held either at the New Orleans Public Library or at local parishes throughout Louisiana.

The list includes every reference to ownership of enslaved individuals by the banks located in these records. The list is arranged by parish and thereafter by date. General references to ownership that did not indicate a specific parish are listed separately.

Each entry includes information on previous (P) and subsequent (S) owners where known. Any available information on the location of the plantation is also recorded and appears in brackets after the previous and subsequent owners. Each entry includes a reference identifying the historical sources used to compile the information.

The information on individuals includes all names identified in the records. In some cases, the same individuals appear to have been involved in several different transactions. However, the records are often not consistent in the spelling of names and are often only partially or poorly indexed. Accordingly, each transaction is listed separately. The names in italics are ones that were difficult to decipher because of handwriting or because the records have faded over time.

¹ This list was prepared by History Associates Incorporated at the direction of JPMorgan Chase & Co.

Citizens Bank of Louisiana

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Citizens Bank of Louisiana

General References

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Apr 1842	Mr. Pim (S)	Nelson, Philip, Sylvester, Sally and her two children	Tulane University, Citizens Bank Minute Book No. 5, 1842/04/04
Jan 1845 - Mar 1845	J. R. Thomas (P)	unnamed individuals	Tulane University, Citizens Bank Minute Book No. 5, 1845/01/18 and 1845/03/27
Jul 1845	Mary Hoey (P)	Lucretia and Joe	Tulane University, Citizens Bank Minute Book No. 5, 1845/07/31
Aug 1847	Unknown	unnamed individuals	Tulane University, Citizens Bank Minute Book No. 6, 1847/08/17
Feb 1847	J. Lawson (P)	Edward	Tulane University, Citizens Bank Minute Book No. 6, 1849/03/23
Jul 1850	G. Hiriard (P)	unnamed individuals	Tulane University, Citizens Bank Minute Book No. 6, 1850/07/02

Ascension Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
c. 1839	Trasimon Landry (P)	unnamed individuals	New Orleans Public Library (NOPL), Ascension Parish Vendee Index

Assumption Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Sep 1840	Francis Boutelou de St. Aubin (P) Adolphe Wenceslas Pichot (S)	Jean	Assumption Parish, Sheriff's Sale Book A, p. 232, 1840/09/023; Conveyance Record 6, p. 232, 1841/07/26

Aug 1844 - Marius Albagnac (P)
 Jan 1846 John Billsen (S)
 [left bank of Bayou
 Lafourche]

Mar 1853- Alfred Tete (P)
 Apr 1853 Mrs. Clodis Gourdan (S)
 [Bayou Lafourche]

Peggy, *Barnalby*, Magdelaine

Henry, Jacob, Abraham, George, Moses, *Anais*

Assumption Parish, Conveyance
 Book 11, p. 297, 1846/01/10;
 Sheriff's Sale Book B, p. 178,
 1884/08/03; Tulane University,
 Citizens Bank Minute Book No.
 5, 1846/01/07
 Assumption Parish, Conveyance
 Book 19, p. 190, 1853/04/26;
 Sheriff's Sale Book B, p. 426,
 1853/03/06; Tulane University,
 Citizens Bank Minute Book
 No. 7, 1853/03/31

Claiborne Parish

Date **Previous/Subsequent
 Owners [Plantation
 Location]**

c. 1848 R. H. Basset (P)

Information on Individuals

4 unnamed individuals

Source

Tulane University, Citizens Bank
 Property Management Book

East Feliciana Parish

Date **Previous/Subsequent
 Owners [Plantation
 Location]**

Dec 1845 - John D. McDonald (P)
 Feb 1846 Robert Perry (S)
 [Black Creek]

Information on Individuals

Hampton, Joe; Laura and her child Jane; Emily and her child
 John; Hester

Source

East Baton Rouge Parish,
 Sheriff's Book E, p. 137,
 1845/12/13; East Feliciana
 Parish, Conveyance Book K, pp.
 111-113, 1846/02/18; Tulane
 University, M-1847, Citizens
 Bank Mortgage Book; Citizens
 Bank Minute Book No. 5,
 1846/02/12
 Tulane University, Citizens Bank
 Minute Book No. 6, 1847/02/04,
 1848/6/028, 1848/12/18
 East Feliciana Conveyance Book
 L, pp. 219-225, 1848/06/03,
 Tulane University, M-1847,
 Citizens Bank Mortgage Book
 Tulane University, M-1847,
 Citizens Bank Mortgage Book
 Tulane University, M-1847,
 Citizens Bank Mortgage Book

Feb 1847 - Robert Pool (P)
 Dec 1848

Jun 1848 Thorton Lawson (P)

c. 1848 Carter Harvil (S)

c. 1848 B. Myers (P)

Jim and other unnamed individuals

Edmund

7 unnamed individuals

5 unnamed individuals

c. 1848	Unknown [Bayou Teche]	14 unnamed individuals	Tulane University, M-1847, Citizens Bank Mortgage Book
Jan 1853	Stephen Yarborough (P)	8 unnamed individuals	East Feliciana Parish, Mortgage Book E, p. 543, 1853/01/21
Feb 1854	John L. DeLee (S)	13 unnamed individuals	East Feliciana Parish, Mortgage Book E, p. 544, 1853/02/15

Iberville Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Feb 1840	Botts and Abner Robinson (S)	Frank, Anthony, Jim, Dirk, Isaac, Joe Gray, Martin, Jacob <i>McNayer</i> , Lewis, Nat, Jacob, George <i>McNayer</i> , Ben, William, Joe, Plato, Washington, Big Davy, Davy, Moses, <i>Wapping</i> , Rachel and her child Daphny; Nelly; Lucy and her child Charlotte; Susan and <i>her three children Jacob, Nelly and Lewis; Patsy and her daughter</i> Caroline; <i>Chancy</i> , Elizabeth, Maria; Luckey and her children Harriet and Abraham; Spencer, Esau, Fanny; Sarah and her two children William and Martha; Daphny, Abby, Phillis, Mary, George, Anne, Big Maria; Fanny and her unnamed infant; Kitty, Charity; Susan and her unnamed son; George, Matilda, Edmund, Peter, Ben, <i>Bandals</i> , Sam, Archibald, York, John, Peter, Abraham, Fielding, Sam, David, Gras, Eliza, Lucy, Robert, Francis, Emily, Caroline, Henry, Patsy, William, Alexander, Wyatt, Anderson, Hannah, Ceyley, Milly, Letty, Tom, Maria, Mary, Harriet, Louisa, Tom, Ned, Juliet, Ned, Nancy	Iberville Parish, Conveyance Book T, Entry 223, 1840/02/07; Lafourche Parish Conveyance Book P, p. 438, 1840/02/17
Feb 1843	Lewis LeSassin (P)	unnamed individuals	Tulane University, Citizens Minute Book No. 5, 1843/02/07

Lafourche Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Dec 1842	G. A. Botts (P)	unnamed individuals	Tulane University, Citizens Bank Minute Book No. 5, 1842/12/30

Jul 1845 - J. Nicholas (P)
May 1849 R. P Gaillard (S)

Andre, Jean Baptiste, Clairville, Francis, Joseph, Sylvester, Benito, Bonaranture, Theophile, Marie, Cecile, William, Honore, Marianne, Orelina, Catherine, Celestin, Helene, Agathe, Domstele, Celestine, Mary, Solby, Anna, Suzette, Estele, Henriette, Odile, Lutelia, Baptiste, Diek, Randall, James, Sam, Melite, Madeleine

Lafourche Parish, Conveyance
Book AA, p. 380, 1849/05/01

Natchitoches Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Feb 1838	Michael Boyce (P)	36 unnamed individuals	Natchitoches Parish, Book 23, p. 2, 1838/02/07
Feb 1840	Adolphe Sampayrac (P)	Alfred, Ovide, Honore, <i>Michot</i> , Frederic, Sam, William, <i>Flem</i> , Nelson, Ned, Mary, <i>Fanny</i>	Natchitoches Parish, Book 27, p. 18, 1840/02/29
Mar 1841	Joseph T. Robinson (S)	Moses, <i>Asariah</i> , Lewis, Joe, Harrison, Henry West, <i>Elsy</i> , Green, Reid, York, Allen, Daniel, Harriet, Judy, Julia, Charlotte, <i>Sirah</i> , Nancy Elliot, <i>Chaney</i> , <i>Emi</i> and her child, Louisa and her unnamed child	Natchitoches Parish, Book 32, p. 50, 1841/03/27

Orleans Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Jan 1842	Christopal de Armas (P)	Marie, Anne	Orleans Parish, Conveyance Record Book 29, p. 698, 1842/01/06
Aug 1842	Leopold J. Rocquet (S)	Tom Mason and his wife Lucy	Orleans Parish, Conveyance Record Book 32, p. 421, 1842/08/03
Aug 1842	Antione Bausset (S)	<i>Peter</i>	Orleans Parish, Conveyance Record Book 32, p. 440, 1842/08/18
Aug 1842	Marais Gautier (S)	<i>Archy</i> , <i>Tably</i> and her two children Joseph and an unnamed infant	Orleans Parish, Conveyance Record Book 31, p. 447, 1842/08/21
May 1843	Valiour Fortier (S)	Jacob	Orleans Parish, Conveyance Record Book 33, p. 171, 1843/05/20

Sep 1845	Charles Nicaud (P) V. and B. Bouny (S)	John Richardson, Moses Lewis, Peter, Joe Phoebe, Jim Phoebe, Robert, Saul, Ben, Edmond, Jim Bouny, Narcisse, Thomas Side, Victor, Sheldrick, Moses Guerin, Tom Guerin, Jim O. Duhigg, Figaro, Ned Rackoon, Big Joe, Richard, Eugene, Jim Bullfrog, Bob, Henry Charleston, Belly Boy, William Chaigneau, Peter, Big Ned, Alfred, Mathilde, Nancy, Phoebe, Fany, and Jack Richmond	Tulane University, Citizens Bank Papers, Loans, Box 1
c. 1846	Daniel Holliday (S)		Orleans Parish, Conveyance Record Book 38, p. 484
Mar 1849	Mrs. Lafayette Saunders (S)	James	Orleans Parish, Conveyance Record Book 46, p. 411, 1849/03/06
Sep 1852	Felix Garcia (P) Auguste Montegut (S)	Arthemise	Orleans Parish, Conveyance Record Book 60, p. 111, 1852/9/6, Tulane University, Citizens Bank Minute Book No. 7, 1852/08/26
Oct 1852	Felix Garcia (P) William and Heywood Stackhouse (S)	Basile, Llyod, Adam, Laurent, Pegui, Camille, Marguerite, Philomene, Charles, Ursine, Marianne, Pierre, Constance, Celestine, <i>Sanon</i> , Dotreville, Dorothee, Melite, Rose, Sue, Fox, Therese, Edouard, Baptiste, Eulalie, Peter, Jean Bongo, Bill, Lucile Sue, Thebe, Mary, Olivia, Jean, Charles, Raymond, Rachel, Honore, Theodore, Petion, Raymond, Celeste, Joseph, Henriette, Heloise, Antoine, Celestine, Frosine, Casimin, Joseph, Francoise, Victor, Poline, Louise, Alexis, James, Mamette, Augustine, Francois, Birsson, Dick, Tom, Lucille, Anny, Rachel, Lidy, Charlotte, Valcour, Albert	Orleans Parish, Conveyance Book 59, p. 174, 1852/10/20, Tulane University, Citizens Bank Minute Book No. 5, 1852/09/09

Plaquemines Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Oct 1852	Felix Garcia (P) W. and H. Stackhouse (S)	Bazile, Raymond, Lloyd, Rachel, Adam, Honore, Laurent, Theodore, <i>Regan</i> , Petion, Camille, Raymonde, Marguerite, <i>Eclante</i> , Babet, Joseph, Philemon, Henrietta, Charles, Helios, Ursin, Antonio, Marianne, Celestin, Pierre, Frazine, Constance, Casimir, Celestine, Joseph, Janen, Francoise, <i>Patreville</i> , Carter, <i>Porachi</i> , Bob, <i>Neclite</i> , <i>Zanlin</i> , Rose, Louise, Zoe, <i>Hiers</i> , Fox, James, Theresa, Henriette, Edward, Augustine, Baptiste, Francis, Evalie, Risson, Peter, Criske, Jean Congo, Tom, Bill, Lucille, Lucille Joe, <i>Fanny</i> , Phoebe, Rachel, Mary, Liddy, Olivia, Charlotte, Jean, Valcour, Charles, Alberte	Plaquemines Parish, Conveyance Book 6, p. 430, 1852/10/13; Tulane University, Citizens Bank Minute Book No. 5, 1852/09/09

Pointe Coupee Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Jul 1839 - Sep 1839	Montgomery Smith (P) A. Ledoux & Co., George O. Hall (S)	Gilbert, Randall, Lorenzo; Maria and her two unnamed children; Anne, Eliza, Ellen,	Pointe Coupee Parish, Mortgage Book C, No. 1177, 1839/07/22, no. 1189, 1839/09/25

Rapides Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Mar 1843 - c. 1848	A. B. Gill (P) J. Huie (S) [Bayou Marteau]	37 unnamed individuals	Tulane University, Citizens Bank Minute Book No. 5, 1843/03/23, 1843/03/25, 1843/4/18; M-1847, Citizens Bank Mortgage Book

St. Bernard Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
c. 1848	S. Peyroux (S)	11 unnamed individuals	Tulane University, M-1847, Citizens Bank Mortgage Book
Sep 1850	G. Peyroux (P) Albert Faber (S)	14 unnamed individuals	Tulane University, Citizens Bank Minute Book No. 6, 1850/09/10

St. Charles Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
c. 1848	C. Roselle (S)	22 unnamed individuals	Tulane University, M-1847, Citizens Bank Mortgage Book
Jul 1852	Felix Garcia (P) [Lorio Plantation on the right bank of the Mississippi River]	Abraham, Bill, Jacob, Peter, Jordan, Madison, Captain Fish, Baptiste, Sam, Philippe, Edmund, Marianne; Suzanne and her two children John and Nelly; Rachel and her two children Augile and Victor; Liza, Sally, Caroline	St. Charles Parish, Conveyance Book A&B, 1852/07/07

Jan 1853 Felix Garcia (P)
Charles Rousell, Theodell
Rousell, and Julian Vienne
(S)
[Lorio Plantation]

Abraham, Bill, Jacob, Peter, Jordan, Madison, Captain Fish,
Baptiste, Sam, Philippe, Edmund, Marianne; Suzanne and her two
children John and Nelly; Rachel and her two children Augile and
Victor; Liza, Sally, Caroline, Toby, Tallyrand, Nelly, Nathan, Arthur
Field, Sam Caroll, Alexander Jackson, Archer Caroll, George
McHenry, Moses Haris, Henry Hardith, Comphoes; Betsey
Galinos and her two children Nathan and James; July Ann
Johnson and her unnamed child; Eppo Johnson, Solomon Jones,
William Lansing, Henry Waterson, Lan Thomas, Moses Nawell,
Jody Flagg, Major Gillsion, John Asbby, Nancy Reses, Sam Red,
Amy, Washington Spencer

Tulane University, Citizens Bank
Minute Book 7, 1852/08/26;
St. Charles Parish, Conveyance
Book A, p. 174, 1853/01/03

St. John the Baptist Parish

Date **Previous/Subsequent
Owners [Plantation
Location]**

Apr 1846 Mrs. Jean Arnauld (P)

Information on Individuals

Thisa, James, Raymond, Alexis, Baker, Fox, *Samsnow*, Adam,
Solomon, Honore, Celestin, Charley, Laurent, Pierre, Joe,
Theodore, Raymond, Ursin, Camille, Antoine, Bresson, Bebe,
Peter, Dick, Basille, Francois, William, Jim Magnan, Casimer,
Loyd, Daniel, Rose; Thereze and her child Manette; Celeste and
her three children Louis, Joseph, and Philomete; Francoise and
her children Detreville and an unnamed infant; *Phiosone* and her
three children Celestine, Joseph, and *Joalsin*; Louise, Adelaide;
Marianne and her child Estelle; Nathan, John Magnan, Basile,
Raymond, Loyld, Rachel, Adam, Laurent, Honore, Theodore,
Pegui, Petion, Camille, Raymond, Artemise, Celeste, Marguerite,
Babes, Louis, Joseph, Eloise, Ursin, Antoine, Adelaide, Coralie,
Marianne, Celestin, Pierre, Casimir, Clara, Estelle, Constance,
Frosine, Claire, Sansnow, Francoise, Detreville, Victor, Dorothee,
Pauline, Ferdinand, Rose; Louise and her son Joseph
Nathan exchanged for Francois, son of Marie *Rosette*

Source

St. John the Baptist Parish,
Conveyance Book X, pp.
327-328, 1846/4/29, and
Conveyance Book Y, pp. 145-
147, 1847/03/09; Tulane
University, Citizens Bank Minute
Book No. 6, 1847/01/27

Aug 1846 Jean Arnauld (P)
Marie *Rosette* (S)

St. John the Baptist Parish,
Conveyance Book Y, pp. 72-74,
1846/08/19, Tulane University,
Citizens Bank Minute Book
No. 6, 1846/08/06

Sep 1846	Mrs. Jean Arnauld (P) Felix Garcia (S)	Louis (also known as Bebe), Alexis, Fox, Salomon, Daniel, James, William, Celestine, Joseph, Joalsin, Therese, Manette, Auguste, Marie, Augustine, Baptiste, Francois, Eulalie, Bulsin, <i>illegible</i> , Dick, Thisa, Baker, Charley, Ardina, Jean, <i>illegible</i> , Bill, Lucille, Rachel, Lucille Joe, <i>illegible</i> , Hanny, Phebe, Mary, Eugene, Mary, Charlotte, Jean, <i>illegible</i> , <i>illegible</i>	St. John the Baptist Parish, Conveyance Book Y, pp. 83-108, 1846/09/30; Tulane University, M-1847, Citizens Bank Mortgage Book
Jun 1852 - Mar 1853	Felix Garcia (P) Dominique Bouligny (S)	Nathan, Basille, Raymond, <i>illegible</i> , Rachel, Adam, Laurent, Honore, Theodore, Peggy, Petion, Camille, Raymond, Artemise, Celeste, Marguerite, Babette, Joseph, Philomene, Eloise, Ursin, Antoine, Marianne, Celestine, Pierre, Cisimir, Constance, Frasine, Claire, <i>illegible</i> , Francois, Detreville, Victor, Dorothee, Rose, Louisa, Joseph, Pauline, Alexis, Fox, James, Celestine, Joseph, Jason, Thereza, Manette, Augustine, Auguste, Baptiste, Francois, Eulalie, Banson, Peter, Jack, Jean, Leon, Bill, Louisa, Rachel, Hanny, Phalia, Mary, Charlotte, Jean, Faloir, Allant, Theresa, Dorothee, Celeste; Mary and her children Laby and Mary Dick	St. John the Baptist Parish, Conveyance Book Z, pp. 183-185, 1852/07/06, and Conveyance Book Z, pp. 216-217, 1853/03/04; Tulane University, Citizens Bank Minute Book No. 5, 1852/09/09
May 1852	Felix Garcia (P)	Claire	Tulane University, Citizens Bank Minute Book No. 7, 1852/05/20
Sep 1852	Felix Garcia (P) Joseph <i>illegible</i> (S)		Tulane University, Citizens Bank Minute Book No. 7, 1852/09/09

St. Martin Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Jul 1849	Charles Fagot (P) Charles Grevinberg (S) [Ilse L'abbe]	Nick, <i>Laine</i> , Bill, Etienne, <i>Donhouis</i> ; Julie; Charlotte and her three children Frances, Sophie, and Marie; Peggy, Larina; Kitty and her child Pauline; Celeste, Honorine	St. Martin Parish, Sheriff Book 2, p. 163, 1849/07/10; Conveyance Record ID, p. 260, 1849/10/02; Tulane University, Citizens Bank Minute Book No. 6, 1849/06/20, 1849/07/07; Tulane University, M-1847, Citizens Bank Mortgage Book
Jul 1849	Joseph Eysallenne (P) Victor Delahoussaye (S) [Bayou Ceche]	Fernanda, Alfred, Dick, Thomas, Jim, Grace, Julie, Edouarde, Juliet, Patsy, Ophelia, Lilia, Marie, Maria, Dickson, Patsy, Sophie, Fransisque	St. Martin Parish, Sheriff Book 2, p. 163, 1849/07/10; Conveyance Book ID, p. 261, 1849/10/02; Tulane University, Citizens Bank Minute Book No. 6, 1849/07/07

St. Mary Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
May 1845 - Apr 1846	Robert Nicholas (P) Samuel Ogden and John Huger (S) [Cote Blanche]	Jacob, Little Mayor, Stephen, Little Jacob, Nelson, Edmond, Armisted, Monday, Big Harry, Washington, Peyton, John, Young Jon, Big Mayor, Bill, Peter, Fersh, Richmond, Eliza, Tammy, Charity, Caroline, Nelly, Violet, Diana, Tubby, Nancy, Harriett, Nicy, Milly, Lacy, Little Mary, Rhony, Sally, Minty, Saunders, Jefferson, Minerva, Dickson, Harry, Davy, Tom, Naney, Courtney, Eddy, Paully, Susanna, Jacob, Barley, Patrick, Coleman, Frederick, Minerva, Cintly, Molly, Penina, Abraham, Buster, Leah, Vina, Solomon, Joe, Calvin, Martha, Amy, Jane, Edmond, Modilla, Alexander, Handy, Little Tim, Charles, Sorberton, Sophia, Lindy, Elizabeth, Albert, Minerva, Jack, Ceras, Betsy, Thomas, Casey, Tomy, Lewis, Marthon, Rindey, Emily, Artemis, Patrick, Becky, Louisa, Margaret, Sam, George, Peggy, Harold, Willy, Mamah, Jackson, Spencer, Charlotte, Lorean, unnamed individual, Harnby, Robinson, Hisam, Virginia Richmond	Tulane University, Citizens Bank Minute Book No. 5, 1845/05/05 and 1846/04/16; St. Mary Parish Records, Conveyance Book F, p. 401, 1845/08/03; Mortgage Book 12, p 89, 1845/07/24; NOPL, New Orleans Deed Book, 1845/08/08
Jul 1845	R. C. Nicholas (P)		Tulane University, Citizens Bank Minute Book No. 5, 1845/07/31

St. Tammany Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Apr 1849	M. G. Penn (P) [Palestine Plantation]	9 unnamed individuals	Tulane University, M-1847, Citizens Bank Mortgage Book and Citizens Bank Minute Book No. 6, 1849/04/19

Washington Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Jun 1847	G. Penn (P)	unnamed individuals	Tulane University, Citizens Bank Minute Book No. 6, 1847/06/15

New Orleans Canal & Banking Company

Ascension Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
1845	William C. Randall (S)	Reuben	Ascension Parish, Book 19, p. 401, c. 1845
Oct 1845 - Nov 1845	David Randall (P) Christopher Ford (S) [left bank of Bayou Lafourche]	Jack, Matthew, Henry, Randall, Gus, Jack, Richard, Brown, Squire, Elijah, Caesar, Charles, MaryAnn, Virginia, Hannah, Julie, Aime; Martha and her two children Letitia and Ralf; Sarah and her three children Reubin, Louisa, and Henry; Mary, Suzane, Aglace, Carol, and William	Ascension Parish, Conveyance Book 19, p. 379, 1845/10/28, p. 387, 1845/11/13, and p. 401, 1845/11/024

Avoyelles Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Dec 1846	Edmond Briggs (P) James Satterfield (S)	Hanah and her child Hester; Susan, Henrietta	Avoyelles Parish, Conveyance Book T, p. 32, 1846/12/23

East Feliciana Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Jan 1849	Mary Bostwick (P)	Cattie	NOPL, East Feliciana Conveyance Book L, p. 366, 1849/01/06

Jefferson Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
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Dec 1831 Eleonore M. MacCarty (P)
[left bank of Mississippi
River]

Narcisse, Adonis, Alexander, Creole, *Amedee*, *Asenor*,
Alexander, Aisseu, Anthony, Bernard, Bison, Biard, Brutus,
Bonjeau, Battist, Big Billy, Little Billy, Billy, Cesar, *Charles*,
Charles, Daniel, Erasti, Etienne, *Evariste*, Edmund, Francois,
George, Hector, Honore, Honore, Henry, *Jacinthe*, *Jacques*
Jardinier, Jean Baptiste, Jeffrey, Joseph, John, John, Jean, Jerry,
Joshua, Jeffrey, Leon, *Ludon*, Louis Ficher, Louis Ketto,
Marcellus, Michel, Michael, Oresti, *Orsher*, Pair, Pierre, *Pierre*
Congo, *Pacide*, Pompey, Puyo, Philimon, Paul, Solimon, Sanbo,
Stephen, Stephney, Tisi, Mulatto Tom, Turner, Tine Tanba, Little
Tom, Victor, Little Victor, Washington, Rosimond, Garlin
Blacksmith, Bensieur, Jim, Simon, Felix, Anlaid, Athimide,
Arseisne, Charlotte, Christian, Constance, Poumonne, Rose,
Sarah, Sophie, Venus Congo, Venus Banbarra, Virginia, Victoire,
Clarissa, Labelle, Sarah, Eliza, Marie Brine,
Nelly, Edward, Vincent, Alexis, Figaro, La, Jerry, Antoinette,
Helen, Arsuli, Celestina, Desiree, Dylarouie, Dalmyre, Marie Noel,
Arsisne, Virginia, Marie Daluph, Jacques Cap, Little Jacques,
Cleopatra, Charlotte, Charity, Dalphne, Flora, Big Maria, Maria
Trusty, Little Maria, Maria Congo, Marie Françoise, Marianne,
Mina; Pouponne and her child Celest; Pelagis

NOPL, East Feliciana
Conveyance Book L, p. 366,
1831/12/19; Louisiana State
Archives, Jefferson Parish
Mortgage Book 2, p. 387,
1832/1/10

Natchitoches Parish

Date Previous/Subsequent
Owners [Plantation
Location]
May 1834 Michael Boyce (P)

Information on Individuals

Reuben, Hamish, Peter, Lewis, Jesse, Archy, Anthony, Patrick,
Prince, *Larrisa* and her son Martin, unnamed boy, Mary

Source

Natchitoches Parish, Book 18, p.
296, 1834/05/05

Orleans Parish

Date Previous/Subsequent
Owners [Plantation
Location]
Nov 1838 Martial Dupieris (P)
Jun 1839 J. L. Bogert (P)
Feb 1844 Benjamin Davis (P)

Information on Individuals

Billy Christian
Bill
Zachariah, *illegible*, Frank, John

Source

Orleans Parish, Conveyance
Book 23, p. 692, 1838/11/12
Orleans Parish, Conveyance
Book 26, p. 410, 1839/06/25
Orleans Parish, Conveyance
Book 35, p. 93, 1844/02/24

Feb 1844	Mark Davis (P)	John, Albert, Issac, Peter, Aaron, Nelson	Orleans Parish, Conveyance Book 36, p. 97, 1844/02/24
Dec 1847	John Currin (P)	Andrew, Quinn	Orleans Parish, Conveyance Book 43, p. 275, 1847/12/28
Apr 1850	James Gilmer (S)	Terry, James	Orleans Parish, Conveyance Book 49, p. 442, 1850/04/09
Apr 1850	John Hoey (S)	Hubbard	Orleans Parish, Conveyance Book 50, p. 437, 1850/04/09
Sep 1850	Mrs. Laure Wilkinson (S)	Susan	Orleans Parish, Conveyance Book 53, p. 127, 1850/09/20
May 1851	Manuel Blasco (S)	Priscilla and her daughter Mary Rose	Orleans Parish, Conveyance Book 29, p. 342, 1841/05/29

West Feliciana Parish

Date	Previous/Subsequent Owners [Plantation Location]	Information on Individuals	Source
Sep 1843	John Holmes (P and S) [Bayou Sarah]	Albert, Edmond, Wilson, Robin, Harriet	NOPL, West Feliciana Conveyance Book H, p. 452, 1843/09/02, and p. 461, 1843/09/02
Sep 1843	A. Dunbar (P)	Harry, Baptiste, Albert, Harry, Lowry, Randall, John, Jane; Mariah and her three children Baptiste, Albert, and Edward	NOPL, West Feliciana conveyance Book H, p. 455, 1843/09/02
Apr 1845 - Dec 1845	Guillaume Ramon (P) W. H. Barrow (S) [Rio River]	Hampton Stokes, Carter Hampton, Bill O'Conner, Ned Carter, Sam O'Conner, Giles, Joshua, Aaron, Roden, Eddward Long, Peter, Overton, Ben, Walter, Bill, Nat, Solomon, Booker; Adeline and her child Dan; Lot, Joe, Joshua, Island Ben, Harry, Sophia, Kathy, Bidy; Stella and her child Rumsey; Nancy, Annette and her child Eveline; Rachael, Ellen, Lettie, Dorcas and her child Rachael, Jane, Sally, Carey, Patty, Becky; Harriett and her child Elizabeth; Lucy, Susan Catherine	NOPL, West Feliciana Conveyance Book I, p. 168, 1845/12/20, West Feliciana Parish, Mortgage Book N, p. 225, 1845/04/09
Mar 1849	Uriah B. and Edward Phillips (S)		West Feliciana, Conveyance Book I, p. 559, 1849/03/21
Nov 1849	S. H. Lurty (S)	Lucinda, Harriet, Ann Marie, Isobel, and unnamed infant	NOPL, West Feliciana Conveyance Book I, p. 620, 1849/11/15
Nov 1849	P. Lebret (S)	John	NOPL, West Feliciana Conveyance Book I, p. 622, 1849/11/15

**ATTACHMENT 3
TO
ATTACHMENT C
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
FILED BY
JPMORGAN CHASE & CO.
(as an Entity Holding an Interest in an Applicant)**

ENSLAVED INDIVIDUALS MORTGAGED TO
CITIZENS BANK OF LOUISIANA,
NEW ORLEANS CANAL & BANKING COMPANY AND
LEXINGTON BRANCH OF THE SECOND BANK OF KENTUCKY

Attachment 3

The following list identifies cases where enslaved individuals were pledged to Citizens Bank of Louisiana, the New Orleans Canal Bank, or the Bank of Kentucky (Lexington Branch) as collateral for mortgages or loans from 1831 to 1865.¹ The information is drawn from three sources. The first is a collection of Citizens Bank minute books and papers held at Tulane University. The second consists of conveyance and mortgage records held at local parishes throughout Louisiana. The final source consists of conveyance records held at the Fayette County Courthouse in Lexington, Kentucky.

The list includes every reference to Citizens Bank, Canal Bank, or Bank of Kentucky (Lexington Branch) customers who secured loans or mortgages with enslaved individuals. The list is arranged alphabetically by parish or county and thereafter by owner. Each entry also includes information on the property and individual names included in the records. Names in italics reflect places where the documents were difficult to decipher because of the handwriting or because the documents have faded over time. The final column identifies the source for the information.

Many loans or mortgages were recorded more than once, including when borrowers died and plantations were sold or passed to others by will or other conveyance, or when loans were changed and had to be re-recorded. The existing records do not always provide enough information to identify when this occurred. Thus, related transactions may appear in separate entries listed under separate individuals. Complicating matters, there was no standardized spelling for many names in the source materials, and no standardized descriptions for many of the properties involved. Duplicate entries were avoided wherever possible, but where there was doubt, multiple entries were provided. Accordingly, some enslaved individuals listed may appear in several different entries.

¹ This list was prepared by History Associates Incorporated at the direction of JPMorgan Chase & Co.

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Citizens Bank of Louisiana

General References

Owner	Mortgaged Collateral	Dates	Source
Allard, R.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/10/07
Allard, S.	the following individuals: Judy; Emmanuel; Peter	1838-1845	Tulane University, Citizens Bank Minute Book No. 2: 1838/06/21; Minute Book No. 5: 1845/08/30
Andry, H.	unnamed individuals	1843	Tulane University, Citizens Bank Minute Book No. 5: 1843/02/08
Andry, Mrs. Joe	land; brickyard; and 47 unnamed individuals	1845	Tulane University, Citizens Bank Minute Book No. 5: 1845/11/20
Andry, M. and H.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/10/07
Avant, F. R.	unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 4: 1841/12/22
Bailey, Littleton	plantation and unnamed individuals	1839	Tulane University, Citizens Bank Minute Book No. 2: 1839/05/02
Bergron, W.	property and unnamed individuals	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/06/11
<i>Biennu, Neuville</i>	Hanisthe; Eliza; Eloise; Sophie; Ansin; Hugner; Robert; Alfred; William; Pleasance	1847	Tulane University, Citizens Bank Minute Book No. 6: 1847/03/25
Bouny, Widow	bakery and unnamed individuals	1845	Tulane University, Citizens Bank Minute Book No. 5: 1845/06/05
Bouny, William	Minerva and Mathilda	1851	Tulane University, Citizens Bank Minute Book No. 6: 1851/06/17
<i>Briny, Mrs. W.</i>	Phebe and Milie	1846	Tulane University, Citizens Bank Minute Book No. 6: 1846/12/30
<i>Buisseau, M. Auville</i>	21 unnamed individuals	1839	Tulane University, Citizens Bank Minute Book No. 3: 1839/10/03
Bujai, J.	land and 22 unnamed individuals.	1850	Tulane University, Citizens Bank Minute Book No. 6: 1850/10/22

Owner	Mortgaged Collateral	Dates	Source
<i>Calfion, P. H.</i>	unnamed individuals	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/11/12
Caulfield, William & William Noble	5 unnamed individuals	1852	Tulane University, Citizens Bank Minute Book No. 7 1852/01/13
<i>Chambord & Salarin</i>	land and unnamed individuals.	1841	Tulane University, Citizens Bank Minute Book No. 4: 1841/06/03
Charbonnet, Jacques	plantation and 20 unnamed individuals	1838 - 1847	Tulane University, Citizens Bank Minute Book No. 2: 1838/08/06; Citizens Bank Minute Book No. 6: 1847/10/19, 1847/10/12
<i>Churbanit</i>	6 unnamed individuals	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/02/12
Cole, Mrs. Ann C.	plantation and 11 unnamed individuals	1856	Tulane University, Citizens Bank Minute Book No. 7: 1856/02/19
<i>Curely, Mrs. Sarah</i>	unnamed individuals	1840	Tulane University, Citizens Bank Minute Book No. 3: 1840/04/09
<i>Darby, L. Mars and LeMar Durly</i>	2 unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 4: 1842/05/05
<i>Daupan, J. P.</i>	plantation and unnamed individuals.	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/05/24
Davenport, B. G.	plantation and 23 individuals; including the following: Ryley; Willis; Hannah; Big Henry; Lewis; Ann	1844-1845	Tulane University, Citizens Bank Minute Book No. 5 1844/07/08, 1845/01/30
de Armas, C. G.	2 unnamed individuals	1844	Tulane University, Citizens Bank Minute Book No. 5 1844/05/22
Deslondy, J.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/09/22
DeHabicourt, Mrs.	<i>Jonus</i>	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/09/03
Doyal, Henry	Champion; Bathilde; Squire	1851	Tulane University, Citizens Bank Minute Book No. 6: 1851/06/24
<i>Drt'orpun G.; William Amough Amossly</i>	plantation and unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 4: 1841/12/11
<i>DuBuchits, W. & A. Burwin Browning</i>	unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 4: 1842/02/19

Owner	Mortgaged Collateral	Dates	Source
<i>Dufollut, J. S.</i>	property and the following individual: <i>Guitilly Road</i>	1839	Tulane University, Citizens Bank Minute Book No. 2: 1839/05/09
Dugue, F.	land and six unnamed individuals	1846	Tulane University, Citizens Bank Minute Book No. 5: 846/02/13, 1846/03/06
<i>Dulafat, Joseph</i>	Baptiste; Dudley Washington	1847	Tulane University, Citizens Bank Minute Book No. 6: 1847/04/08
Durand, John	land and the following individuals: Tempe; William and Mil and 6 other unnamed individuals	1850	Tulane University, Citizens Bank Minute Book No. 6: 1850/07/08
Durond, E. D.	plantation and 6 unnamed individuals	1839	Tulane University, Citizens Bank Minute Book No. 2: 1839/04/11
Faber, Albert	Kidose; Jacques; Theodore; Cecila; Milby; Augustine	1850	Tulane University, Citizens Bank Minute Book No. 6: 1850/10/15
Farrar, C. C.	12 unnamed individuals	1845	Tulane University, Citizens Bank Minute Book No. 5: 1845/08/30
Forbes, Joseph	2 unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 4: 1841/12/22
Forstall, Edward J. and Placide	Grande Terre plantation and 53 unnamed individuals	1843	Tulane University, Citizens Bank Minute Book No. 5: 1843/08/03
Fortier, Edward	plantation and 100 unnamed individuals.	1839	Tulane University, Citizens Bank Minute Book No. 2: 1839/04/04
Fortin, Charles	land and unnamed individuals	1837	Tulane University, Citizens Bank Minute Book No. 2: 1837/05/13
Fortin, O.	unnamed individuals	1843	Tulane University, Citizens Bank Minute Book No. 5: 1843/02/07
<i>Frexet</i> brothers	land and unnamed individuals	1847	Tulane University, Citizens Bank Minute Book No. 6: 1847/12/28
<i>Gabaruche, John</i>	plantation and unnamed individuals	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/10/22
<i>Gamiers, F.</i>	land and 15 unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 3: 1841/04/22
Goza & Griffin	Henry; Anderson; Thomas Henry; Charles; James; Lewis Smith; Joe; Henry Richmond; Charles Smith; Phil; Eliza; Madison; Mary; Isaac; Hager; and Sandy	n.d.	Citizens Bank of Louisiana Papers, 1834-1914, Folder 5, n.d.

Owner	Mortgaged Collateral	Dates	Source
<i>Harper, John F. and Elliott, C. W.</i>	Adam; Ben; Buck; Cleggett; George; Guss; Henry; Isaiah; July; Jacob; John; Joshua; Jim; Randolph; Peter; Theodore; West; Joe Smith; Bill Brown; Sam; Isaac; Jeffrey; Ellis; Calvin; Lewis; Sam; Edmond; Speede; Lewis; Bob; Andrew; Nathan; Dave; Sandy; Airey; Adline; Bell; Betsy; Charity; Cynthia; Charlotte; Cilia; Eliza Green; Ellen; Frances; Frances; Henney; Josephine; Mary; Mary Brown; Malinda; Margaret; Martha; illegible; Louisa; Liz; Nancy; Sopha; Silla; Susan; Sally; Milly; Sarah, Wrina; Patsy; Nancy; Toby; Levenia; Rebecca; Jinny; Anna; Diana; Rosette; Tempe; Edward; Low; Joe; Jane; Wash, Davis; Moses; Charles; Letty; Ike Edmond; Taylor; William; Lucy; Celia		Tulane University, Citizens Bank of Louisiana Papers, 1834-1914, Folder 5
Heriandy, Jacques	10 unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 4: 1842/12/16
<i>Hilles, J. H.</i>	<i>Orangeland plantation; New Hisia plantation at Bayou Luke; and 52 unnamed individuals</i>	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/12/05
Hughes, D.	plantation and unnamed individuals	1849	Tulane University, Citizens Bank Minute Book No. 6: 1849/11/07
<i>Huie, Joshua</i>	16 unnamed individuals	1849-1850	Tulane University, Citizens Bank Minute Book No. 6: 1849/02/13, 1850/02/19
Johnson, Sty.	plantation and unnamed individuals	1837	Tulane University, Citizens Bank Minute Book No. 2: 1837/05/24
Jordan, B.	unnamed individual and Marguerite	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/02/12
Keyes & Roberts	plantation and unnamed individuals	1840	Tulane University, Citizens Bank Minute Book No. 3: 1840/07/02
Kittridge & Knox	19 unnamed individuals	1844	Tulane University, Citizens Bank Minute Book No. 5: 1844/07/08
Landreaux, Honoré	Dorcas and her four children Celia, Moses, Martha and Judah; Ned; George; Terry; Little Archy; Sidney; Davy and his wife Lucinda; Henry; Epps; Joe, Harry; Nathan; Daniel; Ben; Jacob; Dolly; Johanna	1847	Tulane University, Citizens Bank Minute Book No. 6: 1847/02/18
Lapin, P.M.B.	plantation and 35 unnamed individuals	1856	Tulane University, Citizens Bank Minute Book No. 7: 1856/02/15
Le Breton, B. S. M. and Louis	land and 9 unnamed individuals.	1845	Tulane University, Citizens Bank Minute Book No. 5: 1845/11/13
Marim	6 unnamed individuals	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/02/12

Owner	Mortgaged Collateral	Dates	Source
Martin, K. C.	Rhodu and unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 3: 1841/03/29
Nicaud, Michel	Stephen; Henry Guerin; Robert; Samite; Becky; Maria; Suzanne; Eliza; Hanna, Julia; Isabelle; Mary; Congo; Moses; <i>Gani</i> ; Ganett; John Minor; Ferdinand; Sam; Daniel; Denis; Manuel; David; Roll; Jerry Ridan	1845	Tulane University, Citizens Bank Minute Book No. 2: 1838/09/06, 1838/11/08; Citizens Bank Minute Book No. 5: 1845/10/24
O'Deshigy, Mr.	property and 60 unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 4: 1841/06/29
Parker, A.	property and 2 unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 4: 1841/12/24
Paruit, Charles	plantation and unnamed individuals	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/03/14
Peyroux, Aime	Jaik and Marguerite	1845	Tulane University, Citizens Bank Minute Book No. 5: 1845/07/31
Pim, W. M.	the following individuals: Nelson, Philip; Sylvester; Sally and her two unnamed two children	1841	Tulane University, Citizens Bank Minute Book No. 4: 1841/11/29, 1842/04/04
Poincy, D.	Petre; Caroline	1844	Tulane University, Citizens Bank Minute Book No. 1844/07/30
Pontchartrain Rail Road Company	land and 28 unnamed individuals	1843 -1846	Tulane University, Citizens Bank Minute Book No. 5: 1843/02/01, 1843/02/04, 1846/03/26
Poupono, Fifi	land and individual named Marianne	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/03/27
Reggio, Mrs. Augustin	Arthemise; Marie; Clarisse; Martha Hampton; Mary Dorsey; Rosalie	1849	Tulane University, Citizens Bank Minute Book No. 6: 1849/02/13
Riggio, Adolphi, Charles and Eusebe	plantation and unnamed individuals	1845	Tulane University, Citizens Bank Minute Book No. 5: 1845/05/01
Ring, N. D.	plantation and 150 unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 3: 1841/05/27
Robert and Allard	3 unnamed individuals	1835	Tulane University, Citizens Bank Minute Book No. 1 1835/06/09
Sandos, L. P.	Costalina.	1845	Tulane University, Citizens Bank Minute Book No. 5: 1845/01/02
Sandrian, P.	plantation and unnamed individuals	1838	Tulane University, Citizens Bank Minute Book No. 2. 1838/10/22

Owner	Mortgaged Collateral	Dates	Source
Smith, Rev. Ian	two plantations and unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 4: 1842/05/19, 1842/08/11
<i>Soniat, E.</i>	two plantations at Little Bayou Sara and 117 unnamed individuals	1852	Tulane University, Citizens Bank Minute Book No. 7: 1852/01/27
Soniat, Joseph	unnamed individuals	1843	Tulane University, Citizens Bank Minute Book No. 5: 1843/05/17
Story, C.H. G.	20 unnamed individuals	1852	Tulane University, Citizens Bank Minute Book No. 7: 1852/03/23
<i>Sumir, V.</i>	plantation and unnamed individuals	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/07/19
<i>Sundurnn, Arvlin</i>	plantation and unnamed individuals	1837	Tulane University, Citizens Bank Minute Book No. 2: 1837/05/27
<i>Sundurnn, J. W.</i>	plantation and unnamed individuals	1837	Tulane University, Citizens Bank Minute Book No. 2: 1837/05/27
<i>Sundurnn, P</i>	plantation and unnamed individuals	1837	Tulane University, Citizens Bank Minute Book No. 2: 1837/05/27
Supin, P. M.	plantation and unnamed individuals	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/02/12
<i>Supris, Mr.</i>	two plantations and 121 unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 3: 1841/04/26
<i>Suttel, Henry</i>	plantation and unnamed individuals	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/06/27
<i>Suvilan, G. S.</i>	plantation and 16 unnamed individuals at Sicily Island on Bayou Fluron	1837	Tulane University, Citizens Bank Minute Book No. 2: 1837/07/15
Thomas, J. R.	plantation and unnamed individuals	1845	Tulane University, Citizens Bank Minute Book No. 5: 1845/01/18, 1845/03/27
Todd, John	plantation and unnamed individuals	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/05/16
Trémé, Benoit	land and 7 unnamed individuals	1849	Tulane University, Citizens Bank Minute Book No. 6: 1849/06/20
<i>Turing, William and Charles Strong</i>	plantation and unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 4: 1841/11/29

Owner	Mortgaged Collateral	Dates	Source
<i>Vaigar, Honore</i>	9 unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 5. 1842/12/16
Villard, D.	6 unnamed individuals	1846	Tulane University, Citizens Bank Minute Book No. 5. 1846/03/06
Virret, C.	Charles and David	1838	Tulane University, Citizens Bank Minute Book No. 2. 1838/08/10
White & Hughes; L. Barly	plantation and unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 4. 1841/12/11
Whitney, B.	3 unnamed individuals	1847	Tulane University, Citizens Bank Minute Book No. 6. 1847/05/13
Unknown	the following individuals: Leven; Lydia; John; Bob; Bili; Henry; Stephen; Tabby; Fanny; Perry; Clarissa; Isaac; Tom; Philes; Tener; Betsy; Alek; Eddy; Isaac; Moses; Susan; Lavinia; May; Artemis; Rose; April; Martha; Nancy; Adam; Jack; John; Melinda; Henry; Andrew; Letty	1835	
Unknown	William; Azor; Ben; Jim; Cuffy; Isaac; Mary and child; Emily; Fanny; White Allen, Rachel; Abraham; Xavier; Bax; Black Allen; Cornelius; Henry; Maria and her child; Black Fanny; Sally; Matilda; Lymer; Louise; Victor	nd.	Tulane University, Citizens Bank of Louisiana Papers, 1834-1914, Folder 5

Ascension Parish

<i>Blanchard, Joseph</i>	land and the following individuals: Jaquez; Adam; Julien; <i>Jacobe</i> ; <i>Stepehn</i> ; <i>Marc</i> ; Ned; James; Blaise; George; Charles; David; John; Brown; Benjamin; <i>Nicotess</i> ; <i>Henrietta</i> ; Bitsy; Lea; Jane; Sally; <i>Domitille</i> ; Alexandre; <i>Odille</i>	1838	Ascension Parish, Conveyance Book 14, p. 298. 1838/03/08
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Owner	Mortgaged Collateral	Dates	Source
De Lizardi, Manuel Julien	Orange Grove sugar plantation and the following individuals: Isaac; Anthony; Cajah; John Sildard; Louis; John Hayes; Sam; Archy; William; George Lee; Nelson; William Bonaparte; Charles Bath; Henry Johnson; Frank; Bolla; Henry Page; Stephen; Pidmalea Denis; Pierre Louis Morris; Wilson; James; Jack; Dublin; Charles Martin; David; George Benton; Ned; Alfred; David; Peggs; Rod; Tammy; Sally; Nelly; Hilty; Elisa; Letty; Violette, Mary; Rolina; Marguerite; Finny; Elada; Marguerite; Sophie; Sophia Mary; Esther; Edouard; Colla; Caroline; Flora; Mathilda; Aaron; Pauline; Robert, Lucinda, Sally; Nancy; Henry; Isaac; David; Noel; Jolyaie; Isaac; John; Horace, Lindon; Henry; Boyer; Bruce; Sam; John; Henry; Kitty; Isabelle; Henriette; Charlotte; Nat; Louisa; Suzanne; Rachel; Moses; Sally; Charlotte	1844	Tulane University, Citizens Bank Minute Book No. 5: 1844/04/17; Ascension Parish, Mortgage Book 8, p. 115, 1844/04/18
Duffel, Edward	plantation and the following individuals: Casimir, Charles; Elizabeth; Peter; Caleb; Baptiste; Petit Joe; Matt; Elsie; Henry; William; Joe; John; Sam; Nace; Ben; Frank; Tim; Auguste; Jean Louis; Jose; Andre; Evarist; Stephen; Colin; Terrence; Bond; Desieser; Lewis; Jack; Constance; Grand Leonard; Melanie; Sellah, her daughter Sylvie, and Sylvie's daughter Marie; Maria; Jenny; Fanchonnette; Amie; Sally and her son Baptiste; Suzette; Petit Leonaide and her five children Rose, Laurant, Tom, Lucia, and Elsie; Augustine; Louise and her son Edward; Marianne and her five children Elphonse, Augustine, Francis, Lucy, and Fortuna, Marguerite and her child Joe; Sarah; Geneviere; Mary	1834-1869	Tulane University, Citizens Bank Minute Book No. 1: 1834/10/13; Citizens Bank Minute Book No. 2: 1837/05/27; Ascension Parish, Mortgage Book 11, p. 329, 1859/06/22; Ascension Parish, Mortgage Book 12, p. 6, p. 582
Kenner, Duncan F. and George B.	Sinwood Plantation and the following individuals: Daniel; Phill; Jove; <i>Shannon</i> ; Jim; Billy; Stephen; Tom; Branch; Jacob; <i>Lidge</i> ; Jake; Bolla; Alice; Harry; Clark; Davy; Big Davy; John; Dick; Nick; Billy; Sampson; Coffee; Ned; Sandy; Jaques; <i>Nut</i> ; Johnson Dan; Jerry; <i>Narapie</i> ; <i>Cigar</i> ; Jarrad; George; Clinton; <i>Levi</i> ; <i>Johnny</i> ; Bud; Robin; Sam; Tom Dugan; <i>Joisey</i> ; Nancy; Clara; Violet; Nancy; Milly; Viniz; Patty; Lara; Rose; Kitty; Molly; Reb; Eliza; Fanny; Judy; Fanny; Betty; B. Bias; Peggy; Judey; Mary; Marie; Margaret; Lucy; Ethen; Julian; Bob; Dinah; Clarissa; Branch; Celeste; <i>Cigy</i> ; <i>Nick</i> ; Ned; Ben; Pilagee; <i>Sancho</i> ; <i>Milly</i> ; Laly; Bishop; Pigy; Major; Lewis; <i>Zachach</i> ; <i>Lovauth</i> ; Sam; Sally; Tom; <i>Casucire</i> ; Ben; Phil; Sailor; William; Aby	1838-1845	Tulane University, Citizens Bank Minute Book No. 2: 1838/02/24; Ascension Parish, Mortgage Book 6, p. 452, 1838/03/29; Ascension Parish, Mortgage Book 9, p. 141, c. 1845
Keyes, Elizabeth R.	land and the following individuals: Godfrey; Charles; Henry; William; Ben; Phenix; Washington; Henry Jones; Peter; Ambroise; Ben Thompson; Marion; Lizzy; Anna; Blaire; Williams; Len; Bazile; Henry <i>Ling</i> ; Rachel; Cloe; Eliza; Maria	1839	Ascension Parish, Mortgage Book 7, p. 111, 1839/05/24

Owner	Mortgaged Collateral	Dates	Source
Landry, Amadeo	land and the following individuals: Pompe; Pierre; Sambo; Jo; Mathilda Mercedi; Constance and her children Hortense and Eugenie		Tulane University, Citizens Bank Minute Book No. 1: 1834/10/14; Ascension Parish, Mortgage Book 6, p. 214, 1835/12/26
Landry, Celeste	plantation on right bank of the Mississippi and the following individuals: Baptiste; Joe; Nat; Elsi; Henry; Raphael; Francis; William; Joe; Michael; Billy; Old Sam; Brother; John; Andrew; Bill; Frank; Nace; Young Sam, Ben; Frank; Jean; Auguste; <i>illegible</i> ; Baralie; Constance; Melagie; <i>illegible</i> ; Celler; Maria; Malina; Jenny; <i>illegible</i> ; Can; Julie; Leonande; Aimee; Sally; Suzette; Laura; Augustine; Louise; Joan Louise; Susan; Jean Baptiste; Andre; Edward; Flora; Colin; Marianne, Julie; Mark; Helene; Johnson; Liza; Rose; Marguerite	1844	Ascension Parish, Mortgage Book 8, p. 138, 1844/04
Landry, Trasimon and Modeste Brand	land and the following individuals: Pompey; Lubin; Sambo; Pierre; Constance; Hortense; Eugene; Betsey Mercedi; Bouchas; Solomon; George; Ben alias Benjamin; Glacede; Squire; Jean Pierre; Suzanne; David; Tom; Sam; Barnett; Henry; Betta; Paul; Celeste; Jacob Augustine; William alias Funis; Isaac; Wiliam (alias Samdi); Milliy; James; John alias PostNote; Dick ou Juin; Elvira; William; Isaac; Charles; Celestine; Fanny; Benjamin; Caroline alias Mai; Milly; John; Sally and her child George; Fanny and her child Rachel; Sandy; John; Matt; Philippe; William; Dick; Lucinda; Black Maria; Criole Maria; Charlotte; Jenny; Allen; James; John; Benjamin Bin; Milley; Benjamin; William; Stephen; Ben; George; Honore, Gabriel; Dumas; Philippe; Jim; Julien; Harry; Harry; Abraham; Jaques; Hector; Cofas; Magloire; Louis Christophe; Pierre; Ned; Louis; Trasimon Mardi; Dick; Charles; George Jour; Simon Lundi; Basil; Darby; Raquis; Henry Vendredi; John; Nat; Thaddeus; Peter Dimanche; Cambredge; Lank; John Javier; George Semaine; Auguste; Willus; Caulin; Alexis; Silvere; Valentin; Zenon; Cesar; Jacques Night; Sophie; Lucy; Rosalie; Estella; Manon; Fanny; Clemence; Marie; July; Agar; Cynthia; Sally; Elizabeth Betsy; Mathilda; Liah; Rosalie Novembre; Mary Ann; Marie; Jean Baptiste; Lindon; Louise; Celestin; Moguie; Séance; Juillet; Nancy; Alfred; Caroline; Audile; Aurore; Bill; Mars; Jane; Susanne; Charity; Jefferson Hope; Cueline	1838-1855	Tulane University, Citizens Bank Minute Book No. 1: 1835/04/20, 1836/05/30; Citizens Bank Minute Book No. 2: 1838/03/14, 1838/03/26, 1838/11/08, 1838/11/19; Citizens Bank Minute Book No. 5: 1843/01/28; Citizens Bank Minute Book No. 7: 1853/11/22, 1853/12/16, 1855/05/15; Ascension Parish, Mortgage Book 6, p. 211, 1835/12/24, Mortgage Book 7, p. 18, 1838/11/23

Owner	Mortgaged Collateral	Dates	Source
Landry, Trasimon and Modeste Brand	Wyatt plantation and the following individuals: Seville; Phil; Daniel; Ben; Peter; Richard; Abe; Aaron; Isaac; Christoph; Jenny; Fred; Martin; Mark; Moses; Campbell; Peter; Jack; Francois; Dick; Jacob; Mary; Caroline and her child Henry; Ginsey and her child Ore; Chloe; Nina; Nancy; Lucy; Sally and her child Frisly; Amanda; Ellen and her child Bob; Minerva; Henrietta; Sarah; Lucky; Leida; Jane; Mary Luke and her child Orange; Mariah; Mariah; Mariah; Sarah; Minerva; Peggy; Pallas; Ann; Winney; Sally; Martha and her children Mary and Jack; William, Sam; Fanny; Julien; Martin; Nelson; Pelagie; Marguerite; Draureir; Rosalie; Adile; Raphael; Elizabeth; Danielle; Charles; Tobias	1855	Tulane University, Citizens Bank Minute Book No. 7: 1855/05/15, Ascension Parish, Mortgage Book 10, p. 313, 1855/05/03
Landry, Trasimon Modeste Brand	Sugar plantation on left bank of the Mississippi and the following individuals: Nelson; Ezekial; Melville; Taylor and children Bob, Landon, and James; Nelson; Preston Stephenson; Pompey; Potters; Eliza; Loius; Blaize; <i>Macaire</i> ; Joseph; Dick Bently; Harry Hill; Tom Logan; Nathan Bowman; John Biveans; Cyrus; Elick; Gabriel; St. Claire; Alcide; Balin; Joe Baton Rouge; Nancy; Suzanne; Lucy; Peggy; Josephine; Mary; Louis	1850	Ascension Parish, Mortgage Book 9, p. 332, 1850/04/26
LeBlanc, Pharion	land and the following individuals: Celestin; Benjamin; Guillamme; Rosamond; Edward; Antoine; Suzanne; Sophia; Elinor, Carmelita; <i>Emma</i> ; <i>Nicocerine</i>	1838	Ascension Parish, Mortgage Book 6, p. 459, 1838/04/13
Philippon, Henry	Orange Grove plantation and unnamed individuals	1843	Tulane University, Citizens Bank Minute Book No. 5: 1843/02/05
St. Martin, Joseph	Land and the following individuals: Joseph; Bob; Isaac; Levy; Peter; Ackin; Sam; Colas; Augustin; Betsey Dumond; Charlotte; <i>Priscey</i> ; Sally; Petite Sally, Betsy, <i>Lovicsy</i> ; Eliza; George; Jean; Hattieu; Aguste; Lysette; Antoine; Laure; Betsey; Betsey Smith; Charlotte; William; Philippe; Mathilda	1833-1838	Ascension Parish, Mortgage Book 7, p. 512, 1833/06/08; Mortgage Book 6, p. 433, 1838/03

Assumption Parish

Albagnac, Marius; John Billsen and S. G. Philips	land and the following individuals: Bill; Peggy; <i>Barnalby</i> ; <i>Madelaine</i> ; Charity	1838-1852	Assumption Parish, Mortgage Book 1834-41, p. 134, 1838/01/18, Sheriff's Sale Book B, 1841-55, p. 178, 1844/08/03; Conveyance Record 17, p. 448, 1853/02/02; Tulane University, Citizens Bank Minute Book No. 7: 1852/01/06
Barrilleaux, Francois	land and the following individuals: Henry; Jacques; Jean; <i>Michael</i> ; James <i>Argitte</i> ; Jim; <i>Dinah</i> ; Jared; <i>Apoline</i>	1838	Assumption Parish, Mortgage Book 1834-1841, p. 147, 1838/02/05; Tulane University, Citizens Bank Minute Book No. 2: 1839/03/13

Owner	Mortgaged Collateral	Dates	Source
Barrow, Ruffin Robert	the following individuals: Thomas Spencer; Jack Kerry; Robert Will; Aaron; Pauline; Felix; Davis; Honorine; Paul	1846	Assumption Parish, Conveyance Book 11, p. 371, 1846/02/12
Belliam, John	plantation and 4 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
Bertaud Brothers	plantation and unnamed individuals	1854	Tulane University, Citizens Bank Minute Book No. 7: 1854/05/09
Bourgeois, Josephine	land and the following individuals: Fortin; Jim; Hortence; Lucien; Guey	1841	Assumption Parish, Conveyance Book 6, p. 173, 1841/03/17
Boyd, Julien and Robert Martin	land and the following individuals: Thomas; Abraham; Lydia; Pheebe; Big Pheebe; Julie; George; Andre; Tom; Jacques	1838-1842	Assumption Parish, Mortgage Book 1834-41, p. 145, 1838/02/05, Mortgages vol. 10, p. 239, 1842/03/26
Bradford, D.	plantation and 7 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
Charlet, Pierre and Estelle Landry	land and the following individuals: Daniel; Tom; Squire; Jean Baptiste; Rose; Celina, Eliza; Sophie; Marie; Pauline	1834	Assumption Parish, Mortgage Book 1831-1935, p. 217, 1834/09/08
Delano, Jean Baptiste	land and the following individuals: Edmond; Henry, Rose	1839	Assumption Parish, Mortgage Book 1834-1841, p. 229, 1839/01/22
Delavign, John, Harvey North and Clerville Himel	plantation on Bayou Laforuche and the following individuals: William; Jacob; Harrison; Betsy; Mai; Jacob; Arinda Clay and her unnamed child; Harry; Maria Jane; Auguste John; Wilson; Henry; Daniel; Anderson; Terence; Pitman; Charles; Tony; Robert; Reuben; Patsy; Aime; Louisa; Frank; Milton; Jerry; Jessie; Patsy; Jose; Fanny; Henry Smith; Joe Wolsy; Harris; Nelson Beasey; William Anderson; Drury Gordon; Eliza; Basil Pains	1848-1854	Tulane University, Citizens Bank Minute Book No. 6: 1848/05/23, 1848/12/27, 1851/05/20; Citizens Bank Minute Book No. 7: 1853/04/28, 1853/03/21, 1853/03/17, 1854/05/02; Assumption Parish, Mortgage Book 11B, p. 150, 1848/06/13; Mortgage Book 12A, p. 649, 1854/11/06
Feto, Amedee	land and 25 unnamed individuals	1856	Tulane University, Citizens Bank Minute Book No. 8, 1856/06/06
Foley, Arthur M.	land and the following individuals: William; Jerry; Henry; illegible; Polly; Amelie; illegible; Rachel; Oscar; Clay; Leonre; Lindor	1838	Assumption Parish, Mortgages 1834-1841, p. 138, 1838/08/10
Gauthereaux, Richard	plantation and the following individuals: Dick; Joe Poms; Ben Davis; Jordan Bassett; Preston Turner; Harriet Turner; William; Wyatt Hason; Starling; Alick Dickinson; Silva	1847-1848	Tulane University, Citizens Bank Minute Book No. 6: 1847/01/07; Assumption Parish, Mortgage Book 11B, p. 119, 1848/04/01; p. 122, 1848/04/08
Guillot, Jean Baptiste	land and the following individuals: Jean Louis; Jim; Peter; John; Helouise; Clementine; Gedeon	1838	Assumption Parish, Mortgage Book 1834-41, p. 157, 1838/02/09

Owner	Mortgaged Collateral	Dates	Source
Isourd, Antoine	land and the following individuals: Dick; Bob; Catherine; Marie; Lucie	1838	Assumption Parish, Mortgage Book 1834-41, p. 162, 1838/02/20
Jordan, Francois and Elodie Tete	plantation and the following individuals: Henry; Jacob; Abraham; George; Moses	1853	Assumption Parish, Mortgage Book 12, p. 413, 1853/04/26
Kittredge, Ebenezer E. and Martha	plantation and the following individuals: Jesse Harris; Aaron; Anthony; Frederick; Ned; Joe; Tom; Ben; John; Adam; Aleck; Charles; Charley; <i>Metit</i> ; Elisha; Julianne; Julie; Lyn; Peggy; Patty; Betty; Flora, Laurette; Linney; Marcelite; Harriet; Fanny; Alva; Jenny; Ninny; Silva; Leanna; Daniel	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/07/22; Assumption Parish, Mortgages 1831-1835, p. 238, 1834/10/10
Knox, Charles	land and the following individuals: Harry; Hanna; Oscar; Abby; Eliza; <i>Guay</i> ; Hanna; Julia Ann, Sophia; King; William; Charles; Jeremiah; James; Joseph	1835	Assumption Parish, Mortgage Book 1834-41, p. 140, 1835/02/05
Lalande, Joseph and Augustine	plantation and the following individuals: Thomas; Mingo; Peter; Anthony; George; Ursule; Josephine; Betsy	1834	Assumption Parish, Mortgages 1831-1835, p. 227, 1834/09/24
Landreaux, Pierre and Ursin	land and the following individuals: Brister; Lamon; Lucien; Ned; Ben; July; Alexandre; Pompe; Charles; Yorick; Janvier; Joe; B. James; Celestine; Henry; Avril; B. Simon; Mingo; Andre; Toussaint; Lewis; B. Simon; Dick; Peter; John; Ralph; Gilbert; B. James; Davy; Rhody; Diana; Marguerite; B. Suzanna; Lydia; Mary Ann; Patsy; Euphrosine; Agga; Polly; Adelaide; Eliza; Celeste; Becky; L. Swan; B. Letty; Jenny; Lellany; Bellary; Sylvia; Catherine; L. Letty; William; Leandre; Tom; Cyrille; Jacob; Winny; Magdeleine; Jessey; Handfield; Carimir; Emile; Arthemise; Thomas; Pascal; Clemence; Kitty; Mars; Barile; Justine, Aime; Vanny; Susanne; Simon; Rosalie; William; Henriette; Auguste; Rody; Louis; Davis; Martiner; Celertin; Samon; Little Jim; Millien; Munck; Celeste; Polly; Maria; Dina; Big Mary; Little Mary; Big Suzanne; Lacy; James; Cebon; Nancy; Tepy; Body Little; Amelie; Maxemillian; Josephine; Bazile; Handsel; Geno; Casener; Emilee; Auguste; Charlie; Bavin; Archie; Gibon; Taron	1834-1844	Tulane University, Citizens Bank Minute Book No. 1: 1834/07/22, Minute Book No. 2: 1838/12/06, Assumption Parish, Mortgage Book 1834-41, p. 28, 1835/11/24; p. 77, 1837/01/03, p. 106, 1837/06/01; Conveyance Book 22, p. 727, 1844/03/01
Landry, Joseph	the following individuals: Seveille; Clarisse	1837-1839	Assumption Parish, Mortgages 1835-1841, p. 177, 1837/05/10, p. 277, 1839/12/02
Landry, Mrs. Marguerite	land and the following individuals: Auguste; <i>Louis</i> ; Lewis; Francois; Philippe; Leon; Etienne; <i>Tato</i> ; Jacques; Antoine; Theodore; Celeste; <i>Phany</i> ; <i>Pit</i> ; Clarisse; Delphine	1835-1838	Tulane University, Citizens Bank Minute Book No. 1: 1835/05/11, Citizens Bank Minute Book No. 2: 1838/01/1; Assumption Parish, Mortgage Book 10, p. 239, 1837/08/10
Lesage, Pierre Martin and Robert Campbell	plantation and the following individuals: Thomas; Andre; Tom; Gacques; Abraham; Julia; Phebe; Phebe; Georges; and unnamed individuals	1837-1842	Assumption Parish, Mortgage Book 10, p. 239, 1837/08/10; Mortgage Book 10, p. 69, 1842/03/26

Owner	Mortgaged Collateral	Dates	Source
Marquette, Montequé	the following individual: Samuel	1836	Assumption Parish, Mortgage Book 1834-41, p. 68, 1836/12/09
Martin, Joseph	land and the following individuals: Georges Lot; Joseph Monnot; William; Washington; Moses; Petit James; Newton; Sandy; Clementine; Rachel; Louise; Estelle; Joseph; Ben; Washely; Adam; John Cadieu; Tom White; Philip; Grand Tom; Augustine; James; Tucker; Salatin; Cain; Bellow; Lindor; Cajinir; Cesar; Emanuel; Meuttie; Jaiques, Prosper; Jean Lou; John Ameire; Sephuer; Sylvain; Celestin; Grosse Sulley; Petite Sulley; V. Betsy; S. Betsy; Melinda; Henriette; Grosse Rosette, Rosette, Betty; Charlotte; Lucy; Eliza; Susanne; Chetin; Celina; Nancy; Sarah; Petite Sarah; Elvira; Azelie; Sylvestre; Tom; Charlotte Poucette; Leon; Charles; Sophie; Marianne; Eugenie	1834-1844	Tulane University, Citizens Bank Minute Book No. 1: 1834/08/29; Assumption Parish, Mortgage Book 1831-1835, p. 228, 1834/11/16, p. 230, 1834/11/17; p. 236, 1834/10/04; p. 237, 1834/10/04; Mortgage Book 10A, p. 320, 1844/06/22
Mollere, Raphael and Clarisse	land and the following individuals: Coco; Parisien; Caroline; <i>Euphrosine</i>	1838	Assumption Parish, Mortgage Book 1834-1841, p. 169, 1838/05/22
Monginot, Louis	land and the following individuals: Ned; Ben; Cadio; Louis; Adam; Abraham; Henriette; unnamed individual	1838	Assumption Parish, Mortgage Book 1834-41, p. 178, 1838/04/30
Monnet, Charles	land and the following individuals: <i>Pithion</i> ; Pierrot, Ursue; Nancy; <i>Aphroisine</i> ; Victoire; Adeline; Justine; Thomas; <i>Leonide</i> ; <i>Ursin</i> ; Lucy	1838-1841	Tulane University, Citizens Bank Minute Book No. 3: 1841/03/11, 1841/04/22; Assumption Parish, Mortgage Book 1834-41, p. 150, 1838/02/05
Phillips, George W. and Sarah Rhea	plantation and 15 unnamed individuals	1837	Assumption Parish, Mortgage 11B, p. 119, 1848/04/01
Phillips, W. P.	land and the following individuals: Bill Owen; <i>Isaac</i> ; Gaston; Solomon; Dick; Joseph; Smith; Helina; Polly; Marie; unnamed individuals; Bud; <i>Kevin</i> ; Milley; Mary; Tiny; Tom; <i>Eduard</i> ; <i>Adelina</i> ; Liz	1836-1837	Assumption Parish, Mortgage Book 1834-41, p. 117, 1837/08 ca.
Pichot, A. W.	land and unnamed individuals	1846	Tulane University, Citizens Bank Minute Book No. 5: 1846/01/29
Pugh, Thomas	land and the following individuals: Charles; Jacob; Bob; Lewis; Isaac; Ned; Willis; Louis Brag; Dick; Rachel; Daphne; Peggy; Julia; Martha; Prudence; Violet; Maria; Mina; Sally; Patsy; Polly; Sampson; Neptune Reuben; Betsy	1838	Assumption Parish, Mortgage Book 1834-1841, p. 201, 1838/10/26
Pugh, William W.	the following individuals: Ben; Britler; Laray; Pompey; Randal; <i>Salera</i> ; Penny; <i>Lesina</i> ; Esther; Caroline, Martha; Antoinette	1836	Assumption Parish, Mortgage Book 1834-1841, p. 70, 1836/12/12; Tulane University, Citizens Bank Minute Book No. 1: 1836/06/15
Sewall, Mrs. Maria Laura	Appy; Eliza; Marguerite	1842	Assumption Parish, Conveyance Record 6, p. 307, 1842/03/04

Owner	Mortgaged Collateral	Dates	Source
Sparks, N.	unnamed individuals	1835	Tulane University, Citizens Bank Minute Book No. 1: 1835/04/20
Templet, Florentin	land and the following individuals: Jacob; Ned; Arthemise; Louise; <i>Silvany</i> ; Constance; Ursule; <i>Azema</i>		Assumption Parish, Mortgage Book 1834-1841, p. 138, 1838/01/30
Tete, Auguste	plantation and the following individuals: James; Fulton; Phillip; Pridy; Francois; Robert; Baptiste; Marcilene; Anna ; Genevieve; Marie; Betsey; Jane; Milly; Sam; Jack; James; Solomon; Phillip; Polly; Jim Hazard; Julian; Jenny; Winsor Williams; Mary Ann Greeves ; Maria; Babes; Sarah; Diana ; Ephraim; Edmond; Patrick; Henry; Moses; Carson; Jacob; Abraham; George; Honorine; Suzette; Affi; Moses; Anais; Henry Bett; Jim Newson; Elizabeth; Eveline; Alfred Myer; <i>Omson</i>	1843 - 1853	Tulane University, M-1847, Citizens Bank Mortgage Book, Citizens Bank Minute Book No. 7. 1853/03/31; Assumption Parish; Sheriff's Sale Book B, p. 428, 1835/04/08; p. 432, 1841/07/28; p. 435, 1843/09/18; Mortgage Book 10, p. 239, 1843/09/18; Mortgage Book 12, p. 414, 1853/04/26
Tete, Francois and Anne	plantation and the following individuals: William Carpenter; Henry; Jerry; Justin; Raphael; John; Jack; Lewis; Charles; Henry; Barber; Alfred; Agnes; Maria; Louisa; Adele; Henriette; Emiline; Mary; Ann; Elizabeth; Samantha; Melite; Octave; Eugene; Camilia	1856	Assumption Parish, Mortgages vol. 13, p. 224, 1856/06/12
Timmerville, C. T.	plantation and unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 4. 1842/03/23
Tournillon, Julien	land and the following individuals: Francois; George; Henry; Moulard; Hypolite; Thom; Boatswain; Joseph; John Brown; Cyrus; Ellick; Kitt; Hector; Little Cyrus; Alphonse; Will; Ned Blacksmith; Ebby Cooper; Altimore; Moise; Big Joe; Leonard; Maria; <i>Poza</i> ; Aimmee; Phillis; Jenny; Delphine; Celestine; Celie; Priscilla; Charlotte; Madelaine; Nancy; Marie; Elsy; Betsy; Little Celie; Helene; Carmelite; Jean Baptiste; Adam; Henriette; Marie Jeane; William; Jean Pierre; Louis; Marinette; Catherine; Paul; Clarisse	1835	Tulane University, , Citizens Bank of Louisiana Papers, 1834-1914 Folder 1: 1835/02/01, Assumption Parish, Mortgage Book 10A, p. 355, 1835/01/08; Tulane University, Citizens Bank Minute Book No. 1: 1835/04/03
Tournillon, S. F.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/07/22
Trowbridge, William; Pierre Bourg	land and the following individuals: Lucie; Rosalie and her two children Adam and Eve	1838-1853	Assumption Parish, Mortgage Book 1834-1841, p. 170, 1838/03/09, Tulane University, Citizens Bank Minute Book No. 7. 1853/05/26
Verret, Carville	the following individuals: Collin; Sam; Davis; Melinda; Caroline	1834-1836	Tulane University, Citizens Bank Minute Book No. 1: 1834/10/20, 1836/03/17; Assumption Parish, Mortgage Book 1831-1835, p. 256, 1835/03/20

Owner	Mortgaged Collateral	Dates	Source
Wilson, James	plantation on Bayou Laforche and the following individuals: Joe; Mary; Elias; Rosanna; Huston; Heriet Johnson; William Byerstes; Alfred Vass; Nat	1851	Tulane University, Citizens Bank Minute Book No. 6: 1851/01/07, 1851/03/26; Assumption Parish, Mortgage Book 12, p. 69, 1851/04/28, 1851/03/28

Avoyelles Parish

Griffin, William	plantation and unnamed individuals	1858	Tulane University, Citizens Bank Minute Book No. 8: 1858/05/24
Grimball, Robert A.	land and the following individuals: John; Jack; Charles; Daniel; Kelly; Lewis; Writ; David; Alfred; Franke; Peggy; Judy; Maria; Sarah; Jinny; Caroline; Amanda; Mary; Lena; Randon; Bill; Hannah; Julia; Betsy	1849	Avoyelles Parish, Conveyance Book U, p. 428, 1849/08/02
Keary, A. M.	the following individuals: Henry, Patrick; HH; Mary and her child Lorenzo; Tommy; Isaac; Allen; Solomon; Joe; Al; William; Andrew; Tom Carpenter; Sam; Frank; Jim; Palmer; Frank; Tom; Joe; Joe Bradford; Dan Masslink; Jason; Sam Eug.; Amanda; Ephram; Lucy; Nelly; Addy; Mintz; Francis; Betsy; Sarah; Magret; Catherine; Nancy; Ellen; Louisa; Nancy; Julia; Georgia; Peter; Judy; Lucy Garrett; Mathilda; Charlotte; Sarah Jane; Lea; Martha; Celeste Bradford; Eliza; Mahala; Mary Ann Bradford; Nancy; Jack; Dennis; Charlotte; Harriet; Margeret; Jenny; Katy; <i>illegible</i> ; Noah; Betsy King; Sarah; <i>illegible</i> ; Lolo Cooper; Lucy Bradford; Lucy Ned; Caroline; Martha; George Wallis; Fort; Hugh; Dick; Jack; Frisby; Ju; Lye; Jessy; Bryant; Stephen, Paul; Henry; George; Martin, Calvia; Robert; Maddison; Richmond; Jim Bradford; Charles; Jim W; Martha; Letty; Malinda; Eric; Celeste; Patsy; Matilda; Mary Spoff; Fanny; Amelia; Susan; Augusta; Louisa; Bradly; Mary Willis; Aggy; Peggy; Betsy Marshall and her child; Milly; Easter; Rody; Isaac; Mary Davinport; Anna; Cindy; Amy; Bella; Amy Little; Ben; Toby; Lucinda	1850	Tulane University, Citizens Bank of Louisiana Papers, 1834-1914, Folder 3, 1850/04/15
Moore, John	land and the following individuals: George; George; Sam, Nancy; Rose and her three children Bob, Caroline, and Mary Ann; Therisa	1838	Avoyelles Parish, Conveyance Book N, p. 175, 1838/03/20, St. Landry Parish, Conveyance Book IJ-1, p. 207, 1838/04/09

Bienville Parish

Ambrose, James	the following individuals: Rina and her son Jefferson	1849	Bienville Parish, Mortgage Book 1849-1855, p. 3, 1849/08/08
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Owner	Mortgaged Collateral	Dates	Source
Bissell and Schlater	plantation and 56 unnamed individuals	1853	Tulane University, Citizens Bank Minute Book No. 7: 1853/02/24
<u>Caldwell Parish</u>			
Hyams, Henry M.	<i>Esserance</i> Plantation and the following individuals: Charles; Sarah; Catherine, Mary Ann; Little Charles; Sancho; Lucy; Moses; Marion; Toby; Bitsy; Clarissa; Phillis; Little Sancho; Richard.; Gabriel; <i>Nab</i> ; Anne; Isaac; <i>Lorenzo</i> ; Abram; Amanda; Llyod; Eliza.; Elsey; Old Grace; <i>D Williams</i> ; Jefferson; Elizabeth; unnamed infant; Fanny; Minerva; Jessie; Suckey; Edward; Jacob; <i>Harry</i> ; unnamed infant, Alfred; Jenny; Little Jesse; Nelly; <i>Dovoght</i> ; Clarisa; Cynthia; <i>Golden</i> ; Louisa; Franklin; Magaret; Celia; <i>Mahala</i> ; Maria; Rivers; Randall; <i>Trissy</i> ; Manuel; Maria; Betty; Thomas; Harriet; Essex; Elvira; Martin; Little Bill; Edwin; Sam Wallace	1858	Caldwell Parish, Mortgage Book C, 1858/04/26; Tulane University, Citizens Bank Minute Book No. 8: 1857/10/05
<u>Claiborne Parish</u>			
Ambrose, James	farm and 2 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
Bassett, R.	land and 4 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
<u>Concordia Parish</u>			
<i>James, illegible</i> and John Norment	plantation and 12 unnamed individuals	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/03/10

Owner	Mortgaged Collateral	Dates	Source
Lapice, Peter M. and Joseph	plantation and the following individuals: Allain; <i>Cumbacy</i> ; Sophy; Anderson; John; Solomon; Charlotte; Robert; Kitty; <i>Pin Barkell</i> ; <i>Jenia</i> ; Maria; Carlotta; Arthur; Marie; <i>Daniel</i> ; Jim; Malvina; Wyatt; Betsy Thompson; Ellen; George; <i>Dania</i> ; Zelia; Zick; Big Zack; <i>Dianah</i> ; Big Leny; Marie Keating; Keating; George; <i>Kentucky Bum</i> ; Leticia; Billy Barrett; Rachel; Reuben; Ellick; Mathilda; Henderson; Jim Darcus; Judy; William; Phobe; William; Milly; Walter; Leny; Eliza Scott; Nancy; Sarah; Henry; Mathilda; Juis; Louisa Harding; Othello; Old Sandy; Harriett; Big Sandy; Peter; Dick; Patrick; Caroline; Richardson; Willia; Isaac; Robin; Dally; Hannah; Onia; Aaron; Old London; Anna; Jim Rivers; Cesar Bosman	1839	Concordia Parish, Mortgage Book J-K, p. 222, 1839/03/25
Lapice, Peter M.	plantation and the following individuals: David; Big Tom; Big Peter; Lewis; Bob; Black Tom; Richmond; William; John Boots; Morgan; Roberts; York; Black Gin; Jordan; Big Joe; Little Joe; Long Joe; Jack Nelson; Anthony; Homochito; Dick; Joe; Little Tom; Levy; Gin Patt; Old George; Henry Chapman; John Page; Little Peter; Leonard; Leonard; Phil; Horace; Big Ned; Linian; Willis; Big Gen; Moses; Nathan; Little George; Big Peter; Old Ben; Washington; Henry; Anthony; Wiliam; Sophia; Little Eliza; Little Betsy; Dorcas; Minerva; Lucy; Little Cornelia; Yellow Betsy; Bathsheba; Long Dorcas; Big Peggy; Little Peggy; Betsy; Mary; Nelly; Little Else; Luckey; Kitty; Harriett; Old Else; Diana; Suzan; Nina; Kitty; Ann Beckey; Beckey; Melly; Ann; Henny; Little Anna; Old Lisha; Melly; Pegay; Hannah; Ann; Caroline; Maria; Maria Betsey; Paga; Sarah; Vina; Stephen; Gim; Jackson; George; Nathan; Henry; Little Stephen; Ned; Tom; Yellow Dick; Pleasant; Aaron; Moses; Lewis; Little Isaac; Moses; Andrew; Bill; Randall; Edmond; Bob; Violette; Hetty; Henny; Venus; Liza; Liza Morris; Linia; Pegay; Juliana; Delila; Polly; Cynthei; Cinthy; Sophy; <i>Vina</i> ; Isabelle; Francis; Mary; Maria; Emeline; Emily; Rosana; Mary Jane; Little Amy;	1841	Concordia Parish, Mortgage Book L, p. 207, 1841/05/14

Owner	Mortgaged Collateral	Dates	Source
Little, Peter	plantation and the following individuals: Ambrose; Dabney; Tobe; John Winston; Lewis; Frank; Eliza; Lucy; Ailsey; Maria; Cloe; Ann; Gabe; Richard and his wife Harriet; Albert; Thomas; Cynthia; Charlez. Abraham, his wife Eliza, and her children Denis and Fortrim; Thomas and his wife Cynthia; John Vincent and his wife Ginnia; William and his wife Charlotte; her child William; Frank; his wife Cloe; and their five children Celiste; Elizabeth; Esther; Richard; Alexander; John Davis; Nelly and her three children Eliza, Daina, and Sophia; Ben; Laura; Bob; Ese; Peter; Abby; Canda; Dabney, his wife Ann, and her unnamed infant; Burrill, his wife Harriet, and her four children William, <i>Harrena</i> , Randall, Emeline, and Alfred; Emanuel; George Miley; Wiley; John; Hanson; Henry; Milton; Rose; Hetta; Louisa; May	1838-1859	Tulane University, Citizens Bank Minute Book No. 6: 1847/01/11; Concordia Parish, Mortgage Book J-K, p. 39, 1838/02/05; Mortgage Book J-K, p. 118, 1838/07/13; Mortgage Book M, p. 282, 1848/06/19; Mortgage Book N, 1859/03/18
Miller, David P.	plantation and the following individuals: Sem; Phil; George; Nick; Hyatt; Gui; Henry; Lewis; Moses, Edmund; Jane; Sarah; America; Angeline; Mary; Ellen; Polly; Adeline; Julia; Henry	1838	Concordia Parish, Mortgage Book J-K, p. 37, 1838/02/05; Mortgage Book J-K, p. 53, 1838/02/22
Routh, Stephen M.	plantation and the following individuals: Amos; Sam; Jim; John N.; Mosez Mazea; Wesley; George S.; George Bazea; Harry B.; Sam B.; Nick; Hezekiah; Moses B.; Isaac; York; Bill Brown; John S.; Harry; Wilson; David; Henry C.; Perry; <i>Oarrett</i> ; Peter; Henry S.; Richard; Stephen Boots; Julius; Ralph Bird; Ralph; Gilbert; Robert; Jim Taylor; Stephen Taylor; Catherine; Agniz; Violet; Elizabeth; Betty; Betsy; Betsey McKil; Mary Scott; <i>Airy</i> ; Charlotte; <i>Feriby</i> ; Ann; Lear; <i>Alviyra</i> ; Fanny; Fanny B.; Lucy; Lilly; Rachel; Agnis; Eliza; Susan; Matilda; Mary; Lucy; Elvira; Mary; Henry; Canadis; Hannah; Maria; Harriet, Cynthia Ann	1838	Concordia Parish, Mortgage Book J-K, p. 463, 1838/05/06
Williams, Austin	plantation and the following individuals: Phil; Peggy; John; Fanny; Hannah; Sarah; Henry; Lavinia; Nelly; Lane; Manuel; William; May Johnson; Daniel; Dick; Cynthia; Virginia; Stephen; Julia; Ned; Julian; Caleb; Harriet; Letty; Nathan; Leah; Amanda; Hannah Jane; Martin; Big Maria; Susan; Mason; Maria Feany; Divee; Emmeline; Pleasant; Mary; Isaac; Frank; Frank; Emily; Marey Jones; Nancy; Tippoah; George; Catherine; George; Eliza; Fanny; Yellow Caroline; Grace; Joshua; Lee; Polly; Bill; Little Maria; Levi; Yellow Leah; Harry; Louisa; Rebb; Polivia; Samson; Jim; Hannah; Jourdan; Simon; Jena; Sim; Moses; Coffey; Olean; Rachael; Lucinda; Kitty; Harry; Leah; Peggy; Ellick; Nelly Knox; Big Caroline; Mary Tucker; Mary Prince; Washington; Upsher; Martha; Robert; Margaret; Levi; Richard; Henry; Orange; Milly; Lewis, Jim Mitchell; William	1838	Concordia Parish, Mortgage Book J-K, p. 50, 1838/02/20; Tulane University, Citizens Bank Minute Book No. 2: 1838/12/13

Owner	Mortgaged Collateral	Dates	Source
<u>East Baton Rouge Parish</u>			
Alexander, Joshua	land and the following individuals: Jack; Stephen; Dick; Chester, Jupiter; Charles; Maria; Rachel; Sophia; Lucy	1837-1848	Tulane University, M-1847, Citizens Bank Mortgage Book; Citizens Bank Minute Book No. 6: 1848/09/26 East Baton Rouge Parish, Mortgage Book J, p. 433, 1837/12/26; Mortgage Book K, p. 49, 1838/12/26
Allain, Sosthene	cotton plantation and the following individuals: Alfred; Andre Big; Laquer; John; Peter Bayon; Tony; <i>Cathani</i> ; Narcesse; Small Pelia; Louis; Paul; Joseph; Martin; John; Long Davey; Tony; Lucy; Big Lenon; Small Tony; Julie; Melende; Poley; <i>Indich</i> ; Cocola; Maynette; Jenny and her two unnamed children; <i>Polieape</i> ; Celestin; Pierre; Jean; Carmel; Moses; Louise; Celestine; Melite; Celame	1838	Tulane University, Citizens Bank Minute Book No. 1: 1838/05/21, East Baton Rouge Parish, Mortgage Book J, p. 502, 1838/06/06
Beal, Robert	the following individuals: Hurvy; Bradford	1855	East Baton Rouge Parish, Mortgage Book E, p. 278, 1855/07/14
Davis, <i>Illegible</i> ; Sharp Mathews	the following individuals: Baptiste and his wife Eliza; Nathan; Julia; Rosalie; Chisey; Beu and his wife Rachel; Winy; Silvey; Horace and his wife Maria; Ellen; Nanny; Arrange; Giur	c. 1850-1860	East Baton Rouge Parish, Mortgage Book F, p. 145; Tulane University, Citizens Bank Minute Book No. 8: 1860/05/10
Duer, Robert	plantation and the following individuals: Wyatt; John; Olive and her unnamed child	1838	East Baton Rouge Parish, Mortgage Book J, p. 450, 1838/01/22
Dunbar, John and Kendall	plantation and the following individuals: John; Phil, Thomas; Truman; Sam; Celia; Nancy; Dailey; Dulley; Warren; Jimmy; Louisa; Moses; David; William; Emily; Miles; Dalia	1838-1845	East Baton Rouge Parish, Mortgage Book J, p. 381, 1838/08/01, Mortgage Book K, p. 11, 1845/05/31
Duplatier, Alberic	land and the following individuals: Louis; Bob; Jack	1837	East Baton Rouge Parish, Mortgage Book J, p. 407, 1837/10/09; Tulane University, Citizens Bank Minute Book No. 2: 1837/05/10
Elder, C.	plantation and 14 unnamed individuals	1860	Tulane University, Citizens Bank Minute Book No. 8: 1860/05/28, 1860/11/19
Lilley, Thomas	land and the following individuals. John; Thomas	1845	East Baton Rouge Parish, Mortgage Book K, p. 30, 1845
McCalah, James	planation and the following individuals: John; Thomas; Sam; Celia; Nancy; David; Warren; Jenny; Emma; Moses; David; William; Emily; Miles; Dalia	Dalia; 1845	East Baton Rouge Parish, Mortgage Book K, p. 453, 1845/05/01

Owner	Mortgaged Collateral	Dates	Source
McCauley, L .P.	plantation and the following individuals: Ruben; London; Ben; Peter; Sam; Toby; Joe; Anderson; Henry; Alfred; Isaac; John; William; Ruffin; James; Lewis; Oscar; Hannah; Lucy; Patsy; Sarah; Ann; Adaline; Pauline and her child Eliza; Pelly; Peggy; Delia; Ann; Esther	1858-1859	East Baton Rouge Parish, Mortgage Book R, p. 55, 1858/12/14, p. 156, 1859/03/04
Posey, Carnot	plantation and the following individuals: William, Carter; Martha; Bill; <i>illegible</i> ; Rose; Susan	1851	East Baton Rouge Parish, Mortgage Book C, p. 87, 1851/02/17; Tulane University, Citizens Bank Minute Book No. 6. 1851/02/11
Scudder, J. B.	plantation and 14 unnamed individuals	1850	Tulane University, Citizens Bank Minute Book No. 6: 1850/04/24
Vail, Samuel	plantation and 28 unnamed individuals	1837	East Baton Rouge Parish, Mortgage Book F, p. 145, 1837/07/26

East Carroll Parish

Dogherty, George	plantation and unnamed individuals	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/06/21
Flynn, H. S.	plantation and 9 unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 3. 1841/05/27; Citizens Bank of Louisiana Papers, 1834-1914, Folder 4
Goza, Aaron and Joseph H. Moore	the following individuals: Emanuel; Jackson; Bill; Plummer; Brid; Pompey; Harry; Rebecca; Andrew; Amy; Charlotte; Johnson; Wiley; Charles; Matilda; Delia; Mary; Leah; an unnamed child; Fanny; Mina; Mahala; Jane; Nelly; Lenah; Mary and her unnamed child; Betsy; Alcinda; Lotty; Ann; Margaret	1840-1859	East Carroll Parish, Mortgage Book B, p. 95, 1840/05/08; Mortgage Book B, p. 330, 1842/04/18; Mortgage Book C, p. 228, 1859/03/07; Tulane University, Citizens Bank Minute Book No. 3: 1841/05/27; Minute Book No. 6: 1850/01/07
Kerr, James D.	11 unnamed individuals	1843	East Carroll Parish, Mortgage Book C, p. 53, 1843/11/09
Lawson, Thomas	land and the following individuals: John; Warick; Isaac; Edmond	1838	East Baton Rouge Parish, Mortgage Book K, p. 5, 1838/07/11
Maher, Philip; William S. Parham; Thomas FitzWilliams	the following individuals: Abraham; Ned; Simon; Henry; Charles; Ben; Claiborne; Eaton; Ben; David; Hannah and her 3 unnamed children; Cecile; Eliza; Nina; Charlotte; Nancy; Little Ned; George; Jack; Frederick; William; Celia; Harriet; and Sevilla	1838-1856	East Carroll Parish, Mortgage Book A, p. 507, 1838/04/25; Mortgage Book B, p. 1, 1838/10/20; Tulane University, Citizens Bank Minute Book No. 7: 1856/02/08

Owner	Mortgaged Collateral	Dates	Source
Morancy, Honore Perigny	the following individuals: Sam; Ben; Bill Johnson; Washington (alias Lloyd); Wesley; David; John; John Benson; John; Perry; Will; Dick; George Middleton; George; Peter; Chatham; Adam; Mark; Kell; Ambrose; Warren; Henry; Stephen; Prince; Stephen; Gilbert; Henry; <i>Maria</i> ; Maria and her child Delphine; Jane and her child Thornton; Hannah; Betsey; Irene; Mary; Lucy; Nancy and her child Nancy; Matilda; Charlotte; Maria; Jane; Milly; Mina; Letty; Evelina and her child Henry; Nancy; Temperance and her child Maryanne; Jim; Lizy; Caroline; Julyann; Washington; Sam; and Phoebe	1837-1838	East Carroll Parish, Mortgage Book A, p. 529, 1838/08/06; Tulane University, Citizens Bank Minute Book No. 2: 1837/05/20
Pool, Robert	unnamed individuals	1847	Tulane University, Citizens Bank Minute Book No. 6: 1847/02/04
Prescott, James B.	the following individuals: Nace; Ben; Willis; James Munroe; Mary; Esther; Nelson; Aley; Harriet; Peter; and Allen	1838	East Carroll Parish, Mortgage Book A, p. 490, 1838/03/31
Sellers, Mathew Bacon	the following individuals: Solomon; William; Andrew; Ned; Ben; Peter; Elijah; John; Mat; Brister; Jack; Priscilla; Crawford; Kizy; Maria; Mary; Dorinda; Sarah; Elijah; Milly; Else; Alice; Ann; Sophia; Matilda; Ellen; Maria; Obi; Floyd; Nancy; Lucretia; Henry; Caroline; George; Martha; Matilda Jane; Lucille; Minerva	1837	East Carroll Parish, Mortgage Book A, p. 414, 1837/07/15
Yarborough, Stephen	39 unnamed individuals	1838-1839	Tulane University, Kuntz Collection, No. 600, 1838/02/12; Citizens Bank Minute Book No. 2: 1839/03/25

East Feliciana Parish

Booker, James	land and the following individuals: Willis; Anne; Phebe; Emeline; Ellen; Wesley; Will; Joe; Mark	1837	East Feliciana Parish, Mortgage Book E, p. 198, 1837/11/02
Bowman, Matthew	land and the following individuals: Philip; Willis; Milo; Thomas; John	1837-1858	East Feliciana Parish, Mortgage Book E, p. 223, 1837/10/12; Tulane University, Minute Book No. 8:1858/04/15
Bradford, Harrison	land and the following individuals: Simon; Sady	1837	East Feliciana Parish, Mortgage Book E, p. 211, 1837/09/29
Bradford, Leonard	land and the following individuals: Peter; Archy; Joe; Isaac; Simon	1838	East Feliciana Parish, Mortgage Book E, p. 187, 1838/01/15

Owner	Mortgaged Collateral	Dates	Source
Carter, Albert G.	land and the following individuals: Harry; <i>Tom</i> ; Abraham; Mariah; Flora; Cati; Joe	1838	East Feliciana Parish, Mortgage Book E, p. 183, 1838/01/15
Carter, Howard	land and the following individuals: Cesar and his wife Jane; Henry; Starks; Cesar; Franklin; Polly Ann; Mary Ann; Abram	no date	East Feliciana Parish, Mortgage Book E, p. 554
Cocks, John J.	land and the following individuals: Susan and her child William; Celia	1838	East Feliciana Parish, Mortgage Book E, p. 310, 1838/05/05
Conner, James R.	land and the following individuals: John; Harriet; Isaac, Edmund	1838	East Feliciana Parish, Mortgage Book E, p. 374, 1838/06/11
DeLee, John L.	13 unnamed individuals	1853	East Feliciana Parish, Mortgage Book E, p. 544, 1853/01/13
Delie, John L.	land and the following individuals: Nat; Dick; <i>Minda</i> ; Mary; Eliza; Moses; Peter	1838	East Feliciana Parish, Mortgage Book E, p. 243, 1838/01/22
Dougherty, George	land and the following individuals: Henry; Maria and her son Gibson; <i>Cady</i>	1838	East Feliciana Parish, Mortgage Book G, p. 194, 1838/10/02
Flynn, John C.	land and the following individuals: Joe; Ben; Isaac; Dick; Jack; Vinny; Mary	1837	East Feliciana Parish, Mortgage Book E, p. 168, 1837/10/14
Gou, Ellis	land and the following individuals: Louis; Milly; <i>River</i> ; Mahala; Robert; Anny; Nathan	1837	East Feliciana Parish, Mortgage Book E, p. 250, 1837/12/14
Holmez, James	land and the following individuals: Limaz; Goin; Winny.	1838	East Feliciana Parish, Mortgage Book E, p. 353, 1838/05/17
Lee, Samuel	land and the following individuals: George; Charles; Joe; May; John; Ralph; James; <i>Malinora</i> ; Violet; Milly; Viney	1837	East Feliciana Parish, Mortgage Book E, p. 173, 1837/12/28
Linnel, William	land and the following individuals. Lewis; Will; Jim; Milly; Martha; Mary; Peggy	1838	East Feliciana Parish, Mortgage Book E, p. 176, 1838/01/12
McDonald, John D.	land and the following individuals: <i>Foust</i> ; Hampton; Louise; Emily; Hester; Joe	1837	East Feliciana Parish, Mortgage Book E, p. 163, 1837/09/05
Myers, Burrel	land and the following individuals: Mike; Sue; Hannah; Malissa; Moriah	1837	East Feliciana Parish, Mortgage Book E, p. 194, 1837/11/04
Newport, Robert W.	land and the following individuals: Stephen; Ben; Jim; Second Jim; Charles; <i>Lot</i> ; Breidget; Caroline; Malinda; <i>Charles</i> ; Sylvia.	1837	East Feliciana Parish, Mortgage Book E, p. 217, 1837/12/20
Perry, Robert and Hilary Bretin Cenus	The following individuals: Hampton; Joe; Laura; Emily; Ester; Jane child of Laura; John child of Emily	1846	East Feliciana Parish, Mortgage Book G, p. 569, 1846/02/18

Owner	Mortgaged Collateral	Dates	Source
Piper, David	land and the following individuals: Bob; Willy; Joe; Fanny; Harriet; Andrew	1837	East Feliciana Parish, Mortgage Book E, p. 220, 1837/10/10
Reddin, George	land and the following individuals: Jane; Hannah; Ann; Luke	1838	East Feliciana Parish, Mortgage Book E, p. 301, 1838/03/07
Rirt, John	land and the following individuals: Jury; Henry; Bill; John; Charles; Rachel; Lizza; Jury; Sarah; Buda; and her child Sally; Viny	1837	East Feliciana Parish, Mortgage Book E, p. 122, 1837/07/28
Rook, Robert	land and the following individuals: James; Sam; Wiliam; Ciss; Easter; Lawson; Milly; Jocey, <i>Abram</i> ; Minerva; Willis; <i>Laudy</i> ; Livinia	1837	East Feliciana Parish, Mortgage Book E, p. 191, 1837/09/07
Saunders, Lafayette	land and following individuals: West; Frederick; Hannah and her two children, John, and Catharine; Clara and her children, Anthony, Malinda, John Brown	1838	East Feliciana Parish, Mortgage Book E, p. 296, 1838/03/10
Tilden, Stephen	land and the following individuals: Charles; Joe; Milo; Dave; Browdie; Sophia; Fanny; Susan; Lucinda; Sophia; Nathan; Sylvia	1838-1843	East Feliciana Parish, Mortgage Book E, p. 304, 1838/04/12; East Feliciana Parish, Mortgage Book G, p. 337, 1843/08/29
Yarborough, Steven	land and the following individuals: Jack; Romeo; Oliver; Barber; Linda; Matilda; William; Francis; Rose; Edmund; Dick; Henry; Oliver; Barber, Charles; Jim, his wife Nicey and their daughter Ann; Winney Ann	1838-1840	East Feliciana Parish, Mortgage Book E, p. 281, 1838/03/06; East Feliciana Parish, Mortgage Book G, p. 168, 1840/12/11

Iberville Parish

Owner	Mortgaged Collateral	Dates	Source
Armandez, Jean Baptiste	plantation and the following individuals: Baptiste; Francis; Louis; Bernard; Valentin; Antoine; Jenny and her four children Celeste, Manuel, Polite, and Clarisse; Victoire; Marie	1835-1836	Iberville Parish, Conveyance Book O, no. 474, 1835/04/03; Conveyance Book P, no. 262, 1836/03/03
Armandez, Gilbert and Rosemond Berrett	plantation and the following individuals: Jean; Marie and her children Adolphe and Fanny	1836-1843	Iberville Parish, Conveyance Book R, p. 144, 1836/11/08; p. 286, 1837/01/27, Conveyance Book U, p. 301, 1841/06/22; Conveyance Book V, No. 383, 1843/11/15
Armandez, Jacques, Daigre, Honore	plantation and the following individuals: Daniel; Charlotte; Sylvina and her unnamed child; Felicite; Caroline; Arianire; Josephine; Milly; Eugene	1837-1845	Iberville Parish, Conveyance Book R, p. 590, 1837/08/05; Conveyance Book S, p. 131, 1838/04/11; Conveyance Book W, No. 264, 1845/03/27; Tulane University, Citizens Bank Minute Book No. 5: 1845/01/16

Owner	Mortgaged Collateral	Dates	Source
Bell, Robert and Caroline B.	several lots of land and the following individuals. Frank; Anthony; Jim; Dick; Isaac; Joe Gray; Martin; Jacob McNairy; Louis Sawyer; Nat; Jacob; George McNairy; Ben; Charley; William; Joe; Plato Sawyer; Washington; Big Davey; Davey; Moses; Wapin; Rachel and her child Daphnie; Nelly; Lucy and her child Charlotte; Suzan and her children Jack, Nelly, and Louis; Patsy and her daughter Caroline; Chansey; Eliza; Maria; Luckey and her children Harriet, Abraham, Spencer, Esace, and Jenny; Sarah and her children William and Martha; Daphne; Abby; Phyllis; Mary; George; Ann; Big Maria; Haucey and her unnamed child; Katy; Charity and her son Lincon; George; Mathilda; Edmond; Peter; Ben; Randal; Saul; Archibald; York; John; Peter; Abraham; Fielding; Sam; David; Cyrus; Eliza; Lucy; Robert; Francis; Emily; Caroline; Cezar; Winny; Patsy; William; Alex; Wyatt; Anderson; Hannah; Cely; Miles; Letty; Jones; Maria; Mary; Harriet; Louisa; Tom; Ned; Juliet; Ned; Nancy	1837-1839	Iberville Parish, Conveyance Book R, p. 603 1837/08/21, p. 636 1837/10/02; Conveyance Book S, p. 334, 1838/08/08, Conveyance Book T, p. 177, 1839/09/20; Tulane University, Citizens Bank Minute Book No. 2: 1837/06/22, 1837/08/03, St. James Parish, Book 16, p. 395, 1837/08/31
Bettison, Joseph and Ann E.	plantation and the following individuals: Spencer; Horace; Jerry; Hortense and her unnamed child; Bella; Will; Peter; Rachel	1837	Iberville Parish, Conveyance Book R, p. 645, 1837/10/13, p. 677, 1837/11/07
Blanchard, Joseph; Achille Delphine and Marie Savory	plantation with the following individuals: Francois; Sam; <i>illegible</i> ; Tom; William; Guillame; <i>Sanieda</i> ; Mary; Mickey; Sulalie; Poupone; Elizabeth; Henny; Joe; Edmond; Augustine; Tom; Amelia; Ellick; Priscilla	1837-1857	Tulane University, M-1847, Citizens Bank Mortgage Book; Iberville Parish, Conveyance Book R, p. 504, 1837/06/05; p. 537, 1837/06/13; Conveyance Book 5, No. 115, 1857/08/15
Breaux, J. B.	sugar plantation in right bank of the Mississippi River and the following individuals: Phill Root; Andrew Jackson; Jackson Finey; Elizabeth Powers and her three children John, William, and Jersey; Philip; Jack, Peter; Amy; Venus and her child George	1848	Tulane University, Citizens Bank Minute Book No. 6: 1848/06/06; Iberville Parish, Mortgage Book 2, p. 147, 1848/08/22
Brent, Robert; Labauve Hobard, C. W. Keep, and Joseph Schlater	plantation with the following individuals: Ben; Dick; Patience and her unnamed child; Mary; Louisa; Pug	1837-1853	Tulane University, M-1847, Citizens Bank Mortgage Book; Tulane University, Citizens Bank Minute Book No. 7: 1853/02/17; Iberville Parish, Conveyance Book R, p. 633, 1837/09/28; Conveyance Book S, p. 32, 1838/02/10
Bush, Philip and Josephine Bush	land on Bayou Goula and the following individuals: Philip; Wilson, Celestine	1836	Iberville Parish, Conveyance Book R, p. 74, 1836/11/21, p. 240, 1836/12/27; p. 170, 1836/12/28,
Camp, Robert; W. W. Pugh	plantation and unnamed individuals	1857	Tulane University, Citizens Bank Minute Book No. 8: 1857/06/20
Clement, Henrietta; Louis Desobry	the following individuals: Big Bob; Daniel; Sophia; <i>Tepey</i>	1839	Iberville Parish, Conveyance Book S, p. 700, 1839/05/08

Owner	Mortgaged Collateral	Dates	Source
Daigre, Honore	the following individuals: John; Richard; Joe; Frederick; Rose and her child Andre; Pauline and her children Julianne, Antoine, and Mary; Agathe	1844-1845	Iberville Parish, Conveyance Book W, No. 97, 1844/08/22, No. 207, 1845/01/27; Tulane University, Citizens Bank Minute Book No. 4. 1842/06/07; Citizens Bank Minute Book No. 5. 1845/01/16
Dardenne, J.	plantation and unnamed individuals	1861	Tulane University, Citizens Bank Minute Book No. 8. 1861/01/28
Deblicun, Mrs. Benjamin; D. L. Orillion and Paul Deblicun	plantation on Bayou Jacob and 33 unnamed individuals; and another tract of land and 61 unnamed individuals	1853	Tulane University, Citizens Bank Minute Book No. 7. 1853/05/19
Dickinson, Charles H.	several tracts of land and the following individuals: Lewis; Will; Jim; Milly; Martha; Mary; Peggy	1838-1842	Iberville Parish, Conveyance Book S, p. 208, 1838/05/08; Conveyance Book U, No. 470, 1842/04/22
Dodd, William	plantation on Payou Plaquemines and 33 unnamed individuals	1835-1836	Tulane University, Citizens Bank Minute Book No. 1. 1835/04/20; Iberville Parish, Conveyance Book P, no. 240, 1836/02/20; p. 363, 1836/03/14
Doyle, George and Ann M.	plantation and the following individuals: Bill; Abe; Mitchel; <i>Syphax</i> ; Cyrus; Minor; Siye; Harry; James Mickey; Sarah and her child Robert; Vicey and her child Jane; Tobey; Rose; Scillia; Maria; Sophy and her children Louis and Ann; Sydney; Suzan; Mary; Sally	1836	Iberville Parish, Conveyance Book R, p. 87, 1836/11/21, p. 447
Druilhet, Jules	plantation on the left bank of the Mississippi River with the following individuals: William Brook; Absolon; Pleasent; Mary and her children Josephine and Martha; Marianne	1837-1840	Iberville Parish, Conveyance Book R, p. 372, 1837/03/08; Conveyance Book T, p. 627, 1840/09/29; St. James Parish, Book 18, p. 684, 1840/08/28
Duplessis, Francis	plantation and the following individuals: Pierre; Violette; Washington; Magdeline; Dalby; John Hill; Betsy; John; Anderson; Fanny; Eliza; Crecy; Charles; Ned Ward; Phoebe; Mary Ann; Suzette; George; Ned; Harriett; Lewis; Jessey; Anna; Delila; Spencer; Sally; unnamed individual; Mat; Jerry; Hariette; Dan; Philip; Lewis; Henry Sprigg; Peggy and her unnamed child; Fanny; Rose and her unnamed child; Caroline and her unnamed child; Soloman; Betty; Sally and three unnamed children; Henry Chambers; Rachel; Adam; Billy; Fanny Chambers; Hunter; Dally; Samson; Gabriel; Daniel; Robert; Peggy and her 4 children, unnamed, unnamed, Anderson, Martha; Lucy and her 2 children, James and unnamed	1838-1851	Tulane University, Citizens Bank Minute Book No. 2: 1838/05/21; Iberville Parish, Conveyance Book S, p. 362, 1838/08/24, p. 603, 1848/06/13; St. Martin Parish, Conveyance Records Book 11, p. 28, 1838/08/15; Record 20, p. 373, 1851/12/03

Owner	Mortgaged Collateral	Dates	Source
Dupuy, Adolphe and Uranie D. Dupuy	plantation on the right bank of Mississippi River and the following individuals: Jacob; Jefferson; Henry; William; Denis; Sam; Nancy and her child Rosette; Gudy; Ellen; Angele	1837-1838	Iberville Parish, Conveyance Book R, p. 564, 1837/07/15, Conveyance Book S, p. 31, 1838/02/07
Dupuy, Adolphe	plantation on Bayou Plaquimine and the following individuals: William; George; Alfred; Alexander; Edmond; Polly; Elisa; Sally and her children Guillaume and William; Tom; John; Polite; Frank; Reuben, Charlotte; Rachel and her child Lewis, Milly and her child Ann	1845-1846	Iberville Parish, Conveyance Book W, No. 488, 1845/11/07; Conveyance Book X, p. 70, 1846/02/24; Tulane University, Citizens Bank Minute Book No. 5: 1846/02/13
Edwards, W. E.	plantation and unnamed individuals	1852	Tulane University, Citizens Bank Minute Book No. 7: 1852/03/30
Erwin, Lavinia and William Robertson	plantation and the following individuals: Big Charles; Isaac; John; Hector; Lye; William; Moses Gray; Anthony; William Brinly; David Young; Summerset; American William; Big Anthony; Mac; Tom; Harry; Sam; Little Ned; Ann Stewart; Betsy; Big Ned; Yellow Willy; Horace; Kitty; Henry; Eliza; Kitty; Big Margaret; Caroline; Jim; Hannah; Prissy; William; Little Lydia; Francis; Bob; Big Hanna; Anna Brinly; Mary Dodd; Louisa; Lucinda; Little Helen; Charity; John Sommerset; Celestine; Big Nancy; Emily; Mary Emily; Little Minty; Charlotte; Pamela; Gracy; Lydia; Kitty; Betsy; Yellow Hannah; Little Sye; Liza; Little Harriet; <i>Dittley Lyde</i> ; Julienne; Nancy; Washington; Miama; Celine; Abraham; Big Minto; Suzanne; Mary Magdelen; Black Mity; Little Betsy; Rose; Little Charles	1835-1847	Iberville Parish, Mortgage Book 1, p. 249, 1847/07/27, p. 249, 1847/06/05, Conveyance Book P, No. 274, 1836/03/10; Tulane University, Citizens Bank Minute Book No. 1 1835/02/20
Erwin, Thomas R. and Lavinia; Andrew Hynes, Mrs. Nancy Erwin, and Joseph Craighead	sugar and cotton plantation and 216 unnamed individuals	1836	Iberville Parish, Conveyance Book P, p. 497, 1836/06/01
Erwin, Isaac and Carmalite	plantation on Bayou Grosse Tete and the following individuals: Peter; Edmond; Bob; <i>Vicy</i> ; Rachael; Ritter; Catherine; Ann; Nancy; Milly	1841	Iberville Parish, Conveyance Book U, p. 186, 1841/04/30
Estevan John and Marie E.	plantation on the left bank of the Mississippi River with the following individuals: Honore; Michel; Etienne; Clement; Cyprieu; Klein; Celestin; Maurice; Catharine; Harriette, Josephine; Eugice; Cecile; Darius; Kitty; Marie Joseph; Melitte and her two children Abraham and Azelie; Rosa; Philis and her child Clemetine; Charlotte and her children Jean Louis, Celeste, Alfred, Manor, and Philomene	1837-1839	Iberville Parish, Conveyance Book R, p. 580, 1837/07/25; Conveyance Book S, p. 153, 1838/04/25, p. 313, 1838/07/18, p. 674, 1839/04/27

Owner	Mortgaged Collateral	Dates	Source
Estevan, Marie R and Jean	plantation on the right bank of the Mississippi and the following individuals: Dominique; Andre; Jean Baptiste; Clarielle; Cecile and her children Francis, Joseph, and Sylvestre; Benoit; <i>illegible</i> ; Bonaventure; Caspare; and Theophile; Eggare; Marianne; Ellene; Agathe	1838	Iberville Parish, Conveyance Book S, p. 106, 1838/03/23
Flack, E.	unnamed individuals	1835	Tulane University, Citizens Bank Minute Book No. 1: 1835/02/20
Gaillard, Raymon P.	plantation on the left bank of the Mississippi with the following individuals: Andre; Dominique; Cecile; Jean Baptiste; Clarville; Francis; Joseph; Sylvester; Benoit; Dominique; Bonaventure; Theophile; Agatha; Marianne; Agar; Helene; Gaspard	1841	Iberville Parish, Conveyance Book U, p. 337, 1841/07/29
Garlick, John	plantation on the north bank of Bayou Goula and 19 unnamed individuals	1835-1842	Tulane University, Citizens Bank Minute Book No. 1: 1835/02/06, Iberville Parish, Conveyance Book P, no. 254, 1836/02/29, p. 362, 1836/02/12; Conveyance Book V, p. 171, 1842/12/12
Greaud, Alfred	plantation and unnamed individuals	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/03/07
Hamilton, J. D.	land and the following individuals: Basket; James; Charles; Edward; Tom; Abraham; Rose; Felicite; Amy; Marie; Esther; Louis; Barney; Martin; Harriette; Silsy; Britannia; Martin; Madison; Soloman; Malissa	1835-1848	Tulane University, Citizens Bank Minute Book No. 2. 1835/02/06, Minute Book No. 5: 1844/06/07; Minute Book No. 6: 1847/03/07; Iberville Parish, Conveyance Book P, no. 250, 1836/02/29; Conveyance Book W, no. 65, 1844/06/27; Mortgage Book 1, p. 465, 1848/03/28
Harding, John; Louis Desobry and Charles Clements	the following individuals: Patrick; David; Desir; Jackson; Hardy; Cyrus; Jesse; Talbert; Mabaley; Sally; Mary; Mathilda; Martha; Caroline; Nancy; Bob; Elsy	1838-1839	Iberville Parish, Conveyance Book S, p. 233, 1838/05/21, p. 448, 1838/11/17, S, p. 523, 1839/02/07; Tulane University, Citizens Bank Minute Book No. 2. 1838/05/17, 1839/01/21
Harrison, Samuel	Gerville plantation and 80 unnamed individuals	1849-1851	Tulane University, Citizens Bank Minute Book No 6. 1849/07/11, 1851/06/17
Herbert, Achille and Marcelite	land and the following individuals: Abraham; Francois; Henry; John; Louise; Jenny; Laura; Norbert; Jean Louis; Paul; <i>Telesphone</i>	1836-1839	Iberville Parish, Conveyance Book R, p. 67, 1836/11/18, p. 261, 1837/01/16; Conveyance Book T, p. 44, 1839/06/12
Hebert, Treville	18 unnamed individuals	1835-1836	Tulane University, Citizens Bank Minute Book No 1 1835/03/23; Iberville Parish, Conveyance Book P, no. 247, 1836/02/27, p. 366, 1836/03/14
Hebert, Valery and Clarisse B.	unnamed individuals	1835	Tulane University, Citizens Bank Minute Book No. 1 1835/02/06; Iberville Parish, Conveyance Book no. 242, 1836/02/23, no. 265, 1836/03/03

Owner	Mortgaged Collateral	Dates	Source
Herbert, Paul	plantation on the right bank of the Mississippi and the following individuals: Abraham; Jim; Charlotte; Stephen; Edmond; Ben; Colas; Jenny and her children Jim and Eliza; Jeanette; Sarah; Polly; Ann; Julienne and her children Sally, Honorine, and Manette	1835-1842	Tulane University, Citizens Bank Minute Book No. 1: 1835/02/06; Iberville Parish, Conveyance Book P, no. 248, 1836/02/27, no. 270, 1836/03/08; Conveyance Book U, no. 307, 1841/10/18, no. 355, 1842/01/03,
Henry, Joseph and Marie B.	unnamed individuals	1836	Iberville Parish, Conveyance Book P, no. 241, 1836/02/23, no. 263, 1836/03/03
Ivy, Isaac; Lucinda and William Terrel	land and the following individuals: Lewis; Will; Jim; Milly; Martha ; Mary; Peggy	1838	Iberville Parish, Conveyance Book S, p. 3, 1838/01/12, p. 54, 1838/02/21
Johnson, Henry	two plantations with 17 unnamed individuals; and Marigny plantation with 32 unnamed individuals	1851	Tulane University, Citizens Bank Minute Book No. 6: 1851/02/25
Kleinpeter, George	plantation and 4 unnamed individuals	1851	Tulane University, Citizens Bank Minute Book No. 6. 1851/06/24
Landry, Camille	plantation on the Mississippi River with the following individuals: Manuel; Charles; Aaron; Peter; Lewis; Henry; Auguste; Eliza; Maria; Francoise; Betsy; Mary; Julie; Nelson; Louisa; Evelina; Rosalie	1850	Iberville Parish, Mortgage Book 2, p. 490, 1850/03/07
Lauve, Evariste and Celeste	land and the following individuals: Henriette; James; Catherine; Rosette; Manor and her children Frederie and Esther; Melite; Charles; Harry; Josephine	1838-1839	Iberville Parish, Conveyance Book S, p. 23 1838/01/31, p. 66, 1838/03/03, p. 585, 1839/03/19
Lauve, Evariste and Celeste; H. Moses Shiff	sugar plantation on the right bank of the Mississippi River and the following individuals: Griffin; Richard; <i>illegible</i> ; Joe; Simon; Big David; Big Willis; Ben; Harry Brown; David; Jacques Richard; Adam; Sam; Big Ben; Young; Little Jack; Plato; John; Big Ian; Yellow Anthony; Anthony Wood; Cesar Suille; Little Willis; Moses Lamb; Peter Whiles; Moses Matter; John White; Joe; Jesse; Cesar Scott; Daniel; Tom Singleton; Matthew; Manuel; Little Faucy; Flora; Billy; Bachus; Little Suzan; Peggy; Mathilda; Little Maria; Little Jenny; Agnis; Big Lucinda; Eady; Louisa; Bidy; Kitty; Kitty; Big Jenny; Molly; Rosetta; Lucinda Jackson	1838-1839	Iberville Parish, Conveyance Book S, p. 138, 1838/04/13, p. 181, 1838/04/28, p. 414, 1838/10/06, p. 632, 1839/04/11
Marigny, Bernard	plantation on Bayou Goula and 24 unnamed individuals	1837	Iberville Parish, Conveyance Book R, 1837/12/02
Moore, Edward	Estevan plantation and the following individuals: Jerry; Jack; John; Jacob; Jim; Sam; Bob; Beale; Henry; Burrel; Aggy and her seven children Jake, William, Melinda, Henry, Sarah, Rufus, and Joe; Mary and her six children Bill, Becky, Ann, Eveline, Maria, and Andrew; Martha and her two children Catherine and Alfred; Rose and her two children Caroline and Elizabeth; Martha Harris; Charlotte	1840	Iberville Parish, Conveyance Book T, p. 590, 1840/07/17

Owner	Mortgaged Collateral	Dates	Source
Neraut, Bernard and Mathilde; Gustave and Emilie L. Rousseaux	plantation on the left bank of the Bayou Plaquimine with the following individuals: Ruben; Morris; William; Harry; Sam; John; Sam; Jacob; Edmond; Frank; Poulite; Kitty; Rachel and her child Lewis; Milly and her unnamed child; Mathilda; Dolly; Charlotte; Ira; Charles; Henon; Louis	1841-1846	Iberville Parish, Conveyance Book U, p. 79, 1841/03/22, p. 340, 1841/07/30; Tulane University, Citizens Bank Minute Book No. 5: 1846/02/13
Orillion, Louis	plantation and the following individuals: Abraham Hill; George; Frank	1838-1846	Iberville Parish, Conveyance Book S, p. 205, 1838/05/07, Mortgage Book 1, p. 13, 1846/09/17
Pritchard, Jeramiah; Mrs. George Mather	plantation and 23 unnamed individuals	1835-1859	Tulane University, Citizens Bank Minute Book No. 1: 1835/05/11, Citizens Bank Minute Book No. 8: 1859/04/11; Iberville Parish, Conveyance Book P, no. 260, 1836/03/02, p. 367, 1836/03/14
Pugh, Mary Ann	land and 21 unnamed individuals.	1848	Tulane University, Citizens Bank Minute Book No. 6: 1848/05/30
Reams, Richard and Eliza J.	plantation on the right bank of the Mississippi River and the following individuals: John; Harry; Jack; Charity; Mary and her child Wallace; Louisa; Lucy; Josephine	1838	Iberville Parish, Conveyance Book S, p.235, 1838/05/23, p. 281, 1838/05/15,
Rils, J. and C. Brusle	unnamed individuals	1835-1836	Tulane University, Citizens Bank Minute Book No. 1: 1835/02/06, Iberville Parish, Conveyance Book P, no. 230, 1836/01/15, no. 264, 1836/03/03
Rivet, Lewis and Henrietta	plantation and the following individuals: Lindor; Francois; Celeste; John; Thom	1836-1837	Iberville Parish, Conveyance Book R, p. 142, 1836/12/08, p. 288, 1837/01/27
Robinson, Abner et al, and George A. Botts	plantation and the following individuals: Frank; Anthony; Jim; Dirk; Isaac; Joe Gray; Martin; Jacob McNayer; Lewis; Nat; Jacob; George McNayer; Ben; William; Joe; Plato; Washington; Big Davy; Davy; Moses; Wapping; Rachel and her child Daphny; Nelly; Lucy and her child Charlotte; Susan and her children Jacob, Nelly, and Lewis; Patsy and her child Caroline; Chany; Elizabeth; Maria; Luckey and her children Harriet and Abraham; Spencer; Esau; Fanny; Sarah and her children William and Martha; Daphny; Abby; Phillis; Mary; George; Anne; Big Maria; Fanny and her unnamed child; Kitty; Charity; Susan and her unnamed son; George; Matilda; Edmund; Peter; Ben; Bandals; Sam; Archibald; York; John; Peter; Abraham; Fielding; Sam; David; Gras; Eliza; Lucy; Robert; Francis; Emily; Caroline; Henry; Patsy; William; Alexander; Wyatt; Anderson; Hannah; Ceyley; Milly; Letty; Tom; Maria; Mary; Harriet; Louisa; Tom; Ned; Juliet; Ned; Nancy	1840	Lafourche Parish, Mortgage Book P, p. 438, 1840/02/21

Owner	Mortgaged Collateral	Dates	Source
Slack, Eliphalet and Abigail	plantation on Bayou GrosseTete with 49 unnamed individuals	1836	Iberville Parsh, Conveyance Book P, no. 259, 1836/03/02, p. 364, 1836/03/14
Surry	plantation and unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 4. 1841/09/30
Trier, A. and Dominique Bouligny	plantation and 34 unnamed individuals	1852	Tulane University, Citizens Bank Minute Book No. 7. 1852/09/09; Iberville Parish, Conveyance Book 3, p. 3, 1852/09/24
Wilson, Elisa	plantation and 60 unnamed individuals	1839	Tulane University, Citizens Bank Minute Book No. 2: 1839/02/26

Jefferson Parish

Coumagere	unnamed individuals	1835	Tulane University, Citizens Bank Minute Book No. 1. 1835/02/20
Courbin & Roule	unnamed individuals	1835	Tulane University, Citizens Bank Minute Book No. 1. 1835/04/10
Delassize, Jean	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/12/19
Deschappelle, Gabriel Lebreton	the following individuals: James; Edward; Louis; Sam; Mary; Lucy; Mary; Charlotte	1836	Tulane University, Citizens Bank of LA Papers, 1834-1914, Folder 1 1836/07/25
Du Sassau, G.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/07/22
Fortier, Berthies	Tom; Nelson; Louise	1834-1851	Tulane University, Citizens Bank Minute Book No. 1. 1834/07/22; Citizens Bank Minute Book No. 6: 1851/01/07
Fortis, Edmund	plantation and unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 4: 1842/04/28
Fortis, Eugin and Faustus	plantation and unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 4: 1842/04/21, 1842/04/28
Gesseau, Eugene	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1. 1834/10/14
LeBuhn, F. J.	two tracts of land and unnamed individuals.	1839	Tulane University, Citizens Bank Minute Book No. 2: 1839/02/21

Owner	Mortgaged Collateral	Dates	Source
<i>Marshall, L. R. and Charles Fortis</i>	plantation and unnamed individuals	1854	Tulane University, Citizens Bank Minute Book No. 7: 1854/05/30
Mason, W.	Milly Bishop; Catherine; and Jane	1851	Tulane University, Citizens Bank Minute Book No. 6: 1851/01/07
Ribas & Colminaro; J. M. De Gama	plantation and 31 unnamed individuals	1834-1847	Tulane University, Citizens Bank Minute Book No. 1: 1834/08/29; Citizens Bank Minute Book No. 3 1841/05/06; Citizens Bank Minute Book No. 6. 1847/12/17
<i>Saules Balthazar</i>	the following individuals: Vincent; Jacques; Edward; Baptiste; Azor, Jerry; Clarissa; Charlotte; Rodie; Henrietta; Francis; Charles; Perry; Ben; Auguste; Stephen; Fine; Silie; Maria; Sara	1834-1835	Tulane University, Citizens Bank Minute Book No. 1: 1834/12/19, 1835/02/05
Saulit, Mrs.	20 unnamed individuals	1850	Tulane University, Citizens Bank Minute Book No. 6. 1850/01/15
Trudeau, Mrs. A.	plantation and 31 unnamed individuals	1853	Tulane University, Citizens Bank Minute Book No. 7. 1853/05/05

Lafayette Parish

McCaskill, Daniel and Chevis, J. W.	land and 24 unnamed individuals on Bayou Vermillion.	1850-1851	Tulane University, Citizens Bank Minute Book No. 6: 1850/11/05; Tulane University, Citizens Bank Minute Book No. 7: 1851/12/23
McCaskill, Samuel	land and the following individuals: Lewis; Gabreil; Cyrus; Caleb; <i>Geuin</i> ; Wilson; Moses; Collins; <i>Willough</i> ; Henry; <i>Jep</i> ; Charlotte; Charity; <i>Kazzy</i> ; Sally; <i>Rose</i> ; <i>Ellick</i> ; <i>Tim</i> ; Sophia; Louisa; Gabe; <i>Marissa</i> ; Saul; <i>Thases</i>	1838	Lafayette Parish, Copies of Notarial Acts, no. 2816, 1838/04/30
Thrall, John B.	plantation and the following individuals: Dick; Sally; Catherine; unnamed individual; Jane; Mary; <i>Seysus</i>	1837-1838	Tulane University, Citizens Bank of Louisiana Papers, 1834-1914 Folder 2: 1837/09/28; Lafayette Parish, Copies of Notarial Acts, entry 2770, 1838/01/04

Lafourche Parish

Baudoin, S.	plantation and 12 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
Bernard, Jean Baptiste and Marie Esther	land and the following individuals: Etienne; Paul; Honore; <i>Ursin</i> ; Moses; Dick; Joe; Alexandre; Marie; Lucinda; Joseph; Dransin; Victoire; Juilliens	1838-1845	Lafourche Parish, Conveyance Book N, p. 224, 1838/03/06; Book U, p. 436, 1845/05/12

Owner	Mortgaged Collateral	Dates	Source
Biagg, Barton	plantation and 105 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
Bourgeois, J. and H. Champagne	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/10/20
Brown, John Conway	land and the following individuals: Thomas; Daniel; Eliza; Jacques	1838	Lafourche Parish, Conveyance Book N. p. 278, 1838/05/24
Charles, Mme.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/06/26
Ellis, Richard G. and Mary Jane Towson; Thomas Butler, J. B. Moreaux	plantation and the following individuals: Nace; Stephen, Stanner; Philip; Isaac; Jack; Hanson; Henry; Thomas; Saulbring; Armstrong; Charles; Basil; Stanner Jr.; Leonora; Frank; Hanson Jr.; Lewis; Alfred; Reason; Henry; Sal; Rachel; Polley; Theresa; Juno; Emily; Juliana; Sarah; Nancy Jr.; Nancy; Hager; Elvia; Sarah Ann; Tempe; Jane; Hannah; Hannah Jr.; Julia; James; Henry; Bernard; John; Joseph; Sally Camilla; Cassandra; Nancy; Mary Ann; Margaret	1837-1858	Lafourche Parish, Conveyance Book N, p. 185, 1837/12/11; West Feliciana Parish, Mortgage Book K, p. 129, 1838/01/25; Terrebonne Parish, Conveyance Record Aug 29, 1832 - Jan. 5, 1841, Entry 2271, 1858/01/01; Tulane University, Citizens Bank Minute Book No. 5: 1844/10/04
Frederic, Marie Madelain and Jean Omar Nicolas	land and the following individuals: Michel; Jim; Joe, <i>Valette</i> ; Bob; Hanny; Dobby; Rosa; Mary; Bob; Randall; Nancy; Maria; James; Nancy; George; Esther; William; Nancy; Edmond; Poupanne; Marguerite; Clarisse; <i>Amvira</i>	1834	Lafourche Parish, Conveyance Book T, p. 474, 1834/12/30
Gaillard, Raymond P.	land and the following individuals: Andre; Jean Baptiste; Clairville; Francis; Joseph; Sylvester; Benito; Bonaranture; Theophile; Marie; Cecile; William; Honore; Marianne; Orelina; Catherine; Celestin; Helene; Agathe; Domstele; Celestine; Mary; Solby; Anna; Suzette; Estele; Henriette; Odile; Lutelia; Baptiste; Dick; Randall; James; Sam; Melite; Madeleine	1845	Lafourche Parish, Mortgage Book AA, p. 380, 1845/07/21, Tulane University, Citizens Bank Minute Book No. 6: 1849/02/06, 1849/03/16, 1851/02/11
Gordon, Alexandre and Jean Baptiste Maureau	the following individuals: Lewis; Spencer; Lymus; Betty; March; John; Martha; Charles; Will; Melinda; Edmund; Mary Jane; Frances; Fanny; Octavee; Barbary Margaret; Louise; Julien; Alexandre; <i>Victoriae</i> ; Sophie; Agnes; Betsy; Nathan; Henry Smith; Jack; Henry; Alfred; Tommy; Glaster; ittle Sam; Jack, George; Bazile; Frank; Mina; Saul; Yellow Willam; Philip; Stephen; Stanney; Little Stanney; Leonard; Big James; Cisar; Little William; Davy; Henson; Barnett; John; Joe; Thomas; William; John; Adam; Juillick; Emily; Nancy; Julian; Old Jenny; Mary; Winney; unnamed individual; Pervey; Miley; Hagar; Sarah; Sally; Eliza; Hannah; Milah; Mary; Rachel; Penny; Nancy; Cashlien; Jessey; Holly; Joe; Rose; Frank; Heline; Kitty; Rachel; Mary; Abraham; Patty, five unnamed children	1845	Lafourche Parish, Conveyance Book W, p. 115, 1845/08/09; Tulane University, Citizens Bank of Louisiana Papers, 1834-1914, Folder 5; Citizens Bank Minute Book No. 5: 1844/10/04; Citizens Bank Minute Book No. 5: 1845/07/31

Owner	Mortgaged Collateral	Dates	Source
Guion, George L.	plantation and the following individuals: Arthur; Littleton; Jesse; George; Henry; Scarlett; Big Peter; Wallace; Jake; Dick; Joshua; Anderson; Harding; Westley; Little Peter; Dave; Spencer; Melvin; Monroe; Moses; Thorton; Millie; Lany; Eliza; Little Anny; Sydney; Betsy; Big Amy; Mary; Louisa; Violet; Basheba; Minerva; Matilda; Prissy; Rachel; Cynty	1840-1845	Tulane University, Citizens Bank Minute Book No. 3: 1840/12/17; Lafourche Parish, Mortgage Book R, p. 164, 1840/12/31, p. 509, 1842/08/12; Conveyance Book R, p. 510, 1842/08/12; Conveyance Book, p. 115, 1845/08/09
Haydel, Nel and Carmelite	land and the following individuals: Casimine; Antoine; Esprit; Alexis; Basile; Sannon; Jean Baptiste; Jeannette; Catherine; Marie Josephe; Daphne; Pauline; Susanne; Martine; Feliciane; Isabelle; Eveline; Rosette; Felicite; Manette; Marie; Eve; Marie; Jules; Joachim; Edouard; Jean; and three unnamed children	1837	Lafourche Parish, Conveyance Book N, p. 199, 1837/07/26
<i>Heriot, Justinian and Suzanne Lépine; Mrs. Charles Degauche</i>	plantation and 6 unnamed individuals	1858-1860	Tulane University, Citizens Bank Minute Book No. 8: 1858/03/22, 1860/05/03
Ledet, Henry and Anne Dauphine Levron	land and the following individuals: Westley; Enree; Lalie; John; Euphrosine; Philippe; Drausin; Charlotte	1838	Lafourche Parish, Conveyance Book N, p. 220, 1838/03/06
Lepine, Evariste and Marie Nathalie Martin	land and the following individuals: Lubin; Louis; Sam; Baptiste; Noel; Augustin; Joseph; Madeleine; Francoise; Helene; Emilite; Amelia; Celeste; Aimee; Marie; Cecile; Justine; Paul; Laurent; Lazare; Eugene; Valentin; Louise	1837	Lafourche Parish, Conveyance Book N, p. 167, 1837/08/04
Nicholas, W. and J.	Plantation and the following individuals: Michele; Jim; Joe; Valette; Bob; Hanney; Debby; Rosa; Mary; Bob; Randall; Nancy; Mariah; James; Nancy; George; Esther; William; Nancy; Edmund; Puoponne; Marguerite; Clarisse; America	1834-1843	Tulane University, Citizens Bank Minute Book No. 1: 1834/10/20; Lafourche Parish, Mortgage Book L, p. 105, 1834/12/30, Conveyance Book S, p. 360, 1843/10/02
Pitre, Mathurin	plantation and the following individual: Godfrey	1837	Lafourche Parish, Mortgage Book N, p. 128, 1837/08/01
Seely, John L.	plantation and the following individuals: Lewis; Louis; Allick; Melinda; Betsey; Winson; Coco	1837	Lafourche Parish, Mortgage Book N, p. 151, 1837/08/17
Tucker, Joseph W	plantation and the following individuals: Edmond; William; Simon; Manuel; Gilbert; Dick Peyton; Alick; John Baily; Bob; Peter; George William; Robin; Henry; Sam; Toussaint; George; Grandisan; Little George; Dick; John Ben; George Gaudet; Polly; Jacob; Rebecca; Little Mary; Big Rachel; Harriet; Big Mary; William; Toussaint; unnamed individual; Phoebe; Nathan; Patty; Belinda; Sarah; Thilda; Letty; Rachel; Maria; Davy; Sophie; Sylvia; French Sylvia; Rose; Frances; Eliza; unnamed individual; Andy; Dynah; Elizabeth	1849	Lafourche Parish, Conveyance Book AA, p. 424, 1849/04/07; Conveyance Book BB, p. 225, 1849/05/18

Owner	Mortgaged Collateral	Dates	Source
<u>Madison Parish</u>			
Butler, Ira	Charles; Henry; John; Hynson; Peter; Michel; Bennet; Lannon; Moriah; Sam	1838	Madison Parish, Mortgage Book A 1838-1861, p. 7, 1838/04/24; Mortgage Book A 1838-1861, p. 130, 12/13/1842; Concordia Parish, Conveyance Book H, p. 346, 1838/04/24
James, Joshua	plantation and 147 unnamed individuals	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/06/02
Shadburne, George D.	the following individuals: Hatch; Bob; Bill; Mitch; Marshall; Logan; Susan; Rose; Nance; William; Red; James; Ambrose; Fayette; Betsey; Mahalu; Josephine; Mary, Ella; Ike	1858	Madison Parish, Mortgage Book A 1855-1859, p. 463, 1858/09/06
<u>Morehouse Parish</u>			
Brigham, Sarah Davidson	the following individuals: Harriett; Pleasant; Armstead; Aleck; Davy; Kit; Charles; Abraham; Joe Simmons; Tom; Mason; Cheney; Peter; Dick; Judy; Nancy; John; Sally; Sam; Lucinda; Harvey; Stephen; David; Fanny; Little Harriet; Mary; Zeke; Nelly; Jack; Lewis; Harvey; Glasco; George; Patience; Mira; Old Peter; Masin; Madison; Adam; Manuel; Hassell	1841-1844	Morehouse Parish, Notarial Record Book A, p. 38, 41, 1844/10/29; Mortgage Book B, p. 396, 1844/09/19; Tulane University, Citizens Bank Minute Book No. 3: 1841/02/17
Jordan, H., W. Jodan, and W. Gillespie	plantation and 71 individuals; including: Mather Washington; Soloman; and Walsh	1859-1861	Tulane University, Citizens Bank Minute Book No. 8. 1859/06/23, 1861/06/03, 1861/08/19
<u>Natchitoches Parish</u>			
Boyce, Michael	land and the following individuals: Johnson; Calife; Jean Baptiste; Robert; Frank; Charles; Emery; Leman; David; Sam; Bob; <i>Huittiem</i> ; Patrick; Prince; Jess; Lewis; Reuben; Harriette and her children <i>Zenan</i> and Helene; Debby and her child George; Mary and her child Henry; Larrisa and her child Thomas; Dicy and her child Eliza; Caroline and her child William; Harriette; Rachel; Lucy; Hannah and her child Albert; Marie	1837-1839	Nachitoches Parish, Book 23, p. 2, 1837/12/05, Book 10, p.340, 1838/02/07, Book 23, p. 239, 1839/03/04

Owner	Mortgaged Collateral	Dates	Source
<i>Robinson, J.</i>	plantation and the following individuals: Andre, Jean Baptiste, Clairville, Francis, Joseph, Sylvester, Benito, Bonaranture, Theophile, Marie, Cecile, William, Honore, Marianne, Orelene, Catherine, Celestin, Helene, Agathe, Domstele, Celestine, Mary, Solby, Anna, Suzette, Estele, Henriette, Odile, Lutelia, Baptiste, Diek, Randall, James, Sam, Melite, Madeleine	1841	Tulane University, Citizens Bank Minute Book No. 3: 1841/02/10, Nachitoches Parish, Book 32, p. 50, 1841/03/27
St. Amans, Bernard	land and the following individuals: Hector; <i>Cesaire</i> ; <i>Gustu</i> ; Sara; Frank; Robert; Robert; Dick; Richard; Pita; Cyprian; Simpson; George; Old Sam; Sam; Bandan; <i>Oculi</i> ; Frank; Bob; George; Patrick; Henry Lewis; Felix; John; Betsy; Molly and her child Maria; Jean Baptiste; Lucy; Laiza; <i>Vallette</i> and her child Alexandre; Mary and her unnamed daughter; Angel; Henrrietta; Zaire and her child <i>Valsin</i> ; Hannah; Big Ann; Priscilla; Diana; Little Ann; Nancy and and her child John; Suzette; Suzette and her child Felicite; Hane and her child Martha Ann; Dackey; Charity and her child Livan; <i>Clemmice</i> ; <i>Minty</i> ; Eugene; Henry	1838	Nachitoches Parish, Book 23, p. 60, 1838/03/18, Book 10, p. 360, 1838/05/18
<i>Sampayrac, A.</i>	land and the following individuals: Sam; Jose; Bob; <i>Carret</i> ; Bill; Jesse; Abraham; Petit Sam; Barrel; Arci; John Green; Petit John; Levy; Grand Abraham; <i>Isaac</i> ; Alfred; Noe; George; Devis Charpuntuir; Wilson; Thomas; Henry; Archer; <i>Isaac</i> ; Albert; Betty; <i>Derasin</i> ; Adams; Williams; Julien; <i>Belf</i> ; Cesair; Rachel; Jenny; Helene; Sally; Silvy; Nancy; Josephine; Mariah; Betsy; Caroline; Mary; Henriette; Petite Betsy; Anne; Cealy; Peggy; Aimu; Malvany; Julie; Rose; and 12 unnamed children	1834-1840	Nachitoches Parish, Book 26, p. 150, 1840/06/20, Book 31, p.338, 1834/06/10, Book 10, p.389, 1838/08/17, Book 26 p. 149 no.1443, 1840/06/20,
<i>Unknown</i>	land and the following individuals: Phil; Isaac (alias Dory); Jacob (alias Martin); Dave; Mary (alias Charity); Elcy; Betsy	1834	Nachitoches Parish, Book 22, p.1, 1834/11/19

Orleans Parish

Bernard, B.	plantation, brickyard, and 38 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
Boulogny, Alfred and Dominique	plantation and 9 unnamed individuals	1849-1853	Tulane University, Citizens Bank Minute Book No. 6: 1849/09/18; Book No. 7: 1853/02/24
Bradford, H.	farm and 2 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
Caffin, Charles	unnamed individuals	1835	Tulane University, Citizens Bank Minute Book No. 1: 1835/02/20

Owner	Mortgaged Collateral	Dates	Source
Cocke, P. B.	unnamed individuals	1835	Tulane University, Citizens Bank Minute Book No. 1. 1835/01/05
Ducros, Antonio and Casimir Lacoste	the following individuals: Remond; Louis; Mary	1834	Tulane University, Kuntz Collection, No. 600, 1834/6/21
Forestall Brothers; Poiney	several plantations and 68 individuals, including: James; William; Bill; Aaron Cusinaru; Jaques; James Bourguel; Adams Boiny; Celir; Jams; Saioir; Charisse; Betsy; Ann; David Copeland	1834	Tulane University, Citizens Bank Minute Book No. 1. 1834/04/20; Citizens Bank Minute Book No. 2: 1838/03/03, 1838/10/11; Citizens Bank Minute Book No. 5. 1846/02/05
<i>Garidel, Louis Armand</i>	bakery with Charlotte and other unnamed individuals	1857	Tulane University, Citizens Bank Minute Book No. 8. 1857/03/23
Hoa, Albert and Pierre	plantation and the following individuals: Baptiste; Big George; John Rousseau; Jerry; Bernard; Gabriel; <i>John Ameneaiux</i> ; Reuben; Tom; Grand William; Gros Joseph; Jerry; Squire; Abraham; Petit William; Mitchel; Richmond; Bob; Charles Fegg; Dembo; Petit John; Francisque; Penon; Coco; Jean Louis; Joseph; Doyle; Hosborn; Philippe; Tom Hibon; Daniel; Charles; Joseph; John Challender; Azor; Isaac; Felicite and her child Jim; Charlotte; Jessette; Sophie and her unnamed child; Augustine; Marie Chamber; Marie Jeanne and her son Theogere; Angelle; Henry; Louisa; Pyrrhus; Abraham Cagelar; David	1838	St. James Parish, Book 17, p. 384, 1838/08/14
Lacoste, Pierre and Antoine	plantation and the following individuals: Basile; Tom; Jean Louis; Antonio; Voltaire; Sam; Hyacynthe; John; Louis Labrique; Leon; Lindor; Antoine; George; Jupiter; Hippolyte; Reuben, Lewis; Dick; Jean Louis; Joseph; Francois; Charlot; Phillis; Fanny; Melite; Sophie; Edmond; Jerry; Noel; Robert; Toby; Henry; Auguste; Marie; Phrosine; Louise; Leocadie; Maria; Pierre; Marie; Joshua; Frank; Bob	1834-1846	Tulane University, Kuntz Collection, No. 600, 1834/1835 and 1836/04/19
Lacoste, Pierre and Antoine; Antoine Bellegarde; Casimir Lacoste	plantation and 60 individuals, including: Bazile; Ellick Forestier; Auguste; Ben and his son Ben; Charlot; Congo; Dick; Edmond; Louis Labrique; Millien; Nelson; Octave, Plaisance; Pichon; Nrain; Rubin; Angele and her child Eugene, Braman, and her three children Jeanne, Ursin, and Emile; Claire; Cilia and her children, Henriette and Marie Louise; Frozine; Mary Laroude; Mary Jacob; Mary Pierre and her child Amelie; Poupoin; Sarah; Therize Bienvenu; Therize Lacoste; Nelly Martin and her child Cidalyse	1850	Tulane University, Citizens Bank Minute Book No. 6: 1850/06/11; Tulane University, Kuntz Collection No. 600; 1850/6/20
Levee Steam Cotton Press Company	steam saw mill and unnamed individuals	1843	Tulane University, Citizens Bank Minute Book No. 5: 1843/11/20

Owner	Mortgaged Collateral	Dates	Source
<i>Livaudais, Jacques Adolph</i>	plantation and 30 individuals, including: Petit Edmond; William; Pichon; Valentin; Marie Pierre; Amelie; Cydalise; daughter of Marie Martin; Marie Jacob; Edouard Guoye; Jack; Charles; Henry Dix; Gustave; Claire; Antonia; Eddy; Zoe	1851	Tulane University, Citizens Bank Minute Book No. 6: 1851/09/16; Tulane University, Kuntz Collection No. 600, 1851/10/09
Livaudais, Jacques Adolphe and Pierre Lacoste	the following individuals: Raymond; Charles; Anthony; Tom; Ned; Harry; Gilbert; Joseph; Mills or Milne; Ellick; Lewis, Simon; Jasmin; Jean; William; Bill; Vulcain; Marie Joseph; Marie Martin; Rose; Justine; Grand Ellick; Tom Gros; Anthony; Louis Coulon; Vulcain; William; Ned; Charles; Gilbert; Raymond; Jean; Harry; Bill; Simon; Mills; Joseph Coulon; Jasmin; Justine; Marie Joseph; Rose Coco; Jean Louis	1834-1851	Tulane University, Kuntz Collection, No. 600, 1834/1835, 1851/10/09
Millaudon, L. and Nicoletz, T.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/09/20
Parrin, Charles	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1. 1834/12/12
<i>Ribus, M.</i>	20 unnamed individuals	1840	Tulane University, Citizens Bank Minute Book No. 3: 1840/04/09

Ouachita Parish

Braird, D.	plantation and 17 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
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Plaquemines Parish

<i>Baphy, B.</i>	sugar plantation and 29 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
<i>Bayby, Mrs.</i>	plantation and 11 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
<i>Bayhi, Pierre</i>	land and 18 unnamed individuals	1848	Tulane University, Citizens Bank Minute Book No. 6: 1848/05/02
Bonneral, Alexander	land and the following individuals: Bob; Dirk Glover; Ben Jones; Tom; Susanne and her children Julienne, Justine, Cato, and Levy; Edmond Ruffin; Nancy; Nathan Dugas, Lannette; James Smith	1855	Plaquemines Parish, Mortgage Book B, p. 212, 1855/08/08

Owner	Mortgaged Collateral	Dates	Source
Courbault, J.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/08/07
de Lizarde, Hermanos	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/12/26
Dufau, C. B.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/06/26
Egana, Juan Ignacio	Fanny Plantation and the following individuals: Frank King; Daniel Honard; Alfred; Richard; George; Claiborne; Buford; Wilson; John <i>Robinson</i> ; <i>Bruja</i> ; John Hawkins; <i>Lot</i> ; Henry Lot; Collins; Hezekiah; <i>Pleasant</i> ; Lu; Leon; William Parker; Peter Kelly; <i>Israel</i> ; Peter Fischer; Moses; Jim Fischer; Jack; Daniel Pope; Big Jim; Alexander; Dick Campbell; July; George Burke; Coon; Frank <i>Duplessis</i> ; Robert <i>Steman</i> ; Dave; John Burke; John Dawson; Nelson; Charles; Charles; Robert <i>Wise</i> ; Martin; Abraham <i>Bonlin</i> ; Sambo; Long Tom; Ismael; Bob; Cesar, Lisbon; Abraham; Sam Homer; February; Ashley; Felis; St. Louis; Edward; Sam Roman; Marie; Sarah; Kitty; Rachel; Sally; Jules; Celeste; Lewis; Minerva; John; Catherine; Burgess; Warren; Phillis; Rose Ashley; Josephine; Julia; Beckey; Charlotte; <i>Zarbelle</i> ; Frances; Ellen; Caroline; Ben; <i>John</i> ; Emily; Rachel King; Rose Burke; Emily; Lee; <i>Ping</i> ; Harriet; Susanne; Louise; Ellen; Peggy; Rachel; <i>Jener</i> ; Lucinda; Jeannette; Martha; Sidney; Ann; Sophie; Liddy; Phoebe; Flower; Rose; Simon; George; Elizabeth; Catherine; Bessy Miller; Louise Smith; Joe; Happy; Nancy; Rebecca; Washington; Harie; Juliette; Charlotte; Jane; Long Becca	1858-1859	Tulane University, Citizens Bank Minute Book No. 8 1859/05/23; Plaquemines Parish, Mortgage Book B, p. 416, 1858/06/05, p. 468, 1859/05/30.
Erwin, James	plantation and the following individuals: Joe; Henderson; Ned; Abraham; Watts; Moses; Valerie; Baptiste; Andrews; Phebe; Rose; Judith; Eugenia; Judy; Kitty; Hortense; Delsy	1839	Tulane University, Citizens Bank Minute Book No. 2. 1839/05/02, 1839/05/09, Citizens Bank Minute Book No. 3: 1841/02/27, Plaquemines Parish, Mortgage Book R-4, p. 85, 1839/07/03
Farrar, Mary	66 unnamed individuals	1848	Plaquemines Parish, Book 2 p. 151, 1848/03/21
Frederic, Adam	land and the following individuals: Mars; Isaac; Charles; Thom; Rose and her two children Joseph and Jim; <i>Tris</i> ; Rachelle	1838	Plaquemines Parish, Mortgage Book R-4, p. 39, 1838/03/24
Knox, Andrew and Maria Jane Prince	plantation and the following individuals: Abram, his wife Kitty, and son Phil; Dick; Any; Malfored; Philis; Harriet; Maryland Dave; Washington; Jack	1845	Tulane University, Citizens Bank Minute Book No. 5: 1845/03/13; Plaquemines Parish, Book R-4 p. 279, 1845/03/18

Owner	Mortgaged Collateral	Dates	Source
Latour, Mrs. Arsine	land and the following the following individuals: Ben; Bob; Dick; Tom; Levy; Cato, Edmond Ruffin; Nathan Dugas; James Smith; Habelle; Laurette; Nancy Ruffin; Arinella; Clay; Mary Ann Scott; Maria Jane; Susannah and her children Julie and Julian.		Plaquemines Parish, Mortgage Book R-4, 1848/05/13
Lizardi, Manuel Julian; Egana, Juan Ignacio	plantation and the following individuals: Auguste; Frederick; Sam; Henry; Lawrence; Justin or Juctin; Jim; Cornelius; William; Philippe; William Taylor; Edmond; Allick; Jack; Henry; James Rouge; Marion or Mary; John; George; Edward; Francis Forstall; Ephraim; illegible Forestall; Alexis; Armstron; Joshu; <i>Abraham</i> ; John (alias Rosemonde); Ben; Argin; Robert; Henry Black; Sam; Lymus; Frederick; David (alias Davis); Anatole; Jefferson; Hammel; Steven; Tom; Ben; Rose and her two children Caliste and Edward; Eliza; Nancy and her two children Guillamme and Peggy; Sarah and her three children Chedric, Henry, and Sarah; Frank; Lydia alias Adelaide; Betsy alias Garielle; Clara; Helen; her three children Louisa; Aimee; Cesarine; Violette; Ernestine; and her child Bacchus; Rachel; Leontine; Nancy; Nancy and her child Harriet; Bassine (alias Marienne); Kitty; and her children Helena, Solomon, and Louis; Letty; Cecilia; Lucy; Florence; Henrietta; Eleonor	1850	Plaquemines Parish, Conveyance Book 4, p. 469, 1850/07/12
Marigny, Bernard	land and the following individuals: Blaise; Gilles; Ben; Charles; Augustus; Allen; Riny; Henderson; Grand Olivier; Olivier; Grand Henry; Ephraim; James; Isaac; Garry; Thom; Anthony; Little Henry; William; Peter; Randall; Alli; Manuel; Sandy; Gorman; Brutus; Lubin; Taliba; Augustin; Campre; Thomas; Michel; Bonann; Pilate; Soleman; Ondon; Phaeton, Francois; John; Grande Diana; Petite Diana; Marthe; Elvy; Agnes; Ammy; Lucinda; Polly; Grande Marie; Terry; Fanny; Susanne; Little Fanny; Charlotte; Little Mary; Rachel; Jeanne; Phebee; Jucie; Julienne; Lisa; Aimee; William; Sam; Miner; Frank; Elisa; Charles; Fenton; Maria; Denis; Marie Covington; Marie Bill; Biguy; John Maguan; Marriam; Grande Juan; Aimer; Colutin; Theodore; Manuel; Ackrel; <i>Pelam</i> ; Sam; Sam; Camil; Jacob; Henry; Ben; <i>Lanon</i> ; Davie; Squire; Celestin; Perry; Adam; Anna and her unnamed child; Jane; Leocadre; Marthe; Mathilde; Gaines; Patrina; Harry; Randall; Allen; Anny; <i>Ersis</i> ; Sam; Peter Manuel; Petite Anna; Henriette; Lariane; John	1836-1845	Tulane University, Citizens Bank of Louisiana Papers, 1834-1914, Folder 1: 1836/06/23, Citizens Bank Minute Book No. 5: 1843/01/07; Plaquemines Parish, Mortgage Book R-4, p. 315, 1845/10/28, St. Tammany Parish, Book 64, p. 479, 1845/10/28
Reggis, Charles	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/07/22
Saul	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/06/26

Owner	Mortgaged Collateral	Dates	Source
Stackhouse, W. and H.	Five Oak Grove plantation, New Hope Plantation, land, and the following individuals: Abraham Knox; Abraham <i>Boukrou</i> ; Mary Jones; William; Bill; <i>Coradon</i> ; Kate; Henry; Phelia; Lucy and her unnamed child; Perry; Milly; Angelina; Julia; Roland; Prude; Lewis Bradley; Phil; Deer Creek Jesse; Wilford; Axey; Crockett; Solomon; Arthur; Isidore; Humphrey; Colbert; Sarah and her unnamed child; Henriette and her child Nancy; Omaretta; Feliz Guillaume; Fanny and her four unnamed children; Nancy; Joe; Deek Kite; John; Lewis; Little Phil; <i>Jaonna</i> ; Ephraim; Sully; Jim; Squire; Theodore; Ackrel; <i>Telan</i> ; Sam; Daniel; Jacob; Henry; Ben; <i>Lanon</i> ; Davis; Celestin; Adam; Allen; Fanny; Antoine; Eugene; Claire; Jane; Leocudre; Martha; Anny; Mary; Aimee; Anna; Lorianne; Joe; James; Thom; Peppee; Tom; Phill; Peter; Sam; Henry; Jackson; Mary; Isaac; Jacke; Ned; Bazile; Raymond; Rachel; Adam; Honore; Laurent; Theodore; Pegne; Petion; Camille; Acknel; Felan; Sam the priest; Tom; Daniel; Jacob; Henry; Ben; Lanon; Davis; Celestin; Perry; Adam; Allan; Fanny; Antonio; Eugene; Eloise; Jane; Lucinda; Martha; Patience; Anny <i>Burtre</i> ; Mary; Aimee; Sarah; Anna; Lucianne; <i>Jour</i> (alias Joe); James; Thom; Raymond; Margarita; Joseph; Philomon; Henrietta; Charles; Heloise; Marianne; Celestin; Pierre; Frozine; Constance; Celestin; Joseph; Lannon; Francois; Dotreville; Victor; Dorothee; Rob; Melite; Pauline; Rose; Louis; Joe; James; Therese; Mariette; Edouard; Augustin; Baptiste; Francois; Eulalie; Peter; Dick; Tom; Bill; Lucile; Lucile Joe; Henry; Phoebe; Rachel; Mary; Ledy; Olivia; Charlotte; Jean; <i>Valcone</i> ; Charles; Albert; Henry Meyer; Long John; <i>Colonel</i> ; Celeste; Tom; Ursine; Antoine; Bazile; Raymond; Lloyd; Rachel; Adam; Honore; Laurent; Theodore; <i>Regan</i> ; <i>Petion</i> ; Camille; Raymonde; Marguerite; <i>Eclante</i> ; Babet; Joseph; <i>Philemon</i> ; <i>Henrietta</i> ; Charles; <i>Helios</i> ; <i>Ursin</i> ; Antonio; Marianne; Celestin; Pierre; Frazine; Constance; Casimir; Celestine; Joseph; Janen; Françoise; Detreville; Carter; Porachi; Bob; Neclite; Zanlin; Rose; Louise; Zoe; Hiers; Fox; James; Theresa; Henriette; Edward; Augustine; Baptiste; Francis; Evalie; Brisson; Peter; Criske; Jean Congo; Tom; Bill; Lucille; Lucille Joe; Fanny; Phoebe; Rachel; Mary; Liddy; Olivia; Charlotte; Jean; Valcour; Charles; Alberte	1851-1865	Tulane University, Citizens Bank Minute Book No. 7: 1851/11/11, 1852/01/13, 1852/01/17, Citizens Bank of Louisiana Papers, 1834-1914, Folder 4: 1865/03/24, Folder 5; Plaquemines Parish, Conveyance Book 6, p. 430, 1852/10/13; Mortgage Book B, p. 293, 1856/10/15

Owner	Mortgaged Collateral	Dates	Source
Starck, Mary F.	land and the following individuals: Billy Ruffin; Scylla; Ben; James Ruffin; Nelly; Fanny; Godfrey; Francois; Little Fanny; Jack; Becky; Sam; Nancy; Hick; Peggy; Scipio; Solomon; Little Nelly; Grandisson; Dick; Ben; Richard; Mary; Alexander; Melita; Betsy; Susannah; Susan; Betsy; Lydia; Dick; Lucy Jane; Lydia; James Perry; Rose; Emilia; Joe; Sally; Gradisson; Hannah; Meary; Frankie; Colbert; Jim; Kitty; Big Ben; Little Ben; Alfred; Emilia; Isaac; Aimee; Harriet; Winny; Edward; Littleton; Harry; Delfy; Fanny; Adeline; Louise; Rachel; Emily; Sarah; John; Elisa; Thomas	1848	Plaquemines Parish; Mortgage Book R-4, 1848/03/22
Stinson, Joseph	the following individuals: Ben; Dary; Jane; Grandison; Ron; Anna; Ben; Suzanne; Charlotte; Serina; Lucy Jane; Mithia; Suzan; Dick; Peterson; Little Betsy; Same; Joe; Colbert; Kitty; Alfred; Littleton Ben; Jeane; Amy; Harriet; John Tilman; Thoedore; Fanny; Jackson; Henry; Cyrus; Louisa; Rachel; William; Handy; Sam; Big George; George; John Richard; Presecilla; Ellen; Emily; Winny; Edward; Jefferson; Harry; Willis; Adeline and her child Alberty; Julia; Jim Martin; Washington; Frank; Hilary; Grace; Guillame; Nathan	1857	Tulane University, Citizens Bank Minute Book No. 8: 1857/01/02, Plaquemines Parish, Mortgage Book B, p. 315, 1857/01/17
Verbois, N.	land and unnamed individuals	1859	Plaquemines Parish, Mortgage Book B, p. 458, 1859/03/11
Wilkinson, Catherine; Joseph Stimson	the following individuals: Joseph; Nancy; Jamie; Little Nelly; Old Nelly; Francis; Peggy; Buck; Lydia; Alexander; Betsy; Ben; Mary Jones; Margaret; Sally; Mary Ann; Martha; Hannah; Suzane; Lucy Jane; Colbert; Kitty; Little Ben; Alfred; Jane; Winey; Thurston; Sam; unnamed child; Edward; Littleton; Harry; Fanny; Willis; Jackson; Adeline; Amy; Daliallia; Ellen; Hamilet; John Tilman; Emily; Louisa; Rachel; Julia; William; Jim Martin; Sandy; Washington; Sam; Frank; Big George; Henry; Albert; Gras; unnamed child; Hilary George; Riddle; Richard; Ben; Dary; Jane	1857	Tulane University, Citizens Bank Minute Book No. 8: 1857/01/02
<u>Pointe Coupee Parish</u>			
Blush, John	49 unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 3: 1841/03/11

Owner	Mortgaged Collateral	Dates	Source
Clairborne, Ferdinand	plantation, land, and the following individuals: Phil; Ed; Robert; Ketly; Barrus; Dempse; Charlotte; Fanny; Henry; Melina; William; Mary; Joe; Francis; Creaccept; Claiborne; Marshall; Catherine; Cornelia; Julia; Francis; Laura; Henriette; Bishop; Alfred; Mariah; Desire; Arch; Oscar; Celia; Martin; Little Creacy; Celestin; Rhody; Madeline; Alexander; Fill; Lewis; Rebecca; Cranville; Harriet; Emma; Flecher; Suzan; Rene; Allen; Caleb; Polly; Louisa; Benedict; Francoise; Sibby; Marcelin; Ambroise; Terence; John; Walker; Viney; Big John; Ann; Jack; Alex; Minor; Hamrole; Israel; Little Mary; Washington; Tom; Allen; Little Charlotte; Harrison; Rachel; Bambre; Edmond; Foster; Eliza; Pusle; Mimy	1861	Tulane University, Citizens Bank Minute Book No. 8: 1861/04/11, Pointe Coupee Parish, Legal and Conventional Mortgage Book H, p. 325, 1861/04/14; West Feliciana Parish, Mortgage Book Q, p. 92, 1861/04/13
Cooley, Ebenezer; Mary Elizabeth Collins; and John Holmes	plantation and the following individuals: Richmond; William Hunter; Jack, William Thomas; Wades; Xavier; Madison; Jean Baptiste; Black Jim; Joe; Marshall; Henry or Harry; Lamon; Victor or Joe; Abraham; Allen; Maria; Mathilda; Era; Yellow Sally and her child Howard; Paul; Andrew; Fanny; George; Louisa; Sara; Sally Jackson; Jackson; Isaac; Eliza	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/06/27, Pointe Coupee Parish, Legal and Conventional Mortgage Book G, p. 641, 1859/07/05
Gwynn, Samuel	unnamed individuals	1837	Tulane University, Citizens Bank Minute Book No. 3: 1837/05/20
Hall, George Otis; Alphonse Miltenberger; Gustave Miltenberger	9 unnamed individuals	1857	Pointe Coupee Parish, Legal and Conventional Mortgage Book H, p. 173, 1857/05/11
Harrison, John	plantation and 67 unnamed individuals	1860	Tulane University, Citizens Bank Minute Book No 8: 1860/01/23
Hubert, Louis A.	land and the following individuals: James Allen; Charles Clayton; James Nett; Sam; Edward; Washington; George Wart; Albert; Isaac; John; George; Charles; Betzy; Maria; Lucy; Sally Anne; Flora; Fanny; Sally John; Eliza Roves; Helene; Julia; George; Mary; Eveline; Jane; Eliza; Mara; Peter	1836	Pointe Coupee Parish, Legal and Conventional Mortgage Book C, 1836/12/31
Knapp, Mrs. Sophia	plantation and the following individuals: John Suzan and his wife Nancy; Stevens; Joe; Hannah and her child Christmas; illegible; Frank; Toby; Ann; Sarah; Billy; Genny; Jane	1854	Tulane University, Citizens Bank Minute Book No. 7. 1854/05/05; Pointe Coupee Parish, Legal and Conventional Mortgage Book F, p. 161, 1854/05/06
Ledoux, Amaron and George Hall	the following individuals; Randall; Beverly; unnamed individuals	1841	Pointe Coupee Parish, Legal and Conventional Mortgage Book C, No. 1365, 1841/03/18

Owner	Mortgaged Collateral	Dates	Source
Milttenberger, Ledoux; J. Patrick	plantation and unnamed individuals	1860	Tulane University, Citizens Bank Minute Book No. 8: 1860/11/08
Moceriu, Mrs. Adelina	plantation and the following individuals: Ben; Jean Pierre; Paul; Robert, Jim, Arthimis; Caroline; Martha; Routh; Louisa; Marie <i>illegible</i> ; Remi; Celestin; and three unnamed individuals	1837	Pointe Coupee Parish, Legal and Conventional Mortgage Book C, No. 651, 1837/10/28
Morrison, Jacob Haught and Virginia Julia Seghers	plantation, land, and the following individuals: Pollo; Isaac; Prince; Rebecca; Prescilla; Scipio; Daniel; Will, <i>Harotinus</i> ; Phillis; Anclia or Amelia; Rushwood; Mary; Emma; Suc; George; Caesar; Michel; Rose; Kate; Henry; John Baptiste; Victoria; Stephen; Buck; Paulina; Sam; Dick; Robon or Robert; Milton; Cynthia; Susan; Henry; John Trusbee; Hannah; Big George; Mary; Laurear or Laurent; Martin; Rosella; Harry; Presillia; Lucy; Lewis; Michel; Adele; Julienne; John; Big Mary; Delia; Madelaine; Virginia; Gustine; Lyman; William; Paulin; Mary Tom; Charles; Little George; Marallin or Marcellia; Ann; Bazile; Cecilia; Sylvia; Tom; Cecilia; unnamed individual; Hard Times; Victoria; <i>Symoora</i> ; Mary Jane	1860	Pointe Coupee Parish, Legal and Conventional Mortgage Book H, p.110, 1860/02/27; Pointe Coupee Parish, Legal and Conventional Mortgage Book H, p. 188, 1860/04/26
Moore, Philip M. and Mary Elizabeth Collins	plantation and the following individuals: Dick; Daniel; Joe; Esan; Thirence; Bazil; Prince; Milly; Arsene; Hannah; Lewis; Germain; Abesse; Mathilde; Felicity or Prince; Charlotte; Amelia; Azilia; Etienne; Fanny; Frivoh; Old Hannah; Ponpon; Celia; Sarrah; Zaire or Rachel; Theresa; Milto	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/01/10, 1859/06/27; Pointe Coupee Parish, Legal and Conventional Mortgage Book G, p. 547, 1859/01/17; Pointe Coupee Parish, Legal and Conventional Mortgage Book G, p. 641, 1859/07/05
Morgan, Charles and Hyacinthe Allain	plantation and the following individuals: Archer; Y. Case; Peter; George Walden; Isaac; Solomon; Henry <i>illegible</i> ; Hypolite; Jean Pierre; Javier; Jean Baptiste; <i>Alisies</i> ; Joe; Rob; Lee; <i>Fransis</i> ; George; Pierre; George Langdon; Henry; Amos; John; Black John; Jon Fuller; American Bill; Perry; Upton; Jessup; Remond; Walker; Gabe; <i>Punch</i> ; Polly; Ally; Rachel; Mary Ann; Isabel; Nancy; AnnMarie; Victorine; Clare; Grace; Mary; Bobby; Lucey; Milley; <i>illegible</i> ; Silbey; Rosine; Dolly; Fanny; Hanny; <i>Muckey</i> ; Mary Ann; Caroline; Rickey; Nancy; Lucey; Amanda; Louise; Susan; Lucy; Sibricky; Jeneh; Eliza; Malriney; Lindey; Lied; <i>Hipolian</i> ; <i>Poladne</i> ; Hannah; Jacob; Pierre; Denis; Joe; Susan; Molinda; Gabriel; Philip Patience; Virginia; Harrison; illeg.; Jean; Ellick; Cozy; Little Claire; Mary; Jean Louis; Charity; Henry; Stephen; Jonke; <i>illegible</i> ; and 7 unnamed individuals	1838	Pointe Coupee Parish, Legal and Conventional Mortgage Book C, p. 753, 1838/05/31

Owner	Mortgaged Collateral	Dates	Source
Simmes, Bennett and Mary Jones Kirk	plantations, land, and the following individuals: Godfrey; Drady; Flora; Ted; Lewis; Godfrey Jr.; Cross; Marth; Pierce; Ignatius; James; Richmond; Daniel; Mary Ann; Sciania; Betty; Moses; Sarah; Lucinda; Claim and his wife Suzan; Aleck; Ann; Cliam Jr.; John; Menia; Lely; George; Lucy; Ellis; Joe; Harriet; Robert; Christian; Julia; Mary Turner; Mary Brown; John; Rebecca; Madison; Lewis; Rose; Chapman; Tracy; Joe; Cora; Agnes; Amanda; Dennis; Rachel; Marthas; Mary Ann; Eugene; Marceline; Norwood and his wife Brund; Henry; Martin and his wife Doly; Dick; Rosaline; Albert; William; Martha; Destin (alias Adestin); Field; Paul; Mary; Robert; Charlotte; Ben; Wamson; Sarah Ann; Billy; Ellen	1857 -	Tulane University, Citizens Bank Minute Book No. 8. 1857/09/28, Citizens Bank of Louisiana Papers, 1834-1914, Folder 5; Pointe Coupee Parish, Legal and Conventional Mortgage Book G, p. 291, 1857/10/07
Smith, Montgomery	land and the following individuals: Gilbert; Randall, Kielen; Lorenzo; Little Randall; Maria; Ann; Eliza; Ellen	1837-1839	Tulane University, Citizens Bank Minute Book No. 2: 1837/05/17, 1839/03/12, 1837/11/16; Pointe Coupee Parish, Legal and Conventional Mortgage Book C, No. 628, 1837/05/29; No. 662, 1837/12/13; No. 799, 1838/08/20
Sorid, Eugenia M.	plantation and the following individuals: Abram; Allen; Bob; Coleman; Dave, Elleck; Frank; George; Henry; Jack M; Lakel; Moses; Nace; Richmond; Sandy; Aggy; Chancey; Dianah; Elisa; Sarah; Virginia; Caroline; Elsey; Cynthia Ann; Noah; William; Winny; Lucinda; Chancy; Christine; Isabella; Mathilda; Mary Ann; Roderick; Bob; Cuffy; Lydia	1859	Pointe Coupee Parish, Legal and Conventional Mortgage Book H, #50, p. 24, 1859/12/08
Taylor, William and Lucy	plantation and the following individuals: Eliza; Taylor; Davis; Troy; Nancy; Parrot; Letitia; infant; Richard; Siby; Mary Ann; Nancy; Jane; Lucinda; Winney; Tom, cook; Jenny; Francis Black; Matilda Taylor, Tom Black; Susan; Loyd; Joe; Peggy; James; Jack; Mars; Betty; Stephen; Sina; Sophy; Judy; Anthony; Luke; Gins; William; Henry; Mary; Sarah, Parris Black; James; John; Willis; <i>Sanny; illegible; illegible</i>	1838	Pointe Coupee Parish, Legal and Conventional Mortgage Book C, No. 693, 1838/02/15
Williams, Henry A.; John and Robert Boyd	plantation at Bayou Letsworth and the following individuals: Henry; Hannah; Adam; Francis; Ben; Washington; Adam; Letty; Bidy; Harriet and her child Louis; Ely; Polly; Judy and her child Mary; Emily and her child Eliza; Joe; Letitia; Joe; Lamb; Randall; Nancy and her child John; Davy; Jenny and her child Louisa; Mathilda; Frank	1830-1853	Tulane University, Citizens Bank Minute Book No. 6: 1850/07/15; Citizens Bank Minute Book No. 7: 1853/05/19; Ascension Parish, Mortgage Book 6, p.428, 1838/03; Pointe Coupee Parish, Legal and Conventional Mortgage Book C, No. 694, 1838/02/26, No. 784, 1838/07/18, Legal and Conventional Mortgage Book E, p. 376, 1850/08/12

Owner	Mortgaged Collateral	Dates	Source
<u>Rapides Parish</u>			
Archinaud, Cesar	plantation and 47 unnamed individuals	1838-1848	Tulane University, Citizens Bank Minute Book No. 2: 1839/03/21, 1838/11/08; M-1847, Citizens Bank Mortgage Book
Archinaud, E.	Joseph Gale; James Johnson; William McClain; Hannah Bell, Ann; Young Dave; Young Henry; Young Harriet; George	1860	Tulane University, Citizens Bank Minute Book No. 8: 1860/12/27
Archinaud, Francois	land and unnamed individuals	1839	Tulane University, Citizens Bank Minute Book No. 2: 1839/03/21
Archinaud, Richmond and Evariste	the following individuals: Seipio; Peter; Joe; Marck; Charles; Henry; Dick; Thomas; Ellick; Wilson; Tom; Edward; George; Oliver; James; Noah; Jerry; Jamen; Joseph; Lucy; Grace; Judith; Isabel; Louisa; Minda; Selvey; Harriet; Nelly; Anny; Naney; Annette; Jude; Martha; Mary; Hannah; Rose; and Louisa	1838	Tulane University, Citizens Bank Papers, Folder 5, 1838/02/24
Gasseau, Mrs. J. B.	plantation and 19 unnamed individuals	1853	Tulane University, Citizens Bank Minute Book No. 7: 1853/04/07
Gill, A.B and W. H.	plantation and unnamed individuals	1843	Tulane University, Citizens Bank Minute Book No. 1: 1835/03/27; Citizens Bank Minute Book No. 5. 1843/01/28, 1843/08/19
Ryan, Michael	plantation and unnamed individuals	1858-1861	Tulane University, Citizens Bank Minute Book No. 8: 1858/07/01, 1861/02/11
Sullivan, J. B.	plantation and 108 unnamed individuals	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/01/27

St. Bernard Parish

Allard, G. N.; E. Durrin	unnamed individuals	1834-1837	Tulane University, Citizens Bank Minute Book No. 1: 1834/08/29; Citizens Bank Minute Book No. 2. 1837/08/03
Beauregard, L. F.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/07/22
Bienvenu, Antione	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/10/20
Bienvenue, L.	plantation and 16 individuals, including the following: Peter; Euphsosine; Alistine and her daughter Angel; Angel's daughter Laudine; Dilli; Mark; Charles Banks; Peter Lasker; Joshua; Sophie	1834-1856	Tulane University, Citizens Bank Minute Book No. 1: 1834/09/20; Citizens Bank Minute Book No. 8: 1856/11/04; M-1847, Citizens Bank Mortgage Book

Owner	Mortgaged Collateral	Dates	Source
Canaby-Peyroux, Aime	plantation and unnamed individuals	1844	Tulane University, Citizens Bank Minute Book No. 5: 1844/07/08
Darcantel, Charles and Fred E. Roy	22 individuals including: Joe; Petit Joe; Joseph; Severin; Ovide; Henry; Alfred; Charlotte Creole; Rosn; Laurette	1856	Tulane University, Citizens Bank Minute Book No. 7: 1856/05/20
<i>Darcantel, Henry</i>	unnamed individuals	1834-1843	Tulane University, Citizens Bank Minute Book No. 1. 1834/09/20, Minute Book No. 5. 1843/11/20
DesBouchel, Victor	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/09/20
Ducros, L. and J.	plantation and 22 individuals near Bayou Boeuf including: Lonnie; Mary; Caty; Amis; William; Jesse	1862	Tulane University, Citizens Bank Minute Book No. 8: 1862/02/10
<i>Freme, B</i>	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1. 1834/09/20
Heligsbury, S. G.	land and unnamed individuals	1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/02/21
Hiligsberg, J.	brickyard and 38 unnamed individuals	1851	Tulane University, Citizens Bank Minute Book No. 6 1851/03/11
Hiligsberg, L. G.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/09/03
<i>Jordan and Reggio</i>	121 unnamed individuals	1855-1857	Tulane University, Citizens Bank Minute Book No. 7. 1855/02/02, Citizens Bank Minute Book No. 8. 1857/01/30
<i>Jordee, P.</i>	plantation and unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 4: 1842/01/22
Lanquilles, brothers	7 unnamed individuals	1834-1842	Tulane University, Citizens Bank Minute Book No. 1: 1834/09/20; Citizens Bank Minute Book No. 4 1842/04/04
<i>Lorin, illegible</i>	plantation and unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 4. 1842/06/02
Olivier, Eliza	land and 22 unnamed individuals	1857	Tulane University, Citizens Bank Minute Book No. 8: 1857/03/06
Peyroux, Emile	land and the following individuals: Mathilda; Dorestan; Celestin; Cecile; Isaac Essex; Henry; Isaac	1851-1854	Tulane University, Citizens Bank Minute Book No. 6: 1851/02/18, Minute Book No. 7: 1854/06/16; Citizens Bank of Louisiana Papers, 1834-1914, Folder 3: 1854/06/29

Owner	Mortgaged Collateral	Dates	Source
Peyroux, P. Oscar	11 individuals, including: Celestine; Marguerite; Felicite; Mirthe; Felicia; Francis; Sophie; Kathy	1834-1853	Tulane University, Citizens Bank Minute Book No. 1: 1834/08/22, Minute Book No. 6: 1846/08/2, 1850/06/18, 1850/06/25; Minute Book No. 7: 1853/11/15
Peyroux, Sylvain	<i>Dosesthan</i> and other unnamed individuals	1834-1851	Tulane University, Citizens Bank Minute Book No. 1: 1834/09/20, Citizens Bank Minute Book No. 7: 1851/09/16
Reaud, Pierre; V. Reaud	plantation and 41 unnamed individuals	1851	Tulane University, Citizens Bank Minute Book No. 6: 1851/01/21
Reggis, Mrs.	10 unnamed individuals including Mary and her unnamed child	1842-1851	Tulane University, Citizens Bank Minute Book No. 4: 1842/05/09, Citizens Bank Minute Book No. 7: 1851/11/25
Roy, Fred E.	land and 12 unnamed individuals	1856	Tulane University, Citizens Bank Minute Book No. 7: 1856/05/20
Szymanski, Y.; L. A. Marchand	plantation and unnamed individuals, including the following: Charles; Julie; Louis; Louisa; Isabelle; Congo; Henrietta; Polka; Joe; Janvier; John; Sam; Rubin; Peter	1852-1855	Tulane University, Citizens Bank Minute Book No. 7: 1852/03/16, 1855/04/27
Vangibben, Henry	plantation and unnamed individuals	1860	Tulane University, Citizens Bank Minute Book No. 8: 1860/02/27
Villavaso, Michel; Joseph and Michel Cantrelle	land and the following individuals: Prince; Saxon; Hampton; <i>illegible</i> ; Frank; Dauty; Thom; January; Willis; <i>Mynus</i> ; Wilson; Brand; Isaac; Billy; Sam Carpenter; David, John Grey; Felician; Charles; Nelson; Thom Byrne; Jack <i>Arcucil</i> ; Jack <i>Cucullin</i> ; George; Adams; Alexis	1841-1853	St. James Parish, Book 19, p. 621, 1841/08/19; Tulane University, Citizens Bank Minute Book No. 1: 1834/09/20, Minute Book No. 5: 1846/03/26; Minute Book No. 6: 1846/10/30; Citizens Bank Minute Book No. 7: 1853/03/10

Owner	Mortgaged Collateral	Dates	Source
<u>St. Charles Parish</u>			
Bouligny, D.	plantation and the following individuals: Jean Louis; Bernard; Celestin; Bob; Henry; Elizabeth; <i>Mevanthe</i> ; Fanny and her son Albert; Sally; Long John; Bill; Jules; Abraham; Meg; Daniel; John Davis; John Tilewton; Ben; Jacob; Harry; Sam Williams; Bandal; Yellow Harry; Yellow Abraham; Mary; Mary Louise; Louisa; Louise; Zoe <i>Silvie</i> ; <i>Delly</i> ; <i>Linda</i> ; Sophie; Adolphe; Cloe; Felouise; Octave; Eugene; Peggy; Joanna; Auguste; Elizabeth; Ainee; Justine; Sarah; Asia; Benard; Louis; Madeline and her child Lucinda	1859	St. Charles Parish, Mortgage Book 11 p. 37, 1859/03/8
Boussel, Th.	the following individuals: Edmond; Elleelse	1855	St. Charles Parish, Mortgage Book 10, p. 77, 1855/04/0
Campbell, Parker	land and the following the following individuals: Jacob; Abram; Archy; Aleck; Black Sam; Bill; Fisher; George; Hepps; Merraday; John; Jordan; Thos Lune; Manuel; Moses; Moses Harris; Major; Matthew; Philip; Phill; Peter; Soloman, Sam; Toby; Talleyrand; William; Washington; Aussie; Caroline; Lisa; Marianne; Nancy; Jodie; Sally; Lalie; Maria; Rachel; Angele; Vincent; Suzanne; John; Milite; Edward; Julianne; Sarah; Pierre; Betsy; James; Richard; Paul	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/02/03; St. Charles Parish, Book B, p. 370, 1859/0/05
Darpy	the following individual. Sarah	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/07/11
Davis, Ezra	plantation and unnamed individuals	1859	St. Charles Parish, Mortgage Book 11, p. 68, 1859/11/14
Fortier, Mrs. A.	plantation and unnamed individuals	1848	St. Charles Parish, Mortgage Book 7, p. 71, 1848/0/16
Fortis M. A.	land and 10 individuals, including the following: Auguste; Auguste	1851-1856	Tulane University, Citizens Bank Minute Book No. 7. 1856/03/14, 1851/12/23
Garcia, Felix	plantation and the following individuals: Bella; Henry	1847-1850	St. Charles Parish, Mortgage Book 7 p. 66, 1847/11/13, p. 39, 1847/06/1, p. 40, 1847/0/08; Conveyance Book A, p. 131, 1850/06/05

Owner	Mortgaged Collateral	Dates	Source
Garcia, Felix; Charles, Theodule, and Elvine Roussel; Julian Vienne	land and the following individuals: Abraham; Bill; Jacob; Peter; Jordan; Madison (alias Marcelle); Capitan Fish; Baptiste; Sam; Philippe; Edmond; Marianne; Suzanne and her children Jean and Nelly; Rachel and her two children Angile and Victor; Liza (alias Lily); Sully; Caroline; Toby; Talleyrand; Nellie; Nathan; Arthur Field; Sam Carroll; Alexander Jackson; Archer Carroll; George McHenry; Moses Harris; Henry Nazareth; Henry Hews; Betsy Gatewood and her children Marth and James; July Ann Johnson and her unnamed son; Eppse Johnson; Solomon Jones; William Denning; Henry Whetson; Len Thompson; Moses Howell; Rhody Flagg; Major Gillian; John Ashby; Nancy Rivers; Sam Red; Amy; Washington Spencer; Edmund; Allick	1853	St. Charles Parish, Mortgage Book 9, p. 111, 1853/01/03; Conveyance Book A, p. 174, 1853/01/03; Tulane University, Citizens Bank Minute Book No. 7: 1854/08/18
Haydel, Bd.	land and the following individuals: William; Rene; Peter Jean; Jacob; Gran Jean Louis; Edmond; Phanor; Victorise (alias Groton); Sebere; Henrietta; Marie and her three children Julie, Lewis, and Anais; Ursula; <i>Julia</i> ; Michael; Laurand (alias Capitain); <i>Felossese</i> ; Adele; Heloise; <i>Cital</i> ; Adeline; Pierre; Zoe and five unnamed children	1846	St. Charles Parish, Mortgage Book 7, p. 84, 1846/08/05
Labranche, Alcee	plantation and the following individuals: Nomme; Bartlett and unnamed individuals	1834-1851	Tulane University, Citizens Bank Minute Book No. 1: 1834/12/26, Minute Book No. 5: 1843/05/24, Minute Book No. 6: 1849/10/30, 1851/06/17; St. Charles Parish, Mortgage Book 9, p. 30, 1851/08/30
Labranche, L.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/07/22
Landreaux, Mrs. H.	unnamed individuals	1847	St. Charles Parish, Mortgage Book 7, p. 184, 1847/3/7
<i>Lansaux, Adele Rixner</i>	land and the following individuals: Daniel; John; Anne and her <i>Felonise</i> , Pierre, and Jim; Andrew; Michael	1860	St. Charles Parish, Mortgage Book 11, p. 185, 1860/10/31
Logan, Samuel	Eddy and his daughter Patsy; Masin; Sandy	1849	Tulane University, Citizens Bank Minute Book No. 6: 1849/06/07; St. Charles Parish, Mortgage Book 9, p. 16, 1851/06/04
<i>Lurupuru</i> , W. A.	plantation and 40 unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 4: 1842/02/09
<i>Mailles, George</i>	plantation and unnamed individuals	1860	Tulane University, Citizens Bank Minute Book No. 7: 1860/04/04

Owner	Mortgaged Collateral	Dates	Source
<i>Piscros, Francois H.</i>	plantation and the following individuals: Lewis; Anson; Ben; Colos; Hatani; Laurence; Francois; Gabriel; Hanalin; Charles; Joe; James Green; Jaques; Lazaou; Harry; Henry; Henry Holloway; Abraham; Michael; Alepis; Sandy; Richard; Jean Baptiste; David Livandais; Sawyer; Nat; Moses Holloway; Macke; Andres; Gross Davis; Richard Congo; Hyacinth; Anderson; Pierre; Gros Neilson; Ludolpohi; Baptiste; Hasse; George; Lydia; Helene; Fanny; Judith; Frances; Petvone; Sally; Sylvie; Louise; Ursula; Polly Classear; Grosse Polly; Charity; Anna; Trippy; Grosse Anna; Emilie; Jasse; Martha; Maria; Rachel; Paul; Robertson; Joseph; Robess; Francois; Henry; Sesaphine; Antoinette; Emilie; Eugenia; Celestine; Francois; Sally; Suzette	1838-1853	Tulane University, Citizens Bank Minute Book No. 1: 1835/03/27, Citizens Bank Minute Book No. 5: 1843/11/02, Citizens Bank Minute Book No. 7: 1853/06/23; St. Charles Parish, Mortgage Book 7, p. 14, 1835/04/20
Taylor, Lucy Thorn,	land and the following: Bill; Maria; Ben	1853	St. Charles Parish, Conveyance Book C p. 189, 1853/04/28; St. Charles Parish, Mortgage Book 11, p. 256, 1853/04/28
Walker, A. W.; J. T. Piseros; Bayles and Victoria Lebranche; Thomas Bisland	plantation and the following individuals. <i>Leurs</i> ; Antoine; Hilaire; Francois; <i>Marcuirie</i> ; Charles; Joe; Jack; Henry; <i>Colad</i> ; Richard; Jean Baptiste; Davis <i>Louadais</i> ; <i>Maidle</i> ; Pierre; Baptiste; George; Paul; Robert; Haul; Little Francois; Bastier; Ursin; Jean; Prosper; Sam; Ledge; Gros Davie; Lazarus; Alex; Andre; Hyancinth; Sally; Julie; Louise; <i>illegible</i> ; Polly; Charity; Anna; Rachel; Jeanne; Martha; Emelie; Celestine; Lydie and her daughters Coralie, Little Lydie, and Justine; Melinda; Job <i>Pranson</i> ; Robert Jackson; Bazile; Gabriel; Ned; John Aime; Isaac; Pierre; Helene; Aaron; Adam; Aduni; Alfred; Anderson; Anthony; Althea; Bartlett; Buck; Burton; Caldo; Chapman; Charles; Christopher; Eliza; Edwin; Eugene; Frank; Gurga Munsford, Giles; Henry; Humphrey; Jacob; Big James; Little James; Jessy; Joe; Big John; John; John C.; Little John; Josiah; Jordan; Joe; Juntum; Gerry; Lundum; Jenny; Manuel; Michael; Ned; Nickerson; Norman; Patrick; Paul; Phette; Pierre; Solomon; Sam; Sandy; Stanny; Stephen; Sawny; Thurston; Addam; Abey; Candide; Charlotte; Frances; Little Henrietta; Big <i>Big Maria</i> ; Little Maria; Marie; Marie Jeanne; Mary; Matilda; Martha; Pilagie; Sally; Sarah; Sylvie; <i>illegible</i> ; Ursula; Victoria; Jdee; Susannah; Rachel; Louisa; Toby; Edouard; <i>illegible</i> ; William; Sylvie; Zoe; Sissy; Elizabeth; Lidia; Phrasim; Manuel; Beamais; <i>illegible</i> ; Aleck; Sarah; Emilie; Elsey; Jeanne Boone; Toby; Harriet; Lydie; Nanny; James; Marie; Sambo; Adam; Eve; Henry; Jean Baptiste; Bastien; Francois; Oscar; Hilarie; Sally; Ned; Uriah; Libby; Caroline; Phillip; Susan; Maria Yellow; Frank; Bella; Samson; Venus; William; Linda; Hanes; Beck; <i>Charleston</i> ; Lavinia Maria; Dorsey; Hyacinthe; Paul; Annah; Rachel; Sam; Solomon; Maney; Rose; Ursine; Julia	1852-1857	Tulane University, Citizens Bank Minute Book No. 7: 1853/06/23, Citizens Bank Minute Book No. 8: 1857/04/23, 1857/06/01; St. Charles Parish, Conveyance Book A, p. 203, 1853/07/15, p. 148, 1852/09/01; Conveyance Book B, p. 263, 1856/02/20; Mortgage Book 9, p. 161, 1853/07/15

Owner	Mortgaged Collateral	Dates	Source
<u>St. Helena Parish</u>			
Kemp, Demcy	land and the following individuals: William; Samuel; Henry; Anthony; George; Lewis; Thomas; Richmond; Albert; Harry; Hannah; Rose; Sophia; Sarah; Sam; Delphy; Debly; Mary; Priscilla; Kizzy; Martha; Charles; Ephraim; Anderson; Manda; Israel; Charlotte; Adaline; Benjamin; Frank; Susan; Norrell; Jacob; Dennes	1838	Citizens Bank of Louisiana Papers, 1834-1914 Folder 2, 1838/04/14
<u>St. James Parish</u>			
Aime, Valcour and Josephine Roman; Valerin Choppin	the following individuals: Grand Augustin; Charles Creole; Ben; Celestin; Julien; Gabriel; Kito; Tom; Lewis; Plato; Manuel; Petit Augustin; Auguste; Gros John; Jack; Sibra; Gros Jim; Georges Murray; Petit Jim; Charlot; Davis; Frank; John Cochen; Benjamin; Ned; Matt; Louis Davy; Jerry; Watson; Jaret; Henry; Adams; Jeorg Taylor; Gim Sim; Harrison; Charles Martail; Ben Lunette; Gros Louis; Petion; Nielisse; Theodule; Adolphe; Frontise; Rosette; William Cordounier; Baptiste; Susanne and two children; Poyon and Noel; Grande Isabelle; Magdeline; Eulalie; Maraya and her child Juliette; Syhrie; Ketty; Dianah; Mathilde; Virginie; Marie; Henriette; Becky and an unnamed infant; Celeste and her three children Pierre, Celestine, and Antonine; Fanchennette and two children Eugene and Sally; Charite and her four children Francois, Cressey, Jasmin, and Jaur; Catharine and her two children Joseph and Cateau; Kesier; Heddy and her two children William and Bastin; Amiee; Nancy; Melicere; Liza; Francoise (La Grosse) and her two children Alexandre and Ceriasse; Euragie; Souky; Betsey; Juliette; Becky; Bony; Kety; Gilblas; Angelique and her unnamed infant; Francoise (Petit); Annette; Pichon; Gineriere; Kedy; Andre; Valere; Francis; Lubin; Sanape; Papillon; Charles; Mercure; Casimir; Marlborough; Cartonch; Smith; Hector; Piram; Cupidon; Jupiter; Ajax; Radamanthe; Polleux; Achille; Agobar; Baptiste; Toussaint; Rosette; Venus; Jeannette; Fanchon; Clotho; Mani; Hemide; Penelope; Martha; Zabllle; Marinette; Abenite; Jeanie; Hibe; Hyacinthe; Cephale; Tounsered; Annah	1836 - 1860	St. James Parish, Book 15, p. 444, 1836/09/03, p. 464, 1836/11/03; Book 16, p. 43, 1836/12/28, p. 384, 1837/08/22, Book 17, p. 352, 1838/07/18, Book 17, p. 377, 1838/08/01; Book 28, p. 199, 1849/10/11; Book 27, p. 117, 1850/04/12; Tulane University, Citizens Bank Minute Book No. 2: 1838/03/14, 1838/03/27; Citizens Bank Minute Book No. 8: 1860/05/28
Arceneaux, Joseph Leon and Arthemise Bergeron	plantation and the following individuals: Lindor; John; Ned; <i>Naripe</i> ; Henry; Liza; Mary; Seraphine; Celeste; Adam; Laurette; Jean Baptiste; Martha; Gregoire	1837	St. James Parish, Book 16, p. 363, 1837/0727

Owner	Mortgaged Collateral	Dates	Source
Armant, Family	the following individuals: Pompil; Charles, Robin; Flasian, Angelique; Agnes and her unnamed children; Clara; Isabelle; Caeraean; Ned; and unnamed individuals	1860	St. James Parish, Book 34, p. 193, 1860/02/27
Armant, Jean Baptiste and Rose Carmelite Cantrelle	plantation and the following individuals: Bambara; Camire; Baptiste; Pierre Sond; Tom Congo; Zamor; Michel; Lubin; Louis Congo; Adams; Jean Congo; Sharlot; David; Michian; Souvenir; William Petit; Alexis; Valere; Peter; Issac; Hector; Samson; Politho; Tom; Louis Mina; William Jackson; Alexis Cadcein; Leveille; Casmir; Toussaint; Petit Jean; Celestin; Congo; Jaco; Francois Calotte; Primus; Veux Isaac, Abraham; David Miller; William Iman; Daniel; Billy Buck; Ben Watson; Moses; Martin; Dicke; Michel Jeune; Memphis; Michel Cadein; Gros Sam; Jack Boucher; Robertson; David Braman; James O'Neill; Laray; Jack Plaquemine, Demi; Philippe, Petit Abraham; Will; James; Cilus; Humphrey; Smart; Basil; Francis; Sylvester; Mulatre; Gabriel; Mani Therese; Mandialle; Victoria; Helena; Marianne; Hennan Congo; Thebe; Francoise Macom; Rosette; Maria; Fanny; Sissley; Hennan Mina; Hannah Congo, Hannah Virginie; Emilie; Pesine; Terzile; Nancy; Sally; Julee; Nanny; Franqui, Sally Valerie; Nanny Omphrey; Marguerite Denis; Charite; Nelly; Petite Rosette; July; Becky; Sophie; George; Agnes; Jeanne; Marianne, Lisc; Pierre; Alzire; Emile; Arthemise; Stephen; Pelagie; Elizabeth; Mars; Michau; Gabriel; Aspasia; Honore; Anderson; Cyprien; Drausin; Louis; Joseph	1834-1840	St. James Parish, Book 13, p. 705, 1834/08/19, p. 733, 1834/08/25; Book 18, p. 366, 1840/01/14
Armant, Jean Seraphin and Louise Amelie Fuselier	plantation and the following individuals: Randall; Ketto; Ben; Richard; Scipio; Little Bob; Sam; Elisa; Eliza and her son John; Lucy, Charite; Took; Diana and her daughter Betsey; Robert; Saphy; Will, Bob; Foulard; Jim; Claris; Valentine; Sarah; Maria; Melierte; Eugene; Bob Chartant; Sambo; Jerphy; Jack; Victoire; Lubin, Nuriea; Eustache; Joseph Boulanger; Joseph; Francois; Francis; Henry; Figaro, Jose; Noel; Tom; Janveir; Nancy; Jane and her two children Nancy and Marceline; Sylvain; Louis; Valentin; Henrietta; Betsey; Marie Louise; Henriette and her three unnamed children	1836-1847	Tulane University, Citizens Bank Papers, Folder 2, 1838/12/17; Citizens Bank Minute Book No. 2 1837/05/17, 1837/05/27, 1840/01/03; St. James Parish, Book 15, p. 422, 1836/07/27, p. 429, 1836/08/06, Book 16, p. 313, 1837/07/03, p. 371, 1837/07/22; Book 17, p. 439, 1838/12/12, p. 447, 1838/12/17; Book 18, p. 623, 1840/08/17, p. 660, 1840/09/01, Book 19, p. 366, 1840/12/19; Book 25, p. 271, 1847/08/18
Armant, Mrs.	land and 41 unnamed individuals.	1838-1848	Tulane University, Citizens Bank Papers, Folder 2, 1838/12/17, Citizens Bank Minute Book No. 4. 1842/02/19; M-1847, Citizens Bank Mortgage Book
Bergeron, G.	plantation and 52 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book

Owner	Mortgaged Collateral	Dates	Source
Bergeron, Michel and Constance Bergeron	plantation and the following individuals: Squire; Ben; Francois; Augustin; Simon; Michel; Louis; Pierrot; Joseph; Jean Baptiste; Cyprien; Jean Louis; Francois; Ben; Leveille; Augustin; Simon; Louis; Samson; Esquire; Andre; Augustin; Justine; Delphine; Henrietta; Manette; <i>Elionsore</i> ; Celeste; Marguerite; Julie; Hypolite; Zenon; Syhre; Edmond; Ophelia; Poupone; Angelina; Syhain; Adile, Millin; Etienne; Rock; Dick; <i>Unin</i> ; Jacques; Palsey; William; Allin; Baptiste; Grand Jean Louis; Catherine; Victorin; Victorine	1834-1847	Tulane University, Citizens Bank Minute Book No. 1: 1834/08/22; Citizens Bank Minute Book No. 6 1847/03/25; St. James Parish, Book 13, p. 768, 1834/10/10; Book 16, p. 352, 1837/07/26, p. 420, 1837/08/30; Book 17, p. 321, 1838/06/22; p. 335, 1838/06/26; Book 18, p. 367, 1839/12/30
Bergram, Mr.	plantation and 23 unnamed individuals	1837	Tulane University, Citizens Bank Minute Book No. 2: 1837/07/15
<i>Bienvenu, L.</i>	plantation and unnamed individuals	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/12/22
Blouin, Evariste and Denise Arcenaux	plantation, land, and the following individuals: Becky; Sarah; Lucy; Manette; Nelly; Raymond; Philippe; Bazile; Marie Jeanne; Jean Baptiste; Paulin; Marie Louise	1835	Tulane University, Citizens Bank Minute Book No. 1. 1835/02/20; St. James Parish, Book 14, p. 113, 1835/04/09; p. 203, 1835/04/28
Butler, Caroline	the following individuals: Randall; Eliza and her eight children Francis, Emily; Caroline, Cezar, Henry, Fonty, Lucy, and Robert; Saul; Winney her six children Wyatt, Bedford, Leroy, Davy, William, and Patsy, and Patsy's two children Jerry and Nelly; York; Peter; Archibald; Sam; Hannah and her five children Jones, Pleasant, Miles, and Letty; Maria	1844	St. James Parish, Book 21, p. 118, 1844/07/26; p. 123, 1844/07/30, p. 189, 1844/08/06; Tulane University, Citizens Bank Minute Book No. 5: 1844/07/30
Cantrelle, Joseph Xavier and Louise Dejean	plantation and the following individuals: Justin; Nanciser; Francois; Louis; Andre; Dick; Charles; Bill; Billy; William; Adams; Ferdinand; Joe; Jean Baptiste; Eugene; William; Rose and her son Valsin; Jane; Maria; Euphrosine; Nancy and her child Francisque; Phoebe; Louise	1834-1844	Tulane University, Citizens Bank Minute Book No. 1: 1834/08/07; St. James Parish, Book 13, p. 690, 1834/08/13, p. 731, 1834/08/20, Book 21, p. 128, 1844/08/03, p. 131, 1844/08/03
Champagne, Evariste and Caliste Sexchieneider	plantation and the following individuals. <i>Galsin</i> ; Louis; Justin; Francois; Jean Pierre; Marianne; Charlotte	1837	St. James Parish, Book 16, p. 473, 1837/12/12
Chapdu, Alexandre	plantation, land, and the following individuals: Anachreon; Thomas; Sunday; John; Isaac; Gabriel; Adelle; Marie; Charlotte; Aima; Maria; Etienne; Gustave; Flore; Victorie; Zoe; Pauline; Lise	1834-1844	St. James Parish, Book 13, p. 736, 1834/09/10, p. 748, 1834/09/18; St. James Parish, Book 21, p. 150, 1844/08/24, Book 21, p. 148, 1844/08/24
Croizet, Suzanne	plantation and the following individuals: <i>Janvier</i> ; Jim; Pierre; Benard; Jean Baptiste; Lausen; <i>Chapio</i> ; Henry, Françoise; Clarisse; <i>Tenerieve</i>	1837	St. James Parish, Book 16, p. 100, 1837/03/21; St. James Parish, Book 16, p. 131, 1837/03/27

Owner	Mortgaged Collateral	Dates	Source
Delogny Jr., Edouard Robin and Caroline Trudeau	plantation and the following individuals: George; Thom Zuce; Joe Congo; Amos; Ben; Ambrose; Stepney; Oliver; Salomon; Bob Osburn; Willis; Martin; Walker; Morris; John; Warrick; Joe Walker; Lubin; Felix; Davy; Sam; Remy; <i>Chricopher</i> ; Washington; Charles; Tom Levox; Louis; Faro; George Congo; Bob; Manette; Venus; Maria; Betsey; Adelaide; Marie Tuseau; Catherine; Agathe; Charlotte; Annah; Eleonire; Cesaire; Rachel; Mary; Victorine; Thelma; Mary Davis; Adelaine; Effie; Victor; Louis; Celestine; Frana's; Manette; Alexandre; Jonny; Dolly; Celestin; Maurice; Harry; Gordon; Tom; Jessy; Peter; Henry; Charles, Duncan; Alerte; Chamblain; George; John Tureaud; Benjamin; Charles; Jay'ou; Premier; Marie Lucuie; Lulie; Fanny; Maria; Esther; Clessyde; Susanne; Elizabeth; Adelaide; Nannie; Toussine; Eulalie; Millicente; Ronni; Pauly; Eilbert; Bernard; Augustine; Eleonore; Irma; Molly; Eliza; Nancy; Jims	1835	St. James Parish, Book 14, p. 65, 1835/03/24
Donaldson, Edward	land and 43 unnamed individuals	1851	Tulane University, Citizens Bank Minute Book No. 6: 1851/06/17
Duplantier, Armant; Edouard and Charles Fortin; Celeste Parent; Marie Arsene Fortin; Felicie Communy	plantation and the following individuals: Azor; <i>Arlequin</i> ; William; Pacane; Nick; Mimi; Coto; Phil; Harmstead; Paul; Andre; Emond; William; Brack; Celestin; Comondore; Tom yellowbelly; George; Billy; Lindor Congo; Caira Borgene; Jean Pierre; Tamba; Charlos; Adam; George Saly; Louis Betsy; Louis Hita; Nat; Eugene; William; Jacques; Noel; George; Antony; <i>Quioter</i> ; <i>Baltimore</i> ; Isaac; Antony Gloster; James; John Green; Johnson; Petit Billy; Allan; Riss; Willey; Francisque; Catherine; Mary; Julie; Marianne Hilow; Betsey; Canba; Manon; Cleonise; Lucie; Marie-Jeanne; Marianne; Minerve; Polly; Fity; Josephine; Edwilde; Nanette; Frederick; Souris; Florestine; Mathilde; Sally; Adelaule; Vinant; Bernard; Elsy; <i>Bellevare</i> ; Mina; Ketty; Ortere; Michel; <i>Alssed</i> ; Jacob; <i>Pelagce</i> ; Charles; Francoise; Charlotte; Julis; Francoise Petit	1837	St. James Parish, Book 16, p. 188, 1837/04/27, p. 202, 1837/05/05; Tulane University, Citizens Bank Minute Book No. 2: 1837/05/13
Dupresne, Isadore and Adam Champagne; Theodule Tupagnier	land and the following individuals: Louis; Jean Pierre; Valsin; Justin; Charlotte; Marianno	1852	Tulane University, Citizens Bank of Louisiana Papers, 1834-1914, Folder 3: 1852/09/13, Citizens Bank of Louisiana Papers, 1834-1914, Folder 3: 1852/09/13

Owner	Mortgaged Collateral	Dates	Source
Fabre, Joseph Paul and Amelie Perret	plantation and the following individuals: Pierre Congo; Henry; Jerry; Eugenie; Pompee; Baptiste Congo; Charles; Victor; Tousaint; Edmond; Benjamin; Petit George; Lucie; Octave; George anglais; Michel; Amelie and unnamed infant son; Julien; Luckey and her three children Celisitn, Armstead, and Magdeline; William; Alfred; Louisa, Damon; Apollon; Mark; Joseph; Ramien; Philippe; Flora; Hyholite; Jacquah; Tom, Marie and her son Augustin; Louis; Eliza and her three sons Etienne, Zenon, and Germaine; Conacon; Narcisse Hopier; Eugenie; Peter; Drauzine; Henriette and her two children Francisque and Drauzine; Caroline; Erivin; Louis Bourgeois; Diana; Frederic	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/08/22; St. James Parish, Book 13, p. 786, 1834/10/18, St. James Parish, Book 13. p. 806, 1834/11/11
Gaiennie, Gervais and Louis Rene	land and the following individuals: Alexandre; Joly; Alexandre Congo; Jos; Henry; Alexandre; Jos Woodlen; Priscille; Fanny; Henriette; Clementine; Marianne; Catherine; <i>Vetcher</i> ; Washington; Marguerite; Charles; Priscillane; Marianne; <i>Theresia</i> ; Henry; Hillard; David; Gilbert; Moses; John	1842-1843	St. James Parish, Book 20, p. 25, 1842/04/15; Tulane University, Citizens Bank Minute Book No. 5: 1843/01/28
Godbery, James William and Marie Estelle Dupuis; William Peter Welham and Reine Seraphine Theriot; Catherine Mariner	plantation, land, and the following individuals: Ashly; Charles; Adam; Sandy; Will; Gasmill; Wyott; John; Butler; Little Charles; Dick; Abraham; Rose; Hannah; Fanny; Celina; <i>Marguinte</i> ; Sally; Mary; George; Avenu; Emelina; <i>Olor</i> a; Jim Boy; Israel; Big Mary; Ann; Jenny; Prince; Henry	1837-1839	St. James Parish, Book 16, p. 302, 1837/06/22, p. 340, 1837/07/15, Book 18, p. 173, p. 241, 1839/04/17
Gourdin, J.	unnamed individuals	1835	Tulane University, Citizens Bank Minute Book No. 1: 1835/02/20
Hoa, Albert and Pierre	plantation and the following individuals: Rose and her three children, Norbert, Denis, and Anais; Henriette; Sophie; Euiele; unnamed child of Jeanne	1838	St. James Parish, Book 17, p. 384, 1838/08/14
Jacob, Ursin and Eleonore Perret; Edouard Jacoband and Celestine Malarcher; Jean Louis Haudressy and Adelaide Tureaud	plantation and the following individuals: Creipin; Edmond; Chelsey; Viux Charles; Claiborne; Perry; Singleton; John Lonagere; <i>Tortue</i> ; Petit John; William Berry; Thelemaque; Randall; Joseph; Jefferson; Daniel; Sam; John; Semon; Isaac; Charles; Billy; William; Iem; Isaac Forgeron; Auguste; Aimee; Hannah; Marie Joseph; Ketty; Diana; Eggo; Marie; Sioney; Maria; Catherine; Therese; Bill; Harriette; Hellene; Marie	1837-1849	St. James Parish, Book 16, p. 84, 1837/02/21; p. 98, 1837/03/01; Book 28, p. 219, 1849/06/11

Owner	Mortgaged Collateral	Dates	Source
Johnson, Henry	plantation and the following individuals: Aubry; John; Doctor; Richard; James; Mitchell; James; Stephen; Anthony; Billy; Milly; Betty; Polly; Nancy; Sarah; Sophy	1839	St. James Parish, Book 18, p. 244, 1839/05/29
Jourdan, Jean Baptist Noel and Julie Laplanche; Emilie Jourdan; Edouard Jacob and Vasseur Webre	plantation and the following individuals: Washington; Peter; Samboll; Cyrus; Jim; Charley; Archy; Cato; Bacchus; Aaron; Mingo; Peter Wig; Henry Isaac; Felix; Henry; Francois; Jackson; Tom Edmonds; Vincent; Oxem; Paul; Sandy; Dick; Joe; Alfred; Isaac; Bill; Jean Baptiste; Brown; Jack; John; Honore; Montgomery; Sylvie; Winey; Vessy; Caroline; Hannah; Maria with three children Euphrosine, Charles, and Rosana; Mary with five children Livina, Mathilde; Marie; Alphonse, and Fanny; Winnie and her daughter Elizabeth; Clara and her three children Louise, Auguste, Jean; Cicey and an unnamed infant son; Amelia; Mary; Susan; Aimee; Charlotte; Alec; Honore; Henry; Daniel; Montgomery; Jackson; Louis; Tom; Levy; James; Clem; Archy; Paul; Alexandre; Axem; Jacky; John; Jerry; Marie Joseph; Sylvie; Winny; Annaka, Byra; Caroline; Sarah; Christine; Charlotte; Aimee; Rose; Anna and her son Tom; Mary and her son Jacob; Vacey; Ninne mulatto; Marie Locure; Maria; Little Louis	1834-1860	Tulane University, Citizens Bank of Louisiana Papers, 1834-1914, Folder 4, 1860/04/13; St. James Parish, Book 34, p. 735, 1860/12/03; Tulane University, Citizens Bank Minute Book No. 1: 1834/08/07; St. James Parish, Book 13, p. 696, 1834/08/16; St. James Parish, Book 13, p. 711, 1834/08/20; St. James Parish, Book 21, p. 135, 1844/08/06; St. James Parish, Book 21, p. 137, 1844/08/06
Landry, Joseph and Ethelvina	plantation and the following individuals: Jackson; Bob; James; Ruban; Peter; Robert; Cooper; Henry; Moses; Louise; Jane; Marie Louise; Melandy; Agnes; Janvier; Leroy; <i>Valevin</i> ; Victoire	1838	St. James Pansh, Book 17, p. 243, 1838/05/04, St. James Parish, Book 17, p. 284, 1838/05/12
LeBourgeois, Louis and Erazie Haydel	plantation and the following individuals: Jessy Commandeur; James Cook; Joe; Geo Charpentier; Azie; Robine; Joseph; Draid; Sassich; David; Mack; Jeffrie Spid; Jeffrie Brunt; Abraham; Toussaint; George Calfer; George Bischan; Goand Daniel; Daniel Walkins; John Jackson, Peter; Kitt; African; Tiet; Adam; Jas NeClace; Valin; Baptiste; Jean Baptiste; James Lacour; James Pagnol; Augustin; Andre; Charles, Azer; Antoine; Toussaint Jeinie; Moliere; Francois; Rachel; Syllia; Adam; Fanny; Washington; Robertson; Lucinda; Eve; Zinon; Marianne; Meley, Olivier; Claire; Suzanne; Marie Joseph; Henrietta	1834-1842	Tulane University, Citizens Bank Minute Book No. 1: 1834/08/07, Citizens Bank Minute Book No. 4: 1842/05/09; St. James Parish, Book 13, p. 693, 1834/08/16, p. 712, 1834/08/16, Book 20, p. 94, 1842/05/27
Leche, Jean and Marie Scholastique Keller	plantation and the following individuals: Sam; Dick; Perry; Scipion; Thelemaque; Celeste; Marie; Victire; Victorine	1837	St. James Parish, Book 16; 337, 1837/07/17; p. 347, 1837/07/20

Owner	Mortgaged Collateral	Dates	Source
Millet, Marguerite	plantation, land, and the following individuals: Lindor; Andre; Amisise; Sylvertre; Jacques Congo; Michel Senegal; Kampe; Gabriel; Francois; Jacques; Antoine; Valentin; <i>Elarcow doi Gaspard</i> ; Agathe Cuineese; Henrietta; Charlotte and her unnamed child; Berthilde and her twin children; Maryann; Jean Louis; Eliza; Suzanne; Rosalee; Celestin; Rosette; Toussin; Jean Baptiste; Octavie; Francoise; Venus	1835-1845	St. James Parish, Book 14, p. 118, 1835/04/11, p. 141, 1835/04/18; Book 20, p. 120, 1842/06/20; Book 21, p. 80, 1844/05/31; Book 22, p. 62, 1845/04/04; p. 60, 1845/04/04
Nicholas, Robert Carter and John Spear Smith	plantation and the following individuals: Albert; Henderson; Armstead; Alleck More; Alleck Ellis; Barnaby; Bob; Beverley; Ben Batts; Buck; Austin; Euffy; Godfrey; Harry; Henry Green; Hendry Bedford; Joe Locust; Jesse; Louis Ellis; Louis Brackenridge; Jim Franklin; Nelson; Napper; Peter; Spotswood; Sam Page; Thomas; Winter; Betty; Delphy; Emily; Fanny; Harriet; Judy; Linder; Frances; Louisa; Maria; Mary Eustes; Lucy; Mary Prenie; Nancy Napper, Nelly; Lucky Cole; Sizan; Sarah; Sylva; Eugenie, Winny; Betty Ellis; Eliza; Spencer Powell; Milly; Edward; Sylva; Jane; Gracy; Caroline; Succordy; Elmore; Tom Daphny; Bill Patterson; Salomon; Nancy Linder	1835-1845	St. James Parish, Book 14, p. 124, 1835/04/14, p. 140, 1835/04/18; Book 22, p. 58, 1845/04/03, p. 55, 1845/04/03, Book 21, p. 118, 1844/07/26, p. 123, 1844/07/30, Book 21, p. 189, 1844/08/06; Tulane University, Citizens Bank Minute Book No. 1: 1837/05/27, Citizens Bank Minute Book No. 2: 1837/07/15, 1838/03/14, 1838/03/27, 1838/11/0
Ordman, J. B.	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/08/07
Patin, Heirs of Louise	plantation and the following individuals: Leandre; Francois; Gilblas; Lazre; Tobie; Mandrin, Mars; Pret-a Boire; Airil; Valere; Francis; Lubin; Tanasse; Papillon; Charles; Onusre; Mercuce; Joe; Thomas; Casimir; Malborough; Cartouche; Antoine; Bacchus; Mahomet; Smith; Johnny; Paris; Hector; Pirain; Cupidon; Argus; Jupiter; Ajax; Radamanthe; Pollux; Achille; Lovelace; Thom; Gognon; Agobar; Doho; Ellick; Julian; Baptiste; Martin; Pierre; Toussaint; Jean; Augustine; Theotis; Rosette; Venus; Zaire; Jeannette; Fanchon; Clotho; Marie; Hermide; Servilie; Penelope; Adeline; Suzanne; Mary; Rose; Benedicte; Francoise; Eugenie; Marthe; Zabelle; Marinette; Pallas; Cybelle; Abenile; Jeanne; Hebe; Angelle; Hyacinthe; Celestine; Desiree; Adele; Rosine; Zephyre; Adoeris; Cephale	1834-1844	St. James Parish, Book 13, p. 699, 1834/08/06; p. 723, 1834/08/20; Book 21, p. 141, 1844/08/15
Priestley, William; Margaret Fulker, Jane Priestley; Catharine Caroline Priestley; Priestley & Bien; Harris Ferry	plantation and the following individuals: Bob; Lee; Bousgagne; Oscar; Davy; Bill; Chelsey; Ness; Tom; Leach; Charlotte; Coley; Milly	1837-1858	St. James Parish, Book 16, p. 331, 1837/07/14, p. 373, 1837/07/22; Book 25, p. 224, 1847/03/18; Tulane University, Citizens Bank Minute Book No. 8: 1858/03/04

Owner	Mortgaged Collateral	Dates	Source
Roman, Andre Bienvenue and the heirs of Louise Patin	plantation and the following individuals: Charles Green; Scipeon; Sylvestre; Sunday; Sam; Paris; Patrick; Long Tom; Petit Tom; John Bristle; John <i>Scabre</i> ; John Insel; Abraham; Dick; Bill; James Parker; Joe <i>Cabre</i> ; Charles <i>Vieux</i> ; Charles Wagner; Wilson; William; Lodivell; Elias; Walter; Cesar; Bob; Relf; Claiborne; Ness; Honore; Frederic; Isaac; Richard; Joe; Etienne; Mary Sandy; Maria; Anne; Hannah; Kitty; Jane Dick; Harriet; Henrietta; Henny; Eliza and her two children Louisa and an unnamed child; Eliza and three children Eddo, Caroline and Jacob; Nieille Lucie and two children John and Christine; Lucie; Zemire; Lydia; Mary; Rachel; Rosette; Fanny; Alfred; Jane; Diana and her two children Henry and an unnamed child; Fanchette	1834-1854	Tulane University, Citizens Bank Minute Book No. 1. 1834/08/07, Citizens Bank Minute Book No. 2: 1837/06/19, Citizens Bank Minute Book No. 7: 1854/12/29; St. James Parish, Book 14, p. 108, 1835/04/08, p. 135, 1835/04/18; Book 15, p. 442, 1836/09/03; Book 22, p. 65, 1845/04/05, p. 68, 1845/04/05
Roman, Sosthene and Arthemise Landreaux; Jacob Denny, William Hiesonymus, and Webb Ross	plantation and 105 individuals, including the following: Joe Dick; Tom; Sam; Edward; Zaccharie; Flander; Jean Baptiste; Buck; Jack; Henry; Jolly; Simon; La Fortune; Allain; July; Apollon; Joe <i>Peytavis</i> ; Richard; James; Jean Pierre; Fortune; Frank; Isaac; Martin, Alexandre; William; Prenee; Louis; Leandre; Louis; Jean; Noble; Francoise; Nieille Lucie; Marianne; <i>Properpine</i> ; Rose, Sylvie; Hobe; Maimie; Sarah; Petit Phillis; Maria; Sally; Jeune Lucy; Louisa; Becky; Megere; Ketty; Little Ann; Henrietta (Jeune); Joannah; Aggay; Julia; Cecile; Charite; Dianah; Mathilda; Bazile; Jacob; Fanny; Babet; Manon; Fiyaro; Marguerite; Jeannette; Agnes; Auguste; Charles; Lubin; Charlotte; Mariette; Brigitte; Flore; Leanneton; Thomas; Charles; Bob; Amable; George; Henry; Hutton; David; Alerte; Rubin; Willis; Sephin; Bien Aime; Ismael; Joe Griffe; Blaise; Lubin; Alexandre; Petit Noel; Delcy; Antoinette; Nanette; Grand Phillis; Fanchonnette; Julie; Nanette; Celestine; Ariane; Louise; Sophie; Marguerite; Stephen; John	1835-1857	St. James Parish, Book 14, p. 350, 1835/11/02, p. 358, 1835/11/07, Book 16, p. 169, 1837/04/18, p. 195, 1837/04/28, p. 349, 1837/07/25, p. 375, 1837/07/29; Book 17, p. 170, 1838/04/07, p. 198, 1838/04/12; Book 18, p. 1, 1839/01/05, p. 29, 1839/01/11; Book 23, p. 114, 1845/11/06, p. 111, 1845/11/5; Tulane University, Citizens Bank Minute Book No. 1: 1837/05/27, Citizens Bank Minute Book No. 2: 1837/07/15, 1838/03/14, 1838/03/27, 1838/11/0; Citizens Bank Minute Book No. 6: 1850/04/09; Citizens Bank Minute Book No. 8: 1857/05/18
Roman, Victoire	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1. 1834/08/22
Smith, R. C. and Nicholas	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/08/07
Strong, Jesse	plantation and the following individuals: Henry; Nash; Green; David Black; Ben Black; Anthony Black; Noah Black; Nelson Black; Silvia; Winney	1834-1845	Tulane University, Citizens Bank Minute Book No. 1 1834/08/07; St. James Parish, Book 14, p. 4, 1835/01/07, p. 131, 1835/02/04; Book 21, p. 254, 1845/01/07; p. 252, 1845/01/07
Taney, Louis M. and Marie Cephalie Fabre	plantation and the following individuals: Billy; Judith and her two daughters Hannah and Bazile; Agathe; <i>Gand</i>	1837	St. James Parish, Book 16, p. 298, 1837/06/20, p. 317, 1837/06/29

Owner	Mortgaged Collateral	Dates	Source
<i>Votre, Mrs. George</i>	land and unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 4: 1842/03/23
Webre, Georges	Linder; Agathe; Gabriel; Francis; Jean Louis; Eliza; Toussaint; Octavie; Buthilde; Adam; Luzann; Rasalin; Citistin; Amisere; Campi; Sylvestre	1835-1844	Tulane University, Citizens Bank Minute Book No. 1: 1835/03/25; Tulane University, Citizens Bank Minute Book No. 5: 1844/05/31

St. John the Baptist

Arnaud, Mrs. J. E.	plantation and the following individuals: Brisson; Peter and other unnamed individuals	1838-1846	Tulane University, Citizens Bank Minute Book No. 2: 1838/05/04, 1838/09/06, 1838/10/01, Citizens Bank Minute Book No. 5: 1843/05/24, 1844/10/04, 1844/10/23, 1846/02/19
Bell, C.	plantation and 37 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
Boulginy, Dominique	sugar plantation and 44 unnamed individuals	1852	Tulane University, Citizens Bank Minute Book No. 7: 1852/09/09
Garcia, Felix and Adolphe Jorapum	the following individuals: Ferdinand; Jean; Tom; Bill; Lucile; Rachel; Lucile Joe; Machel Martin; Hanny; Phebe; Maffy (alias Mary); Charlotte and her children Jean and Valcount; Albert; Anson; Caroline	1846-1853	St. John the Baptist Parish, Conveyance Book Y, p. 68, 1846, Tulane University; Tulane University, Citizens Bank Minute Book No. 4: 1842/06/30; Citizens Bank Minute Book No. 7: 1853/05/05, 1853/05/12, 1853/07/14
Garcia, Felix and Dunlap Momure Inc.	Arnaud plantation and 25 unnamed individuals	1852	Tulane University, Citizens Bank Minute Book No. 7: 1852/05/20
<i>Trigras, L. S.</i>	plantation and unnamed individuals.	1842	Tulane University, Citizens Bank Minute Book No. 4: 1842/01/19
Panes, Marie Louise	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/08/22

Owner	Mortgaged Collateral	Dates	Source
<u>St. Landry Parish</u>			
Angamarse, Eugene Henri	plantation and the following individuals: William Brown; Rose; Tom Mumford; Allen Brown; Jow; Tom; Edmond Sampson; Charles Williams; Peter Camble; Ben Street; Henry Haskins; Jemen Jones; Jack Ludwick; Antoine; Chapman; Ben; Henry; Charles; Phil; Edmond; George; Fanny; Jilly; Angelique; Agathe and her child Hense; Julie; Tilly and her child Henriette; Silvestre; Sethe; Adolphe; Jules child of Tilly Ann; Mary Walker; Lucy Ann; Mareilla; Eliza Ann and her son Ernest; Becky Prior	1850-1851	Tulane University, Citizens Bank Minute Book No. 6: 1851/02/18; St. Landry Parish, Mortgage Book 5, p.47, 1850/03/22
Chretien, Appolite	plantation and unnamed individuals	1849	Tulane University, Citizens Bank Minute Book No. 6: 1849/11/20
Cooke, J. A.	sugar plantation and unnamed individuals	1857	Tulane University, Citizens Bank Minute Book No. 8: 1857/02/10
Cooke, Thomas and Thomas C. Anderson	land and the following individuals: Jim Bell; Moses Hall; Daniel Sharp; Ive Williams; Peter; Jim Carpenter; Andrew; Reuban; Alexander; Lizzy; Eliza; Mary Jane; Beddy; Tom	1853	Tulane University, Citizens Bank Minute Book No. 7: 1853/06/09; St. Landry Parish, Mortgage Book 7, p. 1, 1853/06/30
Denegre, William	land and the following individuals: Sam; Peter; Tom; Richard; James Posey; John; Eugene; Joe; Amanda; Molly; <i>Joe Saul</i> ; Nancy; <i>Ninny</i> ; Milly; Louisa; Finny; Jane; <i>Beck</i> ; Thomas; <i>Willy</i> ; Lemuel; George; Flora; Howard; Anthony; Alfred; Alleck; Fanny; Maria; Agnes; Patience; Juliette; Celeste; Manuel; Mary; Charlie; Melinda; Lucinda	1858	St. Landry Parish, Mortgage Book 9, p. 86, 1858/08/31
Doyle, John	land and the following individuals: Eliza and her child Charlotte	1837	St. Landry Parish, Conveyance Book IJ-1, p.125, 1837/07/21
Flaujac, Garrigues, Chretien, Hippotite	land and the following individuals: Anthony; Wally; Macuya; Etienne; Jefferson; Marguerite; Henriette and her children <i>Terry</i> and <i>Carmelite</i> ; Delphine and her child Ceaser; John	1832-1850	St. Landry Parish, Mortgage Book 2, p. 110, 1832/06/11; Conveyance Book IJ-1, p. 137, 1837/09/13; Mortgage Book 5, p. 36, 1850/01/23
Hill, Dr. George	plantation with the following individuals: Sam; Amanda; Thomas; Willy; Lemuel; George; Peter; Molly; Flora; Howard; Anthony; Poisante; Alfred; Alleck; Fannie; Thom; Nancy; Richard; Maria; Agnes; Patience; Winny; Juliet; Celeste; Manuel; Milly; Mary; Louisa; Charlie; Tinny; Melinda; James Posey; Jane; John; Eugene; Beck; Lucinda; Joe	1858	Tulane University, Citizens Bank Minute Book No. 8: 1858/08/21, Citizens Bank of Louisiana Papers, 1834-1914, Folder 5

Owner	Mortgaged Collateral	Dates	Source
Moore, William	land and the following individuals. Asey Sparks; Bon Luckey; Joe Dawsey; James Hawkins; Augustus Speake; Magloire; Milley Luckey and her unnamed child; Marie and her child Laura; Delia; Millie Gage and her child Bob; Elizabeth Luckey	1837-1838	St. Landry Parish, Conveyance Book IJ-1, p. 188, 1837/04/18, p. 190, 1838/02/24; Tulane University, Citizens Bank Minute Book No. 2: 1838/02/12
Offult brothers	unnamed individuals	1835	Tulane University, Citizens Bank Minute Book No. 1: 1835/05/11
Overton, John H. and Patrick H.	land and the following individuals: Virgil; Peter; William; Billy; Amos; Harry; Claiborne; Sterling; Shepherd; Charles; Azores; Peter Jones; Robert; Hector; Joe Lu; Joe Blanks; Beverly; Jeff; Daniel; Solomon; Bob; Bill; Virgil; Mitchell; Becky; Caroline and her children Henry and an unnamed child; <i>Tempy</i> with her child David; Rose and her children Bill and Lydia; Betsy and her five children Henderson, Becky, Dan, George, and an unnamed child; Hannah and her two children <i>illegible</i> and Sukey; Phillis and her unnamed child; Rachel and her child Phillis; Patty and her child Phebe; Flora and her unnamed child	1838	St. Landry Conveyance Book IJ-1, p.177, 1838/01/20
Smith, Raphael J.	land and the following individuals: Aaron; Harriet; Henrietta; Sarah Ann; Arthelia	1837	St. Landry Conveyance Book IJ-1, p.148, 1837/07/31
Smith, Robert E.	land and the following individuals: Essex; <i>Melly</i> ; Maria; Charlotte; Matilda; Harriet; Susan; James; Henry; Nelson; Auguste; Mary; Henriette; Catherine; Louisa an infant girl; Julia; Clarissa	1837	St. Landry Conveyance Book IJ-1, p. 137, 1837/06/29

St. Martin Parish

Amy, Mrs Carmelite	land and the following individuals: Jack; Joe, William; Guillaume; Martin; Jean Baptiste; Rose; Darg	1856-1858	St. Martin Parish, Conveyance Record 26, p. 123, 1858/04/12; St. Martin Parish, Conveyance Record 24, p. 342, 1856/07/03; St. Martin Parish, Conveyance Record 26, p. 59, 1858/11/29
Boutelou de St. Aubin, Francois Charles	land and the following individuals: Sam; Bessey (alias Ellen); Isaac; Maryann; and 7 unnamed the following individuals	1838	Assumption Parish, Mortgage Record 1831-1835, p. 209, 1838/10/30, Mortgages 1835-1841, p. 128, 1837/08/10; Mortgage Book 1834-41, p. 209, 1838/10/18; St. Martin Parish, Conveyance Record 11, p. 11, Tulane University, Citizens Bank Minute Book No. 2: 1838/09/03
Boutte, Celeste	land and the following individuals: Louise; Hector or Nelson; Lubin; Zoe; Zenon; Edward ; Alexandre; Petit; Eliza; Victor; Jean Louis	1838	St. Martin Parish, Conveyance Record 10, p. 37; p. 307, 1838/03/17, p. 370, 1838/05/29

Owner	Mortgaged Collateral	Dates	Source
Canby, Sarah	the following individuals: Denis; John; Washington; Henry Shy; Mary; Maria; Caroline; Ned Tavis; Godfrey; Kitty Daniel; Little Daniel; Mary Daniel, Martha; Henry Rider; Tesse Rider; Little John Pickett; Sarah Pickett; Ann Rufus; Little Rufus; Edmond Daniel; Martha Daniel; Van Buren Daniel; Martha Tom; Fanny Travis; Charlotte Randolphe; Ann; Henry Kohn; Little John Pickett; Monroe Daniel; Nanncy; Henry; Henry; Peter; Sam; Manuel; Delly	1840	St. Martin Parish, Conveyance Record 12, p. 150, 1840/04/30, p. 217, 1840/06/04
Darby, Widow S. M.	plantation and 50 unnamed individuals	1844	Tulane University, Citizens Bank Minute Book No. 5: 1844/04/10
DeBlanc, Contance	land and the following individuals: Blaise; Dick; Bob; Dub; Hishem; Henry; George; John; Meartin; Philippe; Nelson; Harry Parker, Lajeunesse; Etienne; Green; Charles; Pierre; Harry Hatcher; Sandy; Manuel; Louis; Julia; Francois; Milly; Baptiste; Fanchonnette; Jeanne; Zenon; Ursula; Fanchon; Cloementine; Alixcandre; Julia; Rose; Victoire; Annette; unnamed; Mearia; Jack and Winny; Meary; Varker; Adeline, Patience; Scilly; Marianne	1844	St. Martin Parish, Conveyance Record 15, p. 116, no 10565, 1844/06/15
DeBlanc, Desplanet and Marie Françoise Delacroix	land and the following individuals: Charles; Lloyd; Congo; Daniel; Achilles; Alcendor; Symlior; Julien; Francois; Andre; Henry; Levende; Bill; Lewis; Cheri; Robert; George; Cesar; Pierre; Mick; John; Didier; Harry; Jacob; Jean Baptiste; Celestine; Equisthe; Tom; Malvina; Marianne; Magdelaine; Clarisse or Charlotte; Anna; Martha; Mary; July; Emmy; Caty; Pouponnade	1837-1838	St. Martin Parish, Conveyance Record 10, p. 202, no 8162, 1837/07/17; Conveyance Record 11, p. 5, no 8329, 1838/07/13
DeBlanc, Louis D. and Marie Constance Labianche	land and the following individuals: Maria; Julie; Catiche; Caty; Betsy; Rierden; James; Dennis; James; Clarisse; Elizanne; Dublin; Nicaud; Violette; Henry Maria's child; James, Maria's child; Dominique Catiche's child	1838	St. Martin Parish, Conveyance Record 10, p. 294, no 8239, 1838/03/06
Delacroix, Francois D.	land and the following individuals: Apollon; Louis; Allen; Steven; Henry; Delphine, Sally; Lucy; Adelaide; Felicite; Alexandre; Laurent	1838	St. Martin Parish, Conveyance Record 10, p. 303, no 8246, 1838/03/13
Delahoussaye, Octave	land and the following individuals: Dick; Alfred, Thomas; Jim; Isaac; Julie; Edouard; Jolivet; Patsy; Ophelia; Lelia; Marie; Maria; Dickson; Patsy; Sophie; Francisque	1849	St. Martin Parish, Conveyance Record 1-D, p. 258, no 92, 1849/10/02
Duclozel, Olivier Pierre and Marie Emeranthe Latiolais	land and the following individuals: Abraham; Doustan; Dick; Norbert, Mentor; Sam; John Bull; Bill; James; Senegal; James; Hilerie; Charles; Samuel; Nellie; Sylvie; Peggy; Zenon; Moses; John; Sam; James; Benn; Belzey; Marie	1837	St. Martin Parish, Conveyance Record 10, p. 204, no 8164, 1837/07/21; St. Martin Parish, Conveyance Record 10, p. 206, no 8165, 1837/07/22

Owner	Mortgaged Collateral	Dates	Source
Eyssallenne, Joseph	land and the following individuals: Alexander; Fern; Dick; Thomas; Pem; Alfred; Isaac; Julie; Edouard; Joliet; Clemence; Ophelia; Lelia; Eleanore; Marie; Nelssey; Marie; Dickson; Patcey; Sophie; Francis; Patsy; Grace; Clemence	1835-1851	St. Martin Parish, Conveyance Record 9, p. 308 no 7761, 1835/06/08; St. Martin Parish, Conveyance Record 14, p. 265 no. 10336, 1843/09/02, St. Martin Parish, Conveyance Record 17, p. 386, no 11565, 1848/07/15; St. Martin Parish, Sheriff Book 2, p. 163, 1849/07/10; Conveyance Record I-D, p. 261, 1849/10/02, St. Martin Parish, Conveyance Record 20, p. 373, no 12565, 1851/12/03; Tulane University, Citizens Bank Minute Book No. 1: 1835/05/25, Minute Book No. 6. 1848/05/11
Fagot, Charles	land and the following individuals: Nick; Paim; Bill; Anny; Julie; Charlotte; Peggy; Sophie; Lavinia; Ketty; Etienne; Don Louis; Marie; Celeste; Honourine; Lucile; Henry	1837-1849	St. Martin Parish, Conveyance Record 10, p. 225, no 8186, 1837/09/16, Conveyance Record 11, p. 135, 1838/11/03; Conveyance Record I-D, p. 259, 1849/10/02; Tulane University, Citizens Bank Minute Book No. 2: 1838/03/03, Citizens Bank Minute Book No. 5: 1843/04/29; Citizens Bank Minute Book No. 6: 1849/05/15
Fenwick, Joseph	land and the following individuals: Nat; Stephen; John; Henry; Bob; Rachel; Amanda; Nelly; Alsey; Mary; Joseph; Celia; Eliza; Mary Claire; James; Eleonore; Louisiana	1837	St. Martin Parish, Conveyance Record 10, p. 208, no 8168, 1837/08/17
Fuselier, Clara and Pierre Paul Briant	plantation and the following individuals: Bessy; Charles; Mearie; Valsin; one unnamed infant; Marulle; Delphine; Theodore; Henry; Auguste	1844	St. Martin Parish, Conveyance Record 14, p. 341 no 10409, 1844/01/02
Guidry, Jean Baptiste Jr.	land and the following individuals: Jean Baptiste; Joe; William; Martin; Jack; Guillaume	1838	St. Martin Parish, Conveyance Record 10, p. 265, no 8216, 1838/01/06; Conveyance Record 10, p 356, no 8292, 1838/05/15
Heard, Edward J.	land and the following individuals: Lewis; Collin; Nealy; Jack; William; Charles; Abraham; Betsey; Olivia	1840	St. Martin Parish, Conveyance Record vol 12, p. 153, no 8760, 1840/05/04
Hickey, Philippe	plantation and the following individuals: Richard; Jacob; Bill; Dan; Ben; Horace; Mike; Ned; Luke; Sam, Daniel; Sarah; Susan; Vina; Chloe; Rose and her 2 unnamed children; Mary; Louise; Zelia; Amy and her 2 unnamed children; Abby; Syney; Molly	1838	St. Martin Parish, Conveyance Record 11, p. 17, no 8336, 1838/07/29; Conveyance Record 10, p. 365, no 8297, 1838/05/10; East Baton Rouge Parish, Mortgage Book K, p. 15-16, 1838
Judice, Jacques and Marie Louis Hyacinthe Boute	land and the following individuals: Joe; Francisque; Leanne; Henrie; Adeline; Lelie; Jean Louis; Dan; Auguste; Celestin; Madelaine	1834	St. Martin Parish, Conveyance Record 9, p. 178 no 7668, 1834/11/22; Tulane University, Citizens Bank Minute Book No. 1: 1834/10/20

Owner	Mortgaged Collateral	Dates	Source
Marsh, Jonas; John Fitz Miller	plantation and the following individuals: Austin; Alfred ; Joe Small ; Thomas Monroe; Ben Brown; Phillip; Frank; Peter Jones; George Dodssin; William Jones; Archey Zucker; Billy Quash; Monroe; Jim Henry; Bull Daniel; Henry Jones; Jacob; Old Levin; Dennis; William White; Bill Freeman; Gilfred; Jackson; Bill; Ruth Lafayette; George Wallace; Bill; Franklin; John Jackson; Nicholas; Joe Radfield; Edward; May; Tom William; George Woolfolk; Lassin; Dick; Moses Lafayette; Charles Ban; Gemison; Jane; Rachel; Francillette; Lucky; Sally; Alley; Nancy Brown; Betsey; Judiah; Aveline; Arcenos Jane; Anise; Piggy; Nancy; Mathilde; Fanny; Rachel; Clarissa; Robert; unnamed boy; unnamed girl; George; Suzan; Geoking; unnamed child; unnamed child; unnamed boy; unnamed boy; unnamed boy; unnamed girl; unnamed boy; Moses; Billy Ferry; Simbury; William; Bill Woolfolk; Gimison; Fanny; Sudia; George; George; child of Nancy; child of Betzey; unnamed child of Sudia; unnamed child of Sudia; Martha E; Henry Davis, Adam; Gilbert; Abraham; Josephine; Catherine; John Baptiste; John Pierre; Kit; Cyrus; July Ann; Tim; Dorcas; John Trevosh; Becky; Nancy; unnamed child; Delphius; Isaac, Charlotte; Sophie; 2 unnamed children; Isaac; Jack; Abbe; Jim; Nelson; Clintot; Sam Cooper; Manuel; Dareas; Julian	1838-1844	St. Martin Parish, Conveyance Record 10, p. 326, no 8269, 1838/04/07, Conveyance Record 11, p. 57, no 8361, 1838/09/26; Conveyance Record 12, p. 38, no 8656, 1840/02/01; Conveyance Record 12, p. 279, no. 8866, 1840/08/24; Conveyance Record 15, p. 7 no 10468, 1844/03/08; Conveyance Record 12, p. 110, no 8733, 1839/03/28, Tulane University, Citizens Bank Minute Book No. 2: 1838/06/21, 1838/09/3, 1838/09/24, 1839/05/09; Citizens Bank Minute Book No. 3: 1840/01/11; Citizens Bank of Louisiana Papers, 1834-1914, Folder 5
Morse, Isaac Edward	land and the following individuals: Courtney; Mary; Maria; Isaac; Laura; Patsy	1837-1844	St. Martin Parish, Conveyance Record 16, p. 329, no. 11270, 1837/12/16; St. Martin Parish, Conveyance Record 10, p. 256, no 8209, 1844/07/21
St. Marc Darby, Francois	plantation and the following individuals: Blaise; <i>Lajumesse</i> Martin; Pierre; Philippa; 1838 Charles; Manuel; Bob; Dick; <i>Isaac Hirhem Harry</i> ; Nelson; Sandy; George; <i>Harry Paster Genne</i> ; <i>Dal</i> Louis; Adeline; Louis; Jeanne; <i>Bank lanhomille</i> ; Julie; Francois; <i>Ratier</i> ; Sally; Mary; <i>Jack</i> ; <i>Mary</i> ; <i>Molly</i> ; Baptiste; <i>Amante</i> Marie; Ann; <i>Eustes</i> ; <i>Ken</i> ; Victoire; <i>Greur</i> ; Paul; John; Rein; Barry Parker; <i>Sherena</i> ; Henry Hasher; Samuel; Jacksonnetta; Zenon; Frank; Fanchon; Clementine; Alexandre; <i>Halie</i> ; Rose; Annette; unnamed child; Sissy; Maria; Parker; Patience	1838	St. Martin Parish, Conveyance Record 10, p. 351, no 8290, 1838/05/14; St. Martin Parish, Conveyance Record 10, p. 352, no 8291, 1838/05/15
Voorhies, Cornilius and Marie Cidalise Mouton	the following individuals: Isaac; Charles; Edward; Norbert; Ned; Nelson; Octave; Gustave; Joe; Zany; Sarah; Frederick; Amanda; Henry; Orphelia; Martha; Octavia	1841	St. Martin Parish, Conveyance Record 10, p. 86, no 9035/ p. 30, no 8995, 1841/06/08; Tulane University, Citizens Bank Minute Book No. 3. 1841/05/06

Owner	Mortgaged Collateral	Dates	Source
<u>St. Mary Parish</u> <i>Brushinn, W.</i>	Billush plantation and 60 unnamed individuals	1839	Tulane University, Citizens Bank Minute Book No. 2. 1839/04/04, 1839/04/08
Darby Brothers	plantation and the following individuals: Blaise; Dick, Green; Bob; Pub; Hishem; Henry; George; John; Martin; Charles; Pierre; Philippe; Nelson; Harry Parker; Lajeuness; Etienne; Harry Hatcher; Samly; Manuel; Louis; Julia; Francois; Milly; Baptiste; Fanchonnette; Jeanne; Zinon; Ursula; Fastron; Clementine; Alexandre; Ulalie; Rose; Victoire; Annette; unnamed individual; Maria; Jack; Winny; Mary; Parker; Adelaide; Patunia; Scilly; Mariane; Hannah; Caroline; Renny; unnamed individual		St. Mary Parish, Mortgage Book 17, p. 116, 1854/02/06
Fuselius, Gabriel and Jules Mossy	plantation and the following individuals: Jim; Bram; Joe; Peter; Old Jim; Rhody; Dave; Guy; Nancy Joe; Josephine; Joe; Alphons; Jesse; Rosa; Nancy; Joe; Vinat; Willis; Patsy; Thomas; John Henry; Moses; Ben; Louis; Nancy Gorey; Peggy; Kitty; Fulton; Edmund; Old Garey; Nelson; Jud; Phillis; Edmund (alias Kid); Sampson; Nancy; Jefferson; Ben Rosiur; Will; Jerry Hunz; Adam; Reiss; Giles; Hellier; John Barnett; Dolly; Frank Joe; Caroline; Sarah Jackson; Albert Collier; Haywood King; Violet Shephard; Phyllis; Aveline; Oliver; three unnamed individuals; Louisa Rogers; Victoria; Patience Gur; Milly; Gilbert; Eliza; William Wilson; John Clark; Dick Duncan; Nancy Donaldson; Bartley; Zenon; George; Billy; Cobb Wright; Charles; Eliza Lou Grant; Jackson; Louisa; Harriett; Hannah; Reubin; Casar Scott; Dick Bowlkes; Fielding	1855	Tulane University, Citizens Bank Minute Book No. 7. 1855/01/16, St. Mary Parish, Mortgage Book 18, p. 3, 1855/01/26
Gerbeau, Josephine; Pinckney Bethell	plantation and the following individuals: Edmund; John; George; Charles; Philippe; Celestin; Adelaide; Sam; Louisa; Julia; <i>Western</i> ; Rosette; Emma; Francoise; Marianne; Maria; Peggy; Minda; James; Samuel; Cornelia; Celiete alias Pousse; Azelia; Seline; Raphael; Manuel; Nancy; Christin; Jacob; Thomas; John; Harry alias Aimee; Abraham; William, <i>Kerba</i> ; Nina; Betsy; Clara	1857	St. Mary Parish, Mortgage Book 19, p. 123, 1857/04/08

Owner	Mortgaged Collateral	Dates	Source
Huger, John Middleton and Samuel M. Ogden	Cote Blanche plantation and the following individuals: Big Jim; Old Nelly; Washington; Nelly; Armistead; Nicey; Cinthia; Milly; Meclina; Caster; Albert; Rosine; Jefferson; Minerva; Saunders; Ted; Old Harvey, Mangey; Dixon; Edmond; Suzan; Tosch; Violet; Dave; Nelson; Caroline; Emily; Melinda; Toney; Thomas; Elizabeth; Susan; Miria; Menna; Jake; Old Tom; Munroe; Fanny; Tom, Nanny; Courtney; Beckey; John; Stephen; Eliza; Modilla; Meunda; Carey, Harry Boyston; Old Jacob; Nancy; Jack; Isham; Old Major; Major; Alick; Sophy; Old Tom; Billey; Abraham; Minta; Bolly; Edmund; Sam; Peggy; George; Roderick; Harry; Edda; Cretea; Charity; Martha; Pat; Sally; Jim; Betsey; Lucy; Joe; Calvin; Louis; Jackson; Tabby; Andy; Coleman; Dorcas; William; Artemes; Rhody; Amy; Spencer; Leah; Gilbert; Dinah; Barbara; Patience; Nathan; Peyton; Peter; Old Mary; Old Jane; Jane; Old Sarah; Toney; Affy; Patty; Phillis; Molley; Thomas; Chloe; Beck; Aaron; Sally; Andrew; Mary Poiney; Dick; Old Hannah; Tony Jack; Jenah; Stephey; Joseph; Rudy; <i>Audez</i> ; Daphne; Little Hannah; Littly Patty; Bristol; Ned; Charlotte; June; Sabrina; Philip; Rose; Belmont Jack; Mariah or Murriah; <i>Russ</i> ; <i>Gui</i> ; <i>Venus</i> ; Violet; Dorcas; August; William; Jackson; Anthony; Mary; Sophy; Amos; Frank; Racchus; Little Jack	1846	St. Mary Parish, Mortgage Book 12, p. 385, 1846/04/21; Tulane University, Citizens Bank of Louisiana Papers, 1834-1914, Folder 5
Marsh, John C.	plantation and the following individuals: Peter; Jack; Jim; Gus; Joe; Ned; Sawney; Bill; New Frank; William; Old Frank; Cain; Arcly; Henry; Sabrey; Athena and her children Jake and Betsy; Sarah and her children Elsey and Phill; Suckey and her children John, Mary Ann, Jerry, Margaret, and Peet; Milley and her child Betsy; Little Betsy; Little Maria and her child Little Louisa; Suze; Jane; Louisa; Slyvia and her children Rosalie, Harriet, and John Lous; Sally and her children John, Effy, Mary Ann, and George; Mary and her children Frances, Purvey, and Eveline; Charity; Chloe; Grace; Big Maria and her children Edward and Durand; Hona; Foster; Bob; Gus; Durand; Bill; Little Ned	1838	St. Mary Parish, Mortgage Book 1837, p. 195, 1838/03/15
Moore, John	the following individuals: George; George; Sam; Nancy; Rose; Bob; Caroline; Abby; Therese; Howard	1843	St. Mary Parish, Mortgage Book 11, p. 260, 1843/06/01

Owner	Mortgaged Collateral	Dates	Source
Nicholas, R. C. and B. G. Tenney	sugar plantation on Cote Blanche and the following individuals: Abram; Nelson; Washington; Edmund, John; Tom; Ruben; Amistad; Richmond; James; Henry; Major; Sam; Stephen; Peyton; Big Jim; <i>Monday</i> ; Pompey; <i>Poun</i> ; Peter; Big Sam; Charles; Major Thomas; Sanders; Jacob; Jefferson; Dixon; <i>Marion</i> ; <i>Harry</i> ; Bill Cooper; Tom Cooper; Jacob; Old Ben; Lucy; Molly; <i>Rody</i> ; Susan; Dinah; Liza; <i>Amy</i> ; <i>Milly</i> ; Sally; Nelly; <i>Tepi</i> ; <i>Fanny</i> ; Violet; Chanty; Caroline; <i>Mary</i> ; Tabby; May; <i>Hornld</i> ; Mary; Dave; Tom; Joseph; Andrew; Fred; Venus; Mannory; Edy; Leah; Lyncheu; Amy; Polly; Milly; Susan; Barbery; Nancy; Delly; Caloin; Solomon; Ninnals; Tom; Caroline; Edmund; Sohpy; Minerva; Cotney; Palum; Artamus; Ellen; Emily; Coleman	1837	Concordia Parish, Mortgage Book J-K, p. 10, 1837/07/11, Tulane University, Citizens Bank of Louisiana Papers, 1834-1914, Folder 1, 1836/02/06
Nicholas, Robert Carter	Cote Blanche Plantation and the following individuals: Jacob; Little Mayor; Stephen; Little Jacob; Nelson; Edmond; Armisted; Monday; Big Harry; Washington; Peyton; John; Young Jon; Big Mayor; Bill; Peter; Fersh; Richmond; Eliza; Tammy; Charity; Caroline; Nelly; Violet; Diana; Tubby; Nancy; Harriett; Nicy; Milly; Lacy; Little Mary; Rhony; Sally; Minty; Saunders; Jefferson; Minerva; Dickson; Harry; Davy; Tom; Naney; Courtney; Eddy; Paully; Susanna; Jacob; Barley; Patrick; Coleman; Frederick; Minerva; Cintly; Molly; Penina; Abraham; Buster; Leah; Vina; Solomon; Joe; Calvin; Martha; Amy; Jane; Edmond; Modilla; Alexander; Handy; Little Tim; Charles; Sorberton; Sophia; Lindy; Elizabeth; Albert; Minerva; Jack; Ceras; Betsy; Thomas; Casey; Tomy; Lewis; Marthon; Rindey; Emily; Artemis; Patrick; Becky; Louisa; Margaret; Sam; George; Peggy; Harold; Willy; Mamah; Jackson; Spencer; Charlotte; Lorean; unnamed individual; Harnby; Robinson; Hisam; Virginia	1837	Tulane University, Citizens Bank Minute Book No. 2: 1837/06/19; Citizens Bank of Louisiana Papers, 1834-1914, Folder 1, 1836/02/06, St. Mary Parish, Conveyance Book F, p. 401, 1845/08/03
Pavy, Pierre Joseph	plantation and the following individuals: George; Frederick; Matilda	1837	St. Mary Parish, Mortgage Book 9, p. 77, 1837/06/27; Mortgage Book 10, p. 131,

Owner	Mortgaged Collateral	Dates	Source
Tenny, Bernard	Cote Blanche Plantation and the following individuals: Abram; Nelson; Washington; Edmund; John; Tom; Ruben; Anstead, Richard; James; Henry; Major; Sam; Stephen; Peyton; Big Jim; Munday; Pompey; Pam; Peter; Big Sam; Charles; Major Thomas; Janaus; Scott; Jefferson; Dixon; Monroe; Harry; Bill Cooper; Sam Cooper; Jacob; Old Ben; Lucy; Milly; Rody; Susan; Dinah; Lize; May; Milly; Sally; Milly; Jesse; Fanny; Violet; Charity; Caroline; Nancy; Tabby; Mary; Honield; Macy; June; Caroline; Edmund; Sophy; Dave; Tom; Joseph; Andrew; Ted; Venus; Mannary; Edy; Leah; Lynchen; Anny; Polly; Milly; Susan; Barbary; Nancy; Dolly; Calvin; Saloman; Moncron; Colney; Palnn; Actanuse; Ellen; Emily; Colmon	1837	Tulane University, Citizens Bank Minute Book No. 2: 1837/06/19; St. Mary Parish, Mortgage Book 9, p. 18, 1837/07/14
Tenny, Bernard and Robert Carter Nicholas	Cote Blanche Plantation and the following individuals: Ben; Jacob; Charles; Luba; Tom; Little Major; Steven; Little Jacob; Nelson; Big Sam; Edmund; Armstead; Monday; Big Harry; Washington; Peyton; Big Jim; Reuben; Pomprey; John; Little Jim; Young Jim; Big Major; Bill; Little Sam; Peter; Joe; Richmond; Eliza; Susan; Fanny; Charity; Caroline; Nelly; Violet; Dina; Tyret; Job; Betsey; Nancy; Harriett; Micey; Nelly; Liney; Little Mary; Rhody; Sully; Big Henry; Minthy; Saunders; Jefferson; Dickerson; Harry; Dave; Tom; Mary; Cortesey; Cury; Polly; Susan; Jacob; Andy; Jarban; Patience; Coleman; Frederick; Minerva; Sidney; Milly; Penina; Carter; Leah; Vina; Solomon; Ive; Callvin; Martha; Amy; Jane; Elinor; Mordilla; Alexander	1845	St. Mary Parish, Conveyance Record F, p. 372, 1845/05/03
<u>St. Tammany Parish</u>			
Baham, Renez	land and the following individuals: Luca; Peter Buck; Charles; Lewis; John; Peter; Jack; Charlotte; Betsey and her unnamed infant; Caroline; Fanny; Catherine; Alexander; George; Pierre; Isaac; Cecile; Sylva	1838	St. Tammany Parish, Mortgage Book 1835 -1838 (vol. 63), p. 516, 838/03/18
Belargen, David	land and the following individuals: Thurston; Justin; Sam; Nelly and her three children Lewis, Martha, and Joe; Fanny and her three children Rosalie and two unnamed children; Adam; Caleb; Amistad; Daniel; <i>Vina</i> and her two unnamed children	1843	St. Tammany Parish, Mortgage Book 64, p. 399, 1843/11/07, p. 400, 1843/11/22
Cousin, Terrence	land and the following individuals: Clark; <i>Hesspi</i> ; Cynes; Wesley; <i>Sonthy</i> ; Caleb; Tom; Jessy; George; <i>Elias</i> ; Lewis; Hector; Old George; Joshua	1838	St. Tammany Parish, Mortgage Book 1835 -1838 (vol. 63), p. 478, 1838/02/01

Owner	Mortgaged Collateral	Dates	Source
Deguy, Mrs. F. V.	brickyard and 16 individuals; including: John Mason, his wife Elve, and their children Mary, Elizabeth, Maria, Helene, and John; Alphonse; Ned Hawkins; Charles Hawkins; Armstead; John Monk; Chidrick; Alfred	1856 -1859	Tulane University, Citizens Bank Minute Book No. 7. 1856/03/07; Citizens Bank Minute Book No. 8: 1859/12/12
Dunn, William	plantation and unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 4. 1841/09/30
Felicie, Felicite; Elizabeth Elise De Gruy	land and the following individuals: Zacharie; John Mason, his wife Chloe, and their 8 children: Mary, Pita, Ann, Elizabeth, Maria, Helene, John, and unnamed infant; Aaron, his wife Emeline, and their 3 children Fanny, William, and George; Hephonse; Neo Hawkins; Charles Hawkins; Armstead; John Clark; Chedrick; Aeprea	1852-1856	St. Tammany Parish, Book B, p. 377, 1856/03/25
Griffin, Hippolyte	Fontainebleau plantation; brickyard; with the following: Nelly; Catiche; Victor; and other unnamed individuals	1852-1855	Tulane University, Citizens Bank Minute Book No. 7. 1852/02/10, 1852/02/17, 1855/06/15
Guesnon, Omer	land and the following individuals: Charles; Henry; Jerry; James; Nick; George; Marseille; Flora; Marguerite	1838	St. Tammany Parish, Mortgage Book 1835 -1838 (vol. 63), p. 511, 1838/01/31
Lesassier, Camelite	land and the following individuals: John; Elizabeth and her child Pauline	1837	Mortgage Book 1835 -1838 (vol. 63), p. 489, 1837/12/25
Lewis, John Hampden	land and the following individuals: Tom; Mary; May; Rhina; Moses; Nancy; Frederick; Hannah; Cesar; Bella and her four children Sophia, Lizzy, Phillip, and Lucina; April; Hannah and her three children Isaac, Mary Ann, and Flora; Scott; Daphney and her two children George and David; Big Billy; Old Sue; Londoia; Sue and her four children Silus, Nelly, Primus, and an unnamed infant; Patrick; Amelia; Maurice; Primus	1841	St. Tammany Parish, Mortgage Book 64, p. 285, 1841/10/18, p. 384, p. 531, Tulane University, Citizens Bank Minute Book No. 5: 1846/02/05
Marigny, Bernard	plantation and the following individuals: Big Ben; Charles; Henderson; Big Henry; Garry; <i>illegible</i> ; Anthony; Small Henry; William Harper; Peter; <i>illegible</i> ; Isaac; Denis; German; Taliba; Thomas; Ronamy; Pilate; Solimon; Harmon; John; Sam; Ephraim; Gilles; Big Fanny; Augustin; Milis; Sandy; Fenton; Diana; Hesly; William; Hetty; Sophie; Lucile; <i>illegible</i> ; Grande Marie; Lizal; Fanny Carter; Areline; Lisabeth; <i>illegible</i> ; Jeanne; Adam, John; Nancy; Charlotte; unnamed individual; Mily; Rachel; Jeanne; Caroline; Julianne; Lizal; Lucindy; Martha; Maria; Sarah; Major; Gustave; Annee; Lavina; Celina and her unnamed two children; Anna and her children Francois and Eulahe; Augustin; St. Jean	1834-1851	Tulane University, Citizens Bank Minute Book No. 1: 1834/09/20, Citizens Bank Minute Book No. 3: 1841/03/29, 1841/04/01, 1841/02/17, Citizens Bank Minute Book No. 4: 1842/02/26, 1842/01/19; Citizens Bank Minute Book No. 5: 1845/07/31, Citizens Bank Minute Book No. 6: 1850/11/19; Citizens Bank Minute Book No. 7: 1851/09/16; Citizens Bank of Louisiana Papers, 1834-1914, Folder 3. 1841/07/03

Owner	Mortgaged Collateral	Dates	Source
Marigny, Bernard	Fontainbleu Plantation and the following individuals: Nestor; Gilbert; Manuel; Ned; John; Emery; Tandely; Pierre Bastim; Bazile; Raimond; Morphine; Pierre Jason; Appoton; Wait; Capitaine; Valery; Jasmin; Ned; Hurns; Frederic; Georges; Ned Alix; George; Ponpon ; Pierre; Oreste; Virgile; Lendor; Celestin; Jackson; Lannon; Perry; Tom; Prosper; Davis; Ephraim; Jasmin; James; George; Nelson; Bob; James, Jack; Thomas; Robert; Petite Steven; Cyhrien; Mahomet; Francois; Gedale; BArtholome; George; Jean Baptiste; Davis; Anguste; Bill; Ulysse; Frosine; Leveadie; Adelaide; Coree; Delphine; Amelie; Acanchore; Petite Mary; Margaret; Marie; Marthe; Charlotte; Celie; Gran Jane; Alix; Catiche; Pinba; Petite rachel; Feliece; Anna; Nelly; Patience; Patty; Cesaie; Annah; Mehely; Constance; Amelie; Hannah; Melite; Mary; Marianne; Jane; Rachel; Louisa; Petite Melite; Adeline; Asarine; George; Juliene; Lewis; Vicotr; St. Louis Jean; Amson; Allen; Louis; Manuel; Clemence; Jacques; Rosaline; Mariannette; Celestine; Becky; Violette; Anna; Agnes; Madeline; Genevieve; Elizabeth; Climene; Rachel; Patsy; Mariannette; Bonne; Marguerite; Francoise; Dorant; Clinace and her child; Patrick; Nellzet and her children Marie Noel, Aguoi, and Jaques; Petite Melite; Violette; Allen, Louis; George; Mary Bill; Bill; Israel; Lisa; Aguoi; Julian; St. Louis; Petite Steven; Clement; Valerie Golette; Nelson; Ned Golette; Petite Prosper; Dreste; Gros Valinz; Lucille and child; Aimee Kentucky, Agathe; Matilde; Belisaine; Petite Zenon; Sam; Selina and her two unnamed children; Julienne and her two unnamed children; Poicu; Petite Mary; Abraham	1834-1845	St. Tammany Parish, Book 62 p. 204, 1834/09/06; Book 63 p. 232, 1837/05/12, Book 64 p. 221, 1841/04/28; Book 64 p. 479, 1845/10/28
Marigny, Bernand	land and the following individuals: Marie Corington; Marie Bill; Bigny; John Magnane; Celestin Mannane; Grande Jeanne; Anna; Jean; Adams; January; Thomas; Proster; Amelie; Reine and her son Cecil; Mary; Acquoi; El-Valentine; Grande Amelie; Lison; Antoinette; Patty; Bill; Bill (alias Belle Carting); Frederick; Pauline; Henderson; Mase; Joe; Pitu; Bon Ami; Ameline; Pinta; Alix; Fanny and her four children Antoine, Eugene, Claire, and an unnamed infant; Blaise; Gilles; Ben; Charles; Augustus; Allen; Remy; Henderson; Grand Olivier; Olivier; Grand Henry; Ephraim; James; Isaac; Garry; Thom; Anthony; Little Henry; William; Peter; Randal; Alli; Manuel; Sandy; Gorman; Brutus; Lubin; Taliba; Augustin; Canphre; Thomas; Michel; Benjamin; Pilate; Soliman; Oudon; Phaeton; Francois; John; Grande Diana; Petite Diana; Martha; Elvy; Agnes; Anny; Luncinda; Polly; Grande Marie; Jenny; Fanny; Susanne, Little Fanny; Charlotte; Little Mary; Rachel; Jeanne; Phoebee; Lucie; Julienne; Sisa; Aime ; William; Sam; Miner; Frank; Elisa; Charles; Fenton; Maria; Denis; and unnamed individual		St. Tammany Parish, Book 64 p. 44, 1839/04/08, p. 149, 1840/03/25, Tulane University, Kuntz Collection no. 600, 1834/11/1, 1836/7/5

Owner	Mortgaged Collateral	Dates	Source
Marigny, Mrs.; Lebeuf, Martial	brickyard with Caroline and her two unnamed children; York; Charles, Lawson, and 40 other unnamed individuals	1850-1859	Tulane University, Citizens Bank Minute Book No. 6: 1850/04/24, Minute Book No. 7: 1851/11/04, 1852/02/24, 1852/01/21, 1852/03/02, 1852/04/27, 1856/01/07; Citizens Bank Minute Book No. 8: 1859/05/23
Merle, John	land and the following individuals: Richmond; Perry; Charlie; Humphrey; Lisbon; Joe; Pleasant; Anderson; Tannely; John; Henry; Davy; Fred; Bill; Bristo; Michel; James, John; Squire; Polley; Polly and her child Sarah, Sarah	1835-1838	Tulane University, Citizens Bank Minute Book No. 2: 1838/02/15, St. Tammany Parish, Book 63 p. 442, 1835/10/14, Mortgage Book 64, p. 6, 1838/11/20
McQueen, William	plantation and the following individuals: Tom; Lott; Sam; Frederick; Cesar; William; Moses; John; April; Tom; Billy; <i>Benmus</i> ; Sun; William; Moris; Mary; Hannah; Cate and her child Patty; Renah; Patty; Jenny; Daphne; Dilla; Hannah; Nelly; Mecury; Christiana; Little Tom	1835-1839	St. Tammany Parish, Mortgage Book 62, p. 329, 1835/03/18; Mortgage Book 63, p. 230, 1837/04/13, Mortgage Book 64, p. 79, 1839/08/15
Morgan, David B and Mary C.	land on the Black River and the following individuals: Frederick; Sally and her 8 children Agnes, Jordan, Eliza Jane, Richard, Elizabeth, Amelia, Sally, and Matilda; Maria and her five children Robert, Jefferson, Edmond, Eliza, and Benjamin; <i>Delysha</i> and her 5 children Tom, Nelson, Jim, Elisa, and Rachel; Nancey; Grace; Louisa and her unnamed child; Yorick; Jim; Thornton; Preston; Sam; Caleb; Armistead; Daniel; Abner; Nelly and her 5 children Lewis, Martin, <i>Jio</i> , Deli, and Claiborne; Fanny and her children Rosalie, Alfred, William, and Alexander; Viney and her children Julia, George, Mahadier, and Charles, Frederick; Tom	1838-1852	Tulane University, Citizens Bank of Louisiana Papers, 1834-1914, Folder 2: 1838/01/12; Citizens Bank Minute Book No. 5: 1843/11/13; Citizens Bank Minute Book No. 7: 1852/01/06, 1852/04/06, 1852/02/10, St. Tammany Parish, Mortgage Book 63, p. 449, 1837/08/15; St. Tammany Parish, Book A (vol. 65) p. 21, 1847/08/03
Parent, Charles	land and the following individuals: Edmond; Nace; Griffin; Jacob; Adam; Solomon; John; Adam; Charles Whitman; William; Mason; Charles Day; Charles Moon; Nace Sam; Isabella; Charlotte; Emile; Malinda; Cloe; Caroline; Zacharie; Elick; Rob; Emeline; Pauline; Josephine; Maria; Henrietta; Eliza	1837-1843	St. Tammany Parish, Mortgage Book 63, p. 346, 1837/07/15, p. 540, 1838/05/08; Mortgage Book 64, p. 396, 1843/11/06
Penn, Alexander Gordon	land and the following individuals: Abraham; Levin; Charles; Abbey, Ann; Mary; London; Celina; George; Betsey	1838-1840	St. Tammany Parish, Mortgage Book 1835 -1838 (vol. 63), p. 502, 1838; Mortgage Book 1838 - 1847 (vol. 64), p. 160, 1840/05/02; Tulane University, Citizens Bank Minute Book No. 5: 1843/01/28
Strawbridge, George	brickyard and the following individuals: Joe; Sam; Jerry; Jim Burke; Jacob; Will Burke; Dorsey; Clinton; <i>Norffe</i> ; Rose and her 6 children Mary Jane, Green, Soloman, Whitman, Emile, and Stephen; Alexander	1855-1857	Tulane University, Citizens Bank Minute Book No. 7: 1855/05/04; St. Tamman Parish, Book B, p. 238, 1855/05/11; Conveyance Book B, p. 446, 1857/05/06

Owner	Mortgaged Collateral	Dates	Source
Suvis, John S. L.	plantation and 15 unnamed individuals	1842	Tulane University, Citizens Bank Minute Book No. 4: 1842/04/18
Webber, Justus H.	brickyard and the following individuals: Underwood; Nancy; Little John (alias Isaac); Nob; Isaac; Jim; Edinboro; Susan; John; Molly; Larry; Priscilla; Sam; Bob	1852-1853	St. Tammany Parish, Mortgage Book B, p. 10, 1852/10/05, p. 88, 1853/03/09; Tulane University, Citizens Bank Minute Book No. 7: 1853/01/13, 1853/02/17
<u>Tensas Parish</u>			
Butler, Ira; John Murdock	land and 9 unnamed individuals	1846	Tulane University, Citizens Bank Minute Book No. 5: 1846/03/19
<u>Terrebonne Parish</u>			
Barrow, R.	two plantations and 20 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
Chandler, Joseph	plantation and the following individuals: Set, George; Lewis; Bill; Rack; Prince; Charles; Doyd; Bean; Ann; Milly; Isabella; Kitty; Lucy; Hannah; Sarah; <i>Rachel; Leon; Henry</i>	1838	Terrebonne Parish, Mortgage Book B, Pt. I, Entry 500, 1838/05/28
Gibson, Tobias	plantation and the following individuals: Jacob; Bob; Croxten; Isaac; Harry; Peter; Joe; Terry; Melissa; Barbary; Martha, Frances; Celette; Nancy; Eveline; Cassa; Sally; Henry, Watkins; Andrew; Reuben; Charles; Bennetta	1838	Terrebonne Parish, Mortgage Book B, Pt. I, Entry 497, 1838/03/08
Lawless, R. C.	plantation and unnamed individuals	1857	Tulane University, Citizens Bank Minute Book No. 8: 1857/08/24
Pierce, Mrs. John	plantation and the following individuals: Billy; Big John; Harry; Figin; Young Billy; George; Jim; Henry; Phillip; Sid; Charles; Eli; George; Stephen; Thomas Jefferson; Robert; Arthur; Sam; Dick; Walter; Eugene, Charles; Tom; Archibald; Howard; Webster; Betsy; Cortney; Betsy John; Milly; Rachel; Mathilda; Margaret; Frances; Rosella; Martha; Patsy; Sarah; Lydia; Maria; Amanda; Harriet; Jane; Virginia; Rebecca; Elizabeth; Ella; Lucy; Cortney; Rachel; Eliza; Cornilia; Nelson; John; Susan	1855	Terrebonne Parish, Mortgage Book F, Entry 1836, 1855/04/12; Tulane University, Citizens Bank of Louisiana Papers, 1834-1914, Folder 5: 1835/05/07
Semple, Joseph	plantation and unnamed individuals	1858	Tulane University, Citizens Bank Minute Book No. 8: 1858/01/28

Owner	Mortgaged Collateral	Dates	Source
Shaffer, William A.	land and the following individuals: Simon; Abram; John; Joseph; Lenard; Lucy; Hanna; Sarah; Sarah Ann; Polly; James	1838	Terrebonne Parish, Mortgage Book B, Pt I, Entry 501, 1838/04/21
Shields, R. B.	plantation and the following individuals: Ben; Chandler; Jaret; Manson; Taylor; Louisa, Jantie; Charity; Lydia; William; Jack, Leah; Rohina; Mansero; Leri; Parker; Mark; John; Yellow John; Long John; Hannah; Rose; Kitty and her unnamed child; Amanda; Minerva; Sarah; Henry; Letty; Caleb; Sam; Cyrus	1858	Tulane University, Citizens Bank Minute Book No. 8: 1858/01/28; Citizens Bank Papers, Folder 5
Woods, William L.	plantation and the following individuals: John; Harry; Charles; Betsy; Betsy; Milly; Matilda; Rachel, Courtney; Margaret; George; Frances; Martha; Tim; Betsy; Sarah; Dick; Lydi	1837	Terrebonne Parish, Mortgage Book B Pt. 1, Entry 484, 1837/10/28

Washington Parish

Bertaud, brothers	plantation and 10 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book
Bourdin, Jean	unnamed individuals	1834	Tulane University, Citizens Bank Minute Book No. 1: 1834/09/22
Murray, M.	plantation and unnamed individuals	1859	Tulane University, Citizens Bank Minute Book No. 8: 1859/05/16
<i>St. Mark, S.</i>	plantation and unnamed individuals	1841	Tulane University, Citizens Bank Minute Book No. 4: 1841/05/31

West Baton Rouge

Allain, Valerie	unnamed individuals	1835	Tulane University, Citizens Bank Minute Book No. 1: 1835/11/27
Allain, William	plantation and 22 unnamed individuals	c. 1848	Tulane University, M-1847, Citizens Bank Mortgage Book

Owner	Mortgaged Collateral	Dates	Source
Barrow, Robert H.	Patton plantation and the following individuals: Dick Latimore; Mathilda; George Hallaged; Marshal; Ben; Dan; Celeste; Johan; Esther; Elsey; Rose; Eliza; Deliah; John; Jake Bradford; Mary Johnson; Sarah; Margaret; Emiline, Victoria; Julia; America; Wick; Barthy; Little Joe; Elora; John Latimore; Elizabeth; Old Nancy; Harriet Hunt; Willis; Jane; Arian; Jake Thompson; Philis; Elizabeth Cook; <i>illegible</i> ; Louisa; Big Joe; Jenny; Dorcas; Charles Harris; Little Harriet; Isadora; Lyn; Biddy; Edmonia; Hnery; Chancy; Henny Hunt; Letty; Turner; Maria Rust; Little Turner; Celeste; Maria Morris; Arelda; George Sample; Little Mary; Ann; Zena; Joshua; Dicey; Eliza; Dick Young; Little Robert; Bob Riley; Adolphus	1853-1855	Tulane University, Citizens Bank Minute Book No. 7: 1855/04/15; West Baton Rouge Parish, Mortgage Book U, p. 457, 1853/04/17
Beal, Robert	land and 2 unnamed individuals	1855	Tulane University, Citizens Bank Minute Book No. 7: 1855/07/10
Blanchard, Ziphian	plantation and the following individuals: Joe Brown; Edward; Little Joe; Ben; Pierre; Charles; Valentin; Joseph; Maurice; Politte; Silvain; Tom; Frank; Charles; Plume; Leandre; Brami; Henry; John; Pana; Charlotte; Sally; Dalize; Claire; Louise; Clemence; Marianne; Sally; Silie; Marie; Julienne; Julie; Adiline; Aimee; Sizy	1838	West Baton Rouge, Mortgage Book M, p. 108, 1838/03/11
Clark, Samuel M. D.	plantation and the following individuals: Wilfird; Lawson; John; Ed; Peter; Sara; Fanny; Martha; Leah; Hannah; Betsey; John; Harriett; Washington; Caroline; Davy; Robert; John; Thomas; Sophia; Lucy; Joe; Dick; Jim; Martin; Dolly and her child Armand; 2 unnamed individuals; Martha; Ellen	1837-1849	West Baton Rouge Parish, Mortgage Book M, p. 68, 1837/10/21, p. 273, 1838/08/02, Mortgage Book R, p. 98, 1849/03/18; Tulane University, Citizens Bank Minute Book No. 2: 1838/06/04
Devall, James and Emilie Bernard	plantation and the following individuals: Dick; Daniel; Peter; Ralph; Richard; Isaac; Louis; Will; Tony; Fanny; Marianne; Eliza; Dorothee; Henry; Charlotte	1838-1839	West Baton Rouge Parish, Mortgage Book M, p. 66, 1837/10/19, p. 96, 1838/02/27, Mortgage Book N, p. 173, 1839/04/04
Dougherty, John	plantation and unnamed individuals	1860	Tulane University, Citizens Bank Minute Book No. 8: 1860/12/17
Doussan, Joseph Antoine and Lise Patin	plantation and the following individuals: Pierre; William; <i>Fris</i> ; Manette and her two unnamed children	1836-1837	West Baton Rouge Parish, Mortgage Book L, p. 264, 1836, Mortgage Book M, p. 75, 1837/12/09
Favort, Louis	plantation and the following individuals: Louis; Bob; Jack	1838	West Baton Rouge Parish, Mortgage Book M, p. 84, 1838/01/24
Favort, P.	land and unnamed individuals	1837	West Baton Rouge Parish, Mortgage Book N, p. 27, 1837/07/27

Owner	Mortgaged Collateral	Dates	Source
Grand-Pre, Etienne; Patin, Mrs. C. and Mrs. F. Allain	plantation and the following individuals: Honore; Noel; Ben; John; Scott; Hyppollite; Linore; Joseph; Celerie; Rose; Geneviere; <i>illegible</i> and four children <i>illegible</i> ; Melite; John; and Athalie; Aurilie and her child Louisa; Fris; Tina; Mary; Pierre	1834-1848	Tulane University, Citizens Bank Minute Book No. 1. 1834/10/13; Minute Book No. 6: 1847/01/11; West Baton Rouge Parish, Mortgage Book L, p. 78, 1835/02/28; Mortgage Book O, p. 343; Mortgage Book P, p. 167, 1845/02/19, p. 530, 1848/02/15
Hiriart, Sebastian and Marceline Major	plantation and the following individuals: Baptiste and his wife Marianne; Yellow Dick; Moses; Adonis; Little Sam; Big Sam; Big Dick and his wife Jenny; Cornelius; William; Richard, Little Tom; Jenkins; Hubers and son Fridon; Nilson; Ephraim; Marshall; Ben; Noe; Little York; Big York; Randan; Daniel; Charles; James Crack; Big John; Big Jesse; Little John; Little Jesse; Salomin; Bob; Esau; Elick; Joshua; Moses Erwin; Dick Plaquemine and his wife Marie Mahere; Big Isaac; Little Isaac and his wife Little Aimee; James Bishop and his wife Lucy; Drayman Tom; Frank; his wife Cassy; and their children Pelagre and Angela; Allen; Jenny and her son Lafayette; Baptiste; Big Abraham and his wife Molly; Jack; Constance and her daughter Chalmette; Pierre; Bebelles; Elick; Ben Borie Plaquemine; Billey Ernest; Nick; Peter; Landry and his wife Letty; Wilson; Lubin and his brother Pierre; Rachel and her son Achille; Aleyon; Antoine; Barras; Constant; Beverley; Clinton; Petion; Jackson; Francois; Robert; Bob; Benjamin; Simon; Casto; Sarah and her children Eugene and Louise; Caroline	1835-1847	Tulane University, Citizens Bank Minute Book No. 1 1835/11/27, Minute Book No. 5: 1845/05/19, Citizens Bank of Louisiana Papers, 1834-1914, Folder 3, 1847/05/21; West Baton Rouge Parish, Mortgage Book K, p. 271, 1836/02/24, Mortgage Book M, p. 493, 1841/06/26, Mortgage Book P, p. 220, p. 455, 1845/07/29, Mortgage Book Q, p. 313, 1847/07/26, Mortgage Book S, p. 180, 1849/07/28
Kinchelloe, W.	the following individuals: Achille; Abraham; Allen; Ben; Badgio; Dick; Eugene; Frank; Isidor; Isaac; Joshua; Big John; Petit John; Jackson; Jack; Lubin; Lafayette; Marechal; Peter; Old Pierre; Salomon; Sandy; Tom; Wilson, William; York; Angela and her son Bill; Constance and her children Adelia, Rachel, and Cidalise; Chalimette; Clemence; Little Justin; Louise; Old Lucy; Mary Ann; Mary and her children Celestin, Abraham, and Basil; Molly; Pelagia; Rachel; Letty; Harriet and her three children Alia, Patsey, and Mary; Melinda; Anna; Nancy; Cornelia	1850	West Baton Rouge Parish, Mortgage Book R, p. 320, 1850/07/11, p. 327, 1850/07/26; Tulane University, Citizens Bank Minute Book No. 6. 1850/07/09
Landry, A. and P. Verbois	plantation and 7 unnamed individuals		West Baton Rouge Parish, Mortgage Book T, p. 312, 1854/05/18
Landry, Joseph	plantation and the following individuals: David; Nelson; Julienne; Henriette; Julien; Jean; William	1838	West Baton Rouge Parish, Mortgage Book M, p. 91, p. 100, 1838/02/17
Landry, Ursin	plantation and the following individuals: Jean-Louis; Alick; George; Maria; Eliza; Marianne; Augustin; Rose, Ben; Elizabeth	1838	West Baton Rouge Parish, Mortgage Book M., p. 120, p. 131, 1838/03/26; Mortgage Book N, p. 109, 1838/07/26

Owner	Mortgaged Collateral	Dates	Source
Lobdell, John L.	plantation and the following individuals: Humphrey; Little Nancy; Emma and her children Jean Baptiste and Mary Catherine; Alfred; Maria; Nannette; Peter; Henry; Sercy; Grace; Polly; Frances; Louisa; Martin; Gabriel; Handy; Nancy Sercy; Alexander; Munro; Milly Sercy; Jack; Jeannette; James Munro; Nanette; William; Randell; Sally; Amus; Edmund; Simon; Prince; Albert, Sharlotte; Shadrach; Sarah; John Reed; Jane; Charles; Turner; Jesse; Sally; George; Mathilda; John Monroe; Doctor; Esther; Harriet; Auma; William Dime; Aylsey; Abraham; Andrew; Ellazma; Presilla; Caroline; Isaac Cooper; Joe; Hillary; Little Ben; Flora; Hannah; Jourdan; Ellen; Rina; Dicey; Joycey; Joe Boon; Polly; William Boon; Isam; Emily Rean; Rosanna, Mary Ann; Lucinda; Lavinia; Old Ned; Toby; Lodaiska; Wilson; Terecine; Delphine; Clarice; Molly; Ned; Cemental; Netty; Amelia; Burnettall; Merridy; Indy; Wealthy; Adeline; William Gray; Arinall; Maria; Julia; Virgil; Eveline; Clarissa; James; Christina; Henderson; Lucy; Johnny; Emma; Elizabeth; Kitty; Polly Boon; John Monroe; Edmond Harris; Litty; Yellow Joe; Jacob; William Simom; Wesly, Terrence; Joe Sercy; George; Martha; Gabriel; Eliza Ann; Louisa; Harry; Patsy; Armand; Mernday; Hillary; Walter; Anna Gray; Sandy; Clarisse; Celeste; Jesse; Emily Leon; Margaret; L. Anna; Rosetta Pinace	1855-1859	Tulane University, Citizens Bank Minute Book No. 7: 1855/06/08; West Baton Rouge Parish, Mortgage Book X, p. 83, 1855/06/15, p. 107, p. 123, p. 776; Tulane University, Kuntz Collection, No. 600, 1858/03/15
Michel, Jean Pierre	plantation and the following individuals: Peter; Edward; Joshua; David; York Paul; Alexander; Alan; Peter; Hudier; Martha; Pauly; Lany; Simon; Nancy; Maria; Priscilla; Melanie; Lady; Albert; <i>illegible</i> ; John; Thomas; Mary; Paul; Peterson; Pauline	1837-1845	West Baton Rouge Parish, Mortgage Book M, p. 63, 1837/10/18; Mortgage Book N, p. 37, 1837/11/15, p. 200, 1838/07/13; East Baton Rouge Parish, Mortgage Book K, p. 13, 1838/07/09, p.416, 1845/01/16
Nolan, John	plantation and the following individuals: John Barns; Preston; Joe Henson; Bazile; Big Frisly; Jack; John - Louis; Collins; Little Joe; William; Bill; Lewis, Isaac; George Washington; Bob; Jeffry; Robert; Henry; Jackson; Edmond; Tom; Jack Harry; Steven; Charles; Frisly; Bill; Sam Tilman; Edward; George; Sam; Cempey; Sarah; Lucinda, Big Peggy; Delcey; Helen-Thomas; Kissiah; Ann; Big Hannah; Lorendy; Augustine; Pauly; Mary; Orille; Henriette; Henriette Batts; Sally; Betsey; Anna; Seraphine; Charlotte; Birdy; Jenny; Rosetta; Charlotte; Sophy; Nancy; Brittany; Nelly; Sally; Philis; Rachel; Psthena; Helen; Little Charlotte; Caroline; Lesine; Rosemond; Ardine; Oliver; Kitty; Isabella; Denis; Marianne; Indiana; Sam; Eliza; Agnis; Maria, Louisa; Lucinda; Monarch; Thomas Madison; Lizzie		West Baton Rouge Parish, Mortgage Book M, p. 79, 1838/01/11, p. 146, 1838/05/17

Owner	Mortgaged Collateral	Dates	Source
Patin, Victorin and Lise	plantation and the following individuals: Pierre; William; Luci; Manette and her two unnamed children; Baptiste; Etienne; Philippe; Jean Baptiste; <i>Didier</i> ; Magloire; Sheratin; Azenor; Theodate; Julien; Venerand; Xavier; Cerenu; Marie; Victorin; Sidey; Annette; Octavin; Fanny; Grand <i>Hadrick</i> ; Giles; Jim Hudsun; John; Alexis; Jean Pierre; Isaac, Sam Knox; Jim Grant; Jim Ham; Randal; Hadrick Bank; Phill; Daniel; Sam Brown; Salomon; Coffe; Billy; Charlotte; Marianne; Lea; Maria; Silly; Romaine	1836-1838	West Baton Rouge Parish, Mortgage Book K, p. 275, 1836/02/26, p. 335, 1836/07/09; Mortgage Book M, p. 142, 1838/05/11, p. 171, 1838/06/16; Tulane University, Citizens Bank Minute Book No. 6: 1847/01/11
Patrick, Jean	plantation and the following individuals: Cherubin; Azenor; Dave; Baptiste; Henry; Charles; Sam Knox; Sam Brown; James Hudson; James Ham; James Grand; Alexis; Richard; Phillipe; Venerand; Salomon; Giles; Field; Levin; Xavier; Jack; Julien; Coffe; Jean Pierre; John; Billy; Ned; Big Hadrick; Isaac; Etienne; Little Hadrick; Lewis; Daniel; Terence; Annette; Linda; Romaine and her three children Dorval; Lodoiska; and Hippolite; Hortense; Mariah; Rosalie; Lea, Dilet; Nelitto; Octavina and her child Adam; Manette and her child Edward; Marianne) and her child Merovi; Lucie and her child Robert; Mary and her child Patience; Sophie and her child Adonis; Fanny; Victoire; Pouponne; Michael Hortense and her two children Celestine and an unnamed individual; Patience; Virginia; Antonio	1839	West Baton Rouge Parish, Mortgage Book M, p. 310, 1839/06/05
Pipes, Charles	land and the following individuals: Jim; Henry; Bill; Ned; Burr; Sam; Jefferson; Steven; Sam; Henry; Henriette; Mary; Sally; Louis; Helen; Citus; Ann; Catherine; Mary; Prince; John	1838	West Baton Rouge Parish, Mortgage Book M, p. 111, 1838/03/13 p. 181, 1838/06/29
Robertson, Mrs. A. S.	the following individuals: Susan and her child Cornelius; Baptiste, his wife Nancy, and their three children Robert, Ella, and and unnamed individual; Diney and her three children Mahala, Melinda, and unnamed individual; Peter; Betsey; Chadrick	1859	West Baton Rouge Parish, Mortgage Book A-B, p. 122, 1859/03/19
Robertson, W. B.	plantation and the the following individuals: Sally; Dolly; Minerva and her three children Lavinia; Essex; and Justine; Susan and her three children Margaret; Emma; and Jack; Polly; Charles; Dorcas; Stephen; Peter	1847	Tulane University, Citizens Bank Minute Book No. 6: 1847/08/22; West Baton Rouge Parish, Mortgage Book P, p. 451, 1847/05/15

Owner	Mortgaged Collateral	Dates	Source
Robertson, William Blunt, Edward White Robertson and Charles Dickinson Robertson	plantation and the following individuals: Godfrey, Sally; Robert; Old Shabe; Frozine; Lizzie; Yorick; Louisa Jeff; Little Yorick; Lucy; Charles Lobdell; Mary Ann; Nancy; Dorcas; Joshua; Dolly; Gathy; Charles Banks; Josephine; Little William; Dave; Little Josephine; Eugene; Charles Warner; Sam; Emily; Dorcas; Wyatt; Little Wyatt; George Sury, Sam Smith; Charlotte; Edward; Parker; Lucinda; Harriett; Little Lucinda; Peter Grimball; Louisa Parker; Tom; Jim; John; Big Ellen; Little Ellen; Kitty; Peter Verdies; Peggy; Rose; Minerva; Essex; Gustine; Margaret; Amy; Irene; Jack; Neuman; Dimery; Joe Austin; Mitchell; Cam; Winter; Prince; Tom; Lucy Gorham; Eliza Banks; George Lewis	1859	West Baton Rouge Parish, Mortgage Book X, p. 766, 1859/03/31; Tulane University, Citizens Bank of Louisiana Papers, 1834-1914, Folder 5
Shannon, Thomas	sugar plantation, land, and the following individuals: Phill; Small Phill; George; Phill Clay; Louis; Antoine; Small Joseph; Sam; Willis; Bastien, Prince; Frederick; John Mary, Tom Congo; Isaac Lavith; George Walker; Jacque; George Mulatto; Lerne; Azinor; John Sally; Gasmy; Chapperd; Little Tom; Little Isaac; George Attakaps; Agricole; John Third; Davis; Bill; Hippolitte; Jean Louis; Honore; Pierre; Dick Clark; Cupidon; Francois; Ned; William; Martin; Charles; Opportune; Fanny; Rosalie; Guinie; Violer; Selphine; Hilene; Lisette; Rose; Small Hannah; Mariane; Phebe; Sintee; Augustine; Marie; Agnes; Mathilda; Small Lucy; Patsy; Sally Henry; Marguerite; Jane; Becky; Small Sally; Mariah; Anna; Peggy; Chrispin; Aimee	1836	West Baton Rouge Parish, Mortgage Book K, p. 278, 1836/02/29
Verbois, Pierre	plantation and the following individuals: Antoine; Julienne and her three children Cadet, Helina, and Leverin; William; Henriette and her child Alfred; Albert; Dick; Louisa and her three children Alexandre, Adolphe, and Antoine; Nane and her child Lucie; Maria; David; Nilson; Julien; Jean	1847-1848	West Baton Rouge Parish, Mortgage Book P, p. 432, 1847/04/28, p. 435, 1847/04/23; Mortgage Book Q, p. 299, 1847/05/06
Ware, Joss	plantation and the following individuals; including: Peter; Baptiste; Chadrick; Susan; Sarah; Betsey; Jenny; Nancy; Cornelius; Robert; Mahala; Melinda; Ella; Aaron; Catherine; John; Adam; Alex; Julian	1859	Tulane University, Citizens Bank Minute Book No. 8 1859/03/14; West Baton Rouge Parish, Mortgage Book X, p. 759, 1859/03/18

Owner	Mortgaged Collateral	Dates	Source
<u>West Feliciana Parish</u>			
Barrow, Robert H.	plantation, land, and the following individuals: Tom Sears; John; William Duke; William Davis; Aleck; Peter Wilson; Peter; William R.; Billy; Mike Marshall; Moses; Charles; Dave; Frank; Jake; Fisher; William; Nimrod; Henry; Elisha; Lotty; Harriet; Big Margaret; Little Margaret; Virginia; Chloe; Milly; Violet; Charity; Rachael; Sally; Eliza; Miranda; Edy; Ann; Betsey; Hannah; Angeline; Alix; William; Edward; Henry; Carroll; Willis; Ephraim; Wilson; Manuel; Ben; Ellen; Betsey; Louisa; Emily; Rebecca; Sarah; Matilda; Phoebe; and unnamed individual	1855	West Feliciana Parish, Mortgage Book O, p. 575, 1855/04/18
Barrow, Robert J. and Mary E. Craff	Rose Bank plantation, Bay Wood plantation, and the following individuals: Tom; Essex; Deline; Issac; Mary Hall; Amy; Lizzy; Charlity; Elizabeth; Jerry; Linda; John; Henry; Harriet; Mathilda; Peter; Matthew; Deed; Nelson; Maria; Mary; Silla; Nelly; Kate; Nimrod; Suba; Milly; Morris; Richmond; Solomon; Jim Russell; Henry Johnson; Frank; Jeff; Charles; Lewis; Stephen; Queen; Mary Smith; Harriet Foster; Cherry; Kizzy; Sylvia; Hasty; Diana; Winney; Rhody; Courtney; Maria; Hannah; Chancy; Cherry; Susan; Lucy; Cynthia; Levi; Martha; Theresa; Moses; Jacob; Joe; Peggy; Jim; Jack; Abraham; Richmond; George; Idy; Sophia; Charles; Phillis; Sarah; Lorenzo; Ben; Handy; July; Bolin; Rosina; Daphney; Jordan; Sutton; Sylvia; David; Daniel; Eli; Wilson; Dilsey; Thomas; Ann; Frances; Harry; Johnnetta; Holoway; Allen; Chancy; Rosetta; Matt; Elzy; Harry; Henry Clay; Isabella; Nathan; Laurina; Emma ; Romeo	1851-1856	Tulane University, Tulane University, M-1847, Citizens Bank Minute Book No. 6 1851/04/08, 851/07/08; Citizens Bank Minute Book No. 7: 1851/12/02, 1855/02/02, 1852/02/06; West Feliciana Parish, Mortgage Book O, p. 119, 171, 1856/07/19
Bradford, David and Amanda Jan	land and individuals: Boson; Eletia; Nancy and her son Emmy; Emmy's son Willis; Queen; John; Charity; Sabella; Hannah	1838	West Feliciana Parish, Mortgage Book K, p. 184; 1838/04/23
Brown, James	land and the following individuals: Harry; Patrick; John; Jim; George; Simon; Ned; Joe; Little Simon; Sam; Jim; Cesar; Bill; Isaac; Sally; Betsy; Jane; Harriet; Silvia; Sally; Nancy; Mariah; Rinah; Kaily; Eliza; Calvin; Dick; Charles; Polly; Susan; Martha; Esther; Mary; Milly; Ellen	1837-1842	Tulane University, Citizens Bank Minute Book No. 5: 1842/12/16; West Feliciana Parish, Mortgage Book K, p. 93, p. 107, 1837/06/24
Causland, Robert M.	land and individuals: Ben; Daniel; Fines; Jack; Sidney; Charlotte	1838	West Feliciana Parish, Mortgage Book K, p. 156, 1838/02/27
Coulter, James H.	plantation and the following individuals: Adam; Lucy; Caroline; Amelia; Charles; John; Manuel; Sam; George; Henry; Mahaley; Sarah; Joanah; John Deut; Louisiana; Lucy Garret; Jim; Charlotte; Eliza; Harriet; Henry; Betsey; Battiste	1853-1855	Tulane University, Citizens Bank Minute Book No. 7: 1855/03/02; West Feliciana Parish, Mortgage Book O, p. 536, 1853/03/08

Owner	Mortgaged Collateral	Dates	Source
Direr, Robert and Mary Kilgour	land and the following individuals: Watt, Tom; Vine, and her unnamed child	1837	West Feliciana Parish, Mortgage Book K, p. 118, p. 127, 1837/12/16
Doherty, Peter and Sarah B.	land and the following individuals: Harry; Abraham; Abner; Willis; George, Anderson; Felix; Martha and her child Josephin; Ellen and her child Josephine; Jane and her children Francis and Rhody; Bill; Adam; George; Alfred; Frederick; Lewis; Jack; Patt; Jim; Bazil; Ned; Joe; Tom; Anthony; Rose; Rachel; Celia and her child John; Hannah; Betsey and her child Rou Ann; Suckey; Henney; Eliza; Lena, Rachel; Liz; Celine; Eve; Kitty; Caroline; Chancey; Adeline; Alsey; Old Nancy; Emma; Hasty; Annett	1855	West Feliciana Parish, Mortgage Book O, p. 547, 1855/03/15
Fair, James and Mary	plantation and the following individuals: John; Fountain; Jake; Roderick; Jake; Fill; 1838 Jack; Charles; Jet; Milly; Phillis; Nancy; Eady; Sabila; Charlotte; Grace; Mary; Ann; Mariah; Silda; Jenny; Wesley; Dane, Dick; Henry; Jim; Nan; Routh; Emeline; Rachael; Steven; Nancy	1838	West Feliciana Parish, Mortgage Book K, p. 170, p. 176, 1838/03/22
Farrar, Mary Ann	land and the following individuals: Alfred; Salma; Washington; Jane and her child Polly; Tempe's children Patsey, Dave, and Sabrey; Caroline's children Emily and <i>illegible</i> ; Amcy's children Joe, Winney, and Stephen, Loroney's children Laura Ann and Tiney Ann	1846	West Feliciana Parish, Mortgage Book N, p. 251; 1846/02/24
Grover, Hiram J.	land and the following individuals: Jim; Gabriel; John; Clara; Susan; Jane; Sylva; James; <i>Sigudy</i> ; Tabor; Jane; Amy	1837	West Feliciana Parish, Mortgage Book K, p. 97; 105-106, 1837/10/02; West Feliciana Parish, Mortgage Book K, p. 105, 1837/10/28
Nervill, Gideon and Nancy	the following individuals: George; Bob; Nelly	1842	West Feliciana Parish, Mortgage Book M, p. 208, 1842/09/28
Pattillo, George H.	land and the following individuals. Jim; Lewis; George; Jess; Mike; Marinda; Harriet; Ruth; Fanny; Nathan; Frank; Marinda's daughter Martha; Charles; George Washington; Mack; Serine; Hannah; Milley	1834-1844	West Feliciana Parish, Conveyance Record I, p. 122, 1834/04/12; West Feliciana Parish, Mortgage Book K, p. 267, 1839/01/17; West Feliciana Parish, Mortgage Book M, p. 453, 1844/03/21

Owner	Mortgaged Collateral	Dates	Source
Perkins, John and Henry	plantation, various tracts of land, and the following individuals: William; Charles; Mary; Calamine; Spencer; Henry; Parker; Sarah; Harriet; Minor; Joe; Andy; Jim Dorsey; Amy; Adam; Daniel; Margaret; Jim; Isabel; Ann; Daniel Dean; Chloe; Eliza; Nat; Abram; Charles; Alsie; George; Susan; Nelson; Daniel Johnson; Rachael; Ben; Bicky; Peggy; William Scott; John Scott; John Briscoe; Alfred; Peter; Jim Carter; John Brooks; Stanly; George Burroughs; Francis Spencer; Sally; Susan; GEorge; Robert; Priscilla; Polly; John Hiem; Anna; Stephen; Emeline; Fanny; Hiram; Morie; Jim; Harry; Hetty; Harriet; Lucinda; John; Caroline; Grace; John; Joseph; Easter; Sophia; Charlotte; Babara; Fanny Gray; Susan; Mary; Henry; Ann; Julia Ann; Amanda; Celia; Emily; Louisa; Agga; Margaret; Little Sally; Martha; Jack; Dick; Ella; Mathilda; Maria; Minta; Wash; Dica; Lucy; Amy; Louis, Elvira; Theodira; Jim Henry; Beky; Newton; Alice; Isaiah; Bill; Morris; Viola; Vanness; Elizabeth; Patience; Leir; Abby; Ellen; Mia; Hagar; Patsy; Anthony; Judy; Tom; Fred; Wade; Green; Harvey; Abraham; Bill Gillis; Big Julia	1851	West Feliciana Parish, Mortgage Book O, p. 61, 66, 83, 87, 1851/04/12
Sims, Mrs. Ann	land and the following individuals: Jacob; Richard; Jenny; Isaac; Louisa; Joyce; William; Rose; Jim; Ben; Stephen; Green; Virginia; Bill; Commodore; Abraham; Ned; Sam; Old Sam; Harry; Jackson; Henry; Eliza; Miles; Moses; Mathilda; Ellen; William; Grael; Jack; Louis; Daniel; Aristin; George; Harriet	1855	Tulane University, Citizens Bank Minute Book No. 7: 1855/12/14; West Feliciana Parish, Mortgage Book O, p. 551, 1855/03/23
Wilkinson, Joseph	sugar plantation and 128 unnamed individuals	1851	Tulane University, Citizens Bank Minute Book No. 6: 1851/01/01
Young, Robert	the followng individuals: Joe; Milly; Spencer	1842	West Feliciana Pansh, Mortgage Book M, p. 208, 1842/09/28

New Orleans Canal Bank

Ascension Parish

Bercegeay, Alphonse	the following individuals: Mary and her children William and Wilson; James	1840	Ascension Parish, Mortgage Book 7, p. 473, 1840/08/06, p. 488
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Owner	Mortgaged Collateral	Dates	Source
Braud, Justine	land and the following individuals: Jean Louis; Marcel; Lisse; Jane	1834	Ascension Parish, Mortgage Book 6, p. 8, 1834/03/06
Duffel, Edward	plantation and the following individuals: Baptiste; Rosalie and her two children <i>Jose</i> and <i>Jean Baptiste</i> ; Nat; Constance and her three children Elsie, Henry, and Gustave; Raphael; Melanie and her three children <i>Clet</i> , Marianne, and Zeke; Auguste; Leonarde; Francis; Dinah; Hannah; Sillu and her three children Andre, Heloise, and Josephine; Maria and her three children Jean Louis, Michel, and Benjamin; Malvina and her child Stephen; Loyise and her child Colin; Jenny and her child Rose; Frank; Jim; Franchonnette and her sister Sally; Suzette; Leonarde; Sam; Ben; Joe; William; Michel; Vincent; Billy; Vieux Sam; Bastien; <i>Lan</i> ; Sam; Frank; Nace; William; Joe; Lucinda and her brother Thomas (alias Alfred); Aimee	1832-1841	Ascension Parish, Mortgage Book 5, p. 302, 1832/07/23; Mortgage Book 7, p. 311, 1841/03/13
Dugas, Ignace and Coralie Landry	land and the following individuals: Madelaine and her two children Julien and Celeste; Moody; Julie	1838	Ascension Parish, Mortgage Book 7, p. 6, 1838/05/15
Ford, Christopher; Randall, David	land and the following individuals: Jack; Nathan; Hanover; Randal; Joe; Jack; Richard; Brown; Squire; Elijah; Ceasar; Charles; Mary Ann; Virginia; Hannah; Julia; Aime; Martha; Latitia; Ralph; <i>Sarah</i> ; Louisa; Henry; Mary; Susan; <i>Aglaee</i> Caroline; William; George Clark; <i>Jerry</i> ; Daniel; Lucy; Lewis; Charlotte; Jim; Sidney; Lyddy; Elizabeth; Harry Byrne; Carter; Sarah; Winny; Hames; Squire; Harrison; Davy Skinner; <i>Crecy</i> and her unnamed infant; Mary Skinner; George Skinner; Henry Woods; Grace S.; Bill Martin; Minta; Thomas; Mary; William; Kitty; Albert; Harry S.; <i>Ben</i> Bond; Cassandra; Susan B.; John B.; Sarah; Ben Bond Jr.; Satira Shadrach; Robert Woods; Cassy; Bill Amanda; Patsey; Sylvia Briscoe; Bill Briscoe; Frank; Maria; Georgiana; Virginia; Moses Wood; Maria Wood; Nick; Dolly; Sylvia; Sarah; Calvert; Charlotte; Emma; John; Rachel; Missouri; Mary; Fanny; Mathilda; Louisa	1845	Ascension Parish, Conveyance Book 19, p. 387, 1845/11/13; Conveyance Book 19, p. 387, 1845
Gravois, Edward and Marie Rose Landry	land and the following individuals: Celeste and her three children Louise, Elizabeth, and Bouret; Lubin; <i>Timme</i> ; <i>Jamier</i>	1840	Ascension Parish, Mortgage Book 7, p. 234, 1840/06/29
Landry, Daucet and Lisa	land and the following individuals: Victor; Prince; Jimmy; <i>Vaniz</i> ; Jean Baptiste; Fanny; <i>Pilynaise</i> ; Diline; Celeste; Susan; Marie Louise; Alexandre; Valentin; <i>Nichola</i>	1835	Ascension Parish, Mortgage Book 6, p. 193, 1835/06/05

Owner	Mortgaged Collateral	Dates	Source
Landry, Narcisse and Gerade	land and the following individuals: Celestin; Auguste; Daniel; Pierre; Major; George; Christophe; Petion; Colces; Jacques; Edward; Celestin; Gilbert; Alexander; Bouli; Robin; Scott; Honore; Charles; Jack; Sam; Cupiclou; Pail; Bill; Frank; Jean Louis; Ned; Jean; Artheuse; Picep or Bob; Michil or Mitchel; Valentin; Michael; Lubin; Auguste; Gertrude and her child Andre; Marion and her child Suzanne; Julie and her two children Raphael and Felicite; Celeste and her eight children Honore, Catiche, Jeanette, Laura, Julien, Magdelaine, Celestine, and Gilbert; Venus and her two children Durosine and Jean Louis; Marianne and her two children Frosine and Priscilla; Marie and her three children Drausin, Rosetta, and Celeste; Katey and her three children Micotand, Susan, and Reuben; Fanny and her four children Noel, Betecie, Antoine, and Valcour; Madilain; Kitty and her four children Medare, Susan, Kitty, and Silvie; Jenny; Fanchanette and her two children <i>Opoline</i> and Julie; Mary; Rosalie; Victore; Babitte; Zoe and her child Catherine; Nore; Jacques, Paula; Alexander; Bill; Julie and her two children <i>Manetti</i> and Sophie; George; Jean Louis; Bob; Frank; Raphael; Felicite; Francois; Pierre; Jacques; Gertrude and her three children Henri, Eduard, and Adeline; Scott; Jane; Baptiste; Hortande; Marion and her four children Susan, Adelle, Jim, and Elizabeth; Auguste; Jane; Celestine; Petion; Michaelle; Jimmy; Medin; Mary and her child Joseph; Dio; Rosette; Valentine	1833-1842	Ascension Parish, Mortgage Book 5, p. 331, 1833/03/31; Mortgage Book 7, p. 434, 1842/05/03
Landry, Trasimon and Wife Modeste Brand	land and the following individuals: Gilbert; Sam Dawson; Ben Short; William; Joe Woodley; Joe Griffen; Bob Creghton; Ben; Martha	1839	Ascension Parish, Mortgage Book 7, p. 67, 1839/01/24
Landry, Valery	land and the following individuals: Isaac; Pompey; Celestin; Anatol; Davis; Petite <i>Maguire</i> ; Fanny William and her two children Adelaide and Lorenzo	1837	Ascension Parish, Mortgage Book 6, p. 322, 1837/03/31
Landry, Victor and Janette	land and the following individuals: Celestin; Franchoise; Guillaume; Susan; Rosemond; <i>Eduard</i> ; Antoine; Leon; Carmelite; Elenor; Zepherine; Emma; Thomasin; Augustin	1832-1839	Ascension Parish, Mortgage Book 5, p. 295, 1832/06/04; Mortgage Book 7, p. 118, 1839/06/14
Lange, Albert	plantation, land, and the following individuals: Jack; Nathan; Hanover; Randall; Joseph; Jack; Richard; Brown; Squire; Elijah; Cesar; Maryann; Virginia; Hannah; Julia; Aimee; Martha and her child Rosalie; Lotitia; Ralf; Sarah; Louisa; Henry; Susan; Aglace; Caroline; William	1848	Ascension Parish, Mortgage Book 9, 139, 1848/8/22

Owner	Mortgaged Collateral	Dates	Source
Leblanc, Derman	land and the following individuals: William; <i>Janey</i> ; Ciran; Joe; Frank; Julien; Martin; Honore; Nelson; <i>Birundy</i> ; Zoe; Pilagie; <i>Fanchanetta</i> ; Nancy; Gabriel; Lucy; Rosalie; Marguerite; Balut	1836	Ascension Parish, Mortgage Book 6, p. 288, 1836/09/12
Leblanc, Marcelis	land and the following individuals: Mari Jeanne and her two children Cadet and Benjamin	1833	Ascension Parish, Mortgage Book 5, p. 341, 1833/03/21
Marchand, Victor	land and the following individuals: Jacque; Jean Pierre; Jacob; Toussaint; Lessin; Jaque; Isidore; <i>Olrille</i> and her three children Francois, Joseph, and Narcisse; Bazile and her two children Eve and Edmond	1832	Ascension Parish, Mortgage Book 5, 1832/08/18
Poursine, Joseph	land and the following individuals: Joseph; St. Cloud; Paul; Frank and his wife Justine; Augustine, his wife Sanchette and their four children Adele, Gustave, Gertrude, and Derausin; Louise and her children Agathe and Sohpy; Rhoda and her children Hagar, Lucy, and Blaise	1833	Ascension Parish, Mortgage Book 5, p. 341, 1833/03/21
Prevost, F. M.	plantation and the following individuals: Abraham; Billy; London; Dick; John; Elias; Andre; <i>Wamur</i> ; Maria; Rachel	1833	Ascension Parish, Mortgage Book, 1833/03/23
Randall, David A.	land and the following individuals: Brown, his wife Eliza, and their four children Maria, Charles, Nathan, and Aimee; Lewis, his wife Becky, and their three children Agnes, Virginia, and Reuben; Caeser, his wife Lizzy, with their son Frank; Hannah, her three children Squire, Abraham, and Martha, and her grandchild Hanover; Fanny, her son Dick, and her grandchild Jack; Jack; Bill; Jacques; Elijah; Julie; Marianne; Martha; Joe; Elijah; Lewis and his two children Richard and William; Randal, his wife Sarah, and her children Louisa and Harry; Agnes and her child Susa; Caser and his two children Caroline and Aglaee; Martha and her child Latitia; Hannah and her grandchild Hanover; Joe; Jake; Lewis; Beckey and their three unnamed children; Drackter; Eliza and her three unnamed children; Randall; Sarah and her unnamed child; two unnamed children of Letty; Squire; Dick; Elijah; Fanny; Mary Ann; Julie; Ceasar; Brown; Eliza and her four children Maria, Charles, Nathan, and Aimee; Lewis; Beckey and her two children Richard and William; Randall; Sarah and her three children Agnes, Virginia, and Reuben	1839-1845	Ascension Parish, Mortgage Book 6, p. 5, 1839/04/10; Conveyance Book 19, p. 387, 1845

Owner	Mortgaged Collateral	Dates	Source
<u>Assumption Parish</u>			
Boatner, Daniel and Elizabeth	land and the following individuals: Isaac; Peter; Jerry; Little Isaac; Big Hannah; Lucy; Jim; Elisha; Ned; Jack; Mary; Winney; Alfred; Little Hannah; Mansfield; Handy; Nancy; Cinda; Daniel	1833	Assumption Parish, Mortgages 1831-1835, p. 141, 1833/03/26
Dalfreres, Antonio	plantation and the following individuals: Narcissa; Augustine; Philippa; Margueritta; Juliana; Andre	1834	Assumption Parish, Mortgages 1831-1835, p. 187, 1834/03/01
Dominguez, Manual and Maria	plantation and the following individual: Margueritte	1832	Assumption Parish, Mortgages 1831-1835, p. 107, 1832/07/02
Fernandez, Manuel and Julie	land and the following individuals: Grand Francois; <i>Telie</i> (alias Lydie); Pauline; Aimee; Jacob; Lawrence; Juliette; Mannette; Fifi; Auguste; Thomas, Victoire; Severin; Nancy (alias Marie Quace); Susanne; Madeline; <i>Mernaut</i> ; Peter Francois; Jean (alias Cherival); Azor	1833	Assumption Parish, Mortgages 1831-1835, p. 142, 1833/04/01
Guillot, Joseph	land with the following individual: Etienne	1839	Assumption Parish, Mortgage Book 1834-41, p. 263, 1839/07/25
Gravois, Joseph	plantation and the following individuals: John; Dick; George; <i>Eveline</i>	1839	Assumption Parish, Mortgages Book 11B, p. 229, 1839/03/11, Mortgage Book 1834-41, p. 233, 1839/03/14
<i>Huz, Antoine</i>	land and the following individual: Fanny	1840	Assumption Parish, Mortgage Book 1834-41, p. 286, 1840/04/14
<i>Martines, Philip</i> and <i>Manuela</i>	plantation and the following individuals: Charlotte; Augustine; Davy; Carry Morgan (alias Joe)	1833	Assumption Parish, Mortgages 1831-1835, p. 144, 1833/04/10
<u>Avoyelles</u>			
Coco, Lucien D.	land and the following individuals: Isaac; Henry; Julian; Dick; Clarisa and her child Ameline; Susanne and her three children Reuben, <i>Jalienne</i> (alias <i>Gustte</i>), and Elizabeth; Warran; Nancy and her three children Louise, Llyod, and Melinda; Cary Carter, Hannah Carter and her three children Gabriel, Daniel, and William	1840	Avoyelles Parish, Conveyance Book O, p. 373, 1840/03/30
Irion, George A.	land and the following individuals: Prince; Amos; <i>Paul</i> ; Phil; Joshua; William; Henry; Bill; Abram; Kity; Aggy; Bob; Thadius; Sally; Mary; Eliza	1832	Avoyelles Parish, Conveyance Book I, p. 267, 1832/04/28
Miles, Lemuel	land and the following individuals: Ben; Fanny; Matilda; Jordan; <i>Elsueda</i>	1832	Avoyelles Parish, Conveyance Book I p. 256, 1832/04/25

Owner	Mortgaged Collateral	Dates	Source
Mills, Thomas	land and the following individuals: <i>Hester</i> ; George; Rachel; Cherry; Maria; David; Moses; Aaron; Sylva	1832-1833	Avoyelles Parish, Conveyance Book I, p. 272, 1832/04/30; Conveyance Book J, p. 202, 1833/06/29
Ogden, Edward	land and the following individuals: Andrew; Billy; Caroline; Henry; <i>Barbara</i>	1836	Avoyelles Parish, Conveyance Book M, p. 198, 1836/05/30
Robert, E. G.	land and the following individuals: John; Jinny and her son Andrew; Sarah Ann	1833	Avoyelles Parish, Conveyance Book J, p. 155, 1833/05/23
Stewart, William L.	land and the following individuals: James; Acy; Margaret and her unnamed child	1832	Avoyelles Parish, Conveyance Book I, p. 260, 1832/04/28
Tanner, Branch	land and the following individuals: John; Henry; <i>Armistor</i> ; Lucy; Dolly; George; Belinda; Washington; Mark; <i>Julie</i> ; <i>Arreta</i> ; Nancy, Phillis; Polly Molley; Hannah	1839	Avoyelles Parish, Conveyance Book O, p. 65, 1839/06/03
Tanner, Lodowick	land and the following individuals: Ben; <i>Jerry</i> ; Harry; Yates; Robert; Frank; Betsy; Lucy Ann and her child Amy; <i>Abby</i> and her child Margaret	1840	Avoyelles Parish, Conveyance Book O, p. 367, 1840/03/10
Voorhies, Bennett F.	land and the following individuals: John; Major, Joe; Julie; Maria	1832	Avoyelles Parish, Conveyance Book I, p. 300, 1832/05/28
Voochies, William	land and the following individuals: <i>Coleman</i> ; Ned; <i>Lewis</i>	1832-1833	Avoyelles Parish, Conveyance Book I, p. 298, 1832/05/28

Concordia Parish Parish

Routh, Stephen M.	plantation and the following individuals: Stephen; <i>Perry</i> ; <i>Luis</i> ; Susan; Hannah; Lucy; Rachel; Rachel <i>Henry</i> ; <i>Avy</i> ; Mary	1833	Concordia Parish, Conveyance Book F, p. 415, 1833/04/27
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East Baton Rouge Parish

Boyle, William	plantation and the following individuals: Harry; Isaac; Preston and his wife Mille	1839	East Baton Rouge Parish, Mortgage Book K, p. 86, 1839/05/23; West Feliciana Parish, Mortgage Book K, p. 408, 1839/05/27
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Owner	Mortgaged Collateral	Dates	Source
<u>East Carroll Parish Parish</u>			
Goza, George Washington	the following individuals: Violet; Moccrise; Meiles; Willis; Nauce; Jim; Charles; Jesse; Elza; Eloy; Balaam; Phebe; Rachel; Pompey; Wiley; Will; Edward; Jinny; Arena; Pluenza; Raney; Joe; Bob; Little Jesse; Delila; Ben; Reuben; Rozetta; Nathan; Harry; Ishmael; Washington; Betsey; Chesney; Dennis; Bill; Willis; Margaret; Jane, Lucinda; Judah; Rosina; Eliza; Harriet; Easter; Edward; Richard	1840-1841	East Carroll Parish, Mortgage Book B, p. 105, 1840/05/22; Mortgage Book B, p. 95, 1841/10/04
Morgan, Oliver and Jonathan	the following individuals. Peter; Bob; Jack; George; Enos; Susan; John, his wife Henny, and their 3 children, Jane, Oscar, and Joe; Arthur, his wife Matilda, and her unnamed child; Comfort and her 4 children Giles, Jim, Thadius, and Patsy; Sam; Lige; Allen; Little David; Cooper; Eliza; Charlotte; Delia; Ephraim; Armstead; Daniel	1832-1835	East Carroll Parish, Conveyance Book A, p. 2, 1832/04/30; Mortgage Book A, p. 164, 1835/09/19
<u>East Feliciana Parish</u>			
Boatner, William and Sarah	the following individuals: Sam; Joe; Issac; Dick; Abram; Neubin; Alfrue; Isaac; Shields; Ellis; Ben; Limere; Tom; Burrel; Minur; Sandy; Polly; Hannah; Winney; Dianna; Lucinda; Amy; Dinah; Letty; Matelda; Judy; Rachel; Harriet; Jane; Noie; Leanoree; Leah; Deley; Nais; Nelly; Veirter; Mariah; Mary W; Martha; Sniersmiea	1832	East Feliciana Parish, Mortgage Book B, p. 339, 1832/04/24
Carter, William D. and Elizabeth	the following individuals: Melinda; Laucinia; Thomas; Ned; Mary; Clifton; Boatsroain; Alley; Diana; Cyprus; Louisia	1839	East Feliciana Parish, Mortgage Book H, p. 298, 1839/12/05
Chapman, James	land and the following individuals: Jacob; Cornelius; Harry; Eliot; Alfred; Ben; Laud; Henry; John; Bill; Pelina; Eliza; Fillis; Rebecca; Cary Ann; Margarite; Mary; Eveline; Nancy; Clarisa.	1833	East Feliciana Parish, Mortgage Book C, p. 164, 1833/04/15
Clemons, Nancy	the following individuals: Isabell; Liner; Will; Abram; Burrel; John; Big John; Magul; Elick; Boy Ben; Boy London; Stephen; Ephram; Veirtu; Isabela	1832	East Feliciana Parish, Mortgage Book B, p. 324, 1832/04/23
Delie, John L.	land and the following individuals: Jim; Chusterzi; Sam; Prince; Jack; Austin; Maria, Mary; Cynthia; George; Harvey; Joe; Austin; Luck; Hannah; Polly; Adam; Margaret; Dorcas	1835	East Feliciana Parish, Mortgage Book D, p. 81, 1835/05/18

Owner	Mortgaged Collateral	Dates	Source
Dolch, Elizabeth D.	plantation and the following individuals: Peter; Jim; Moses; Rachel; Ann; Sophy; George; Francis; William; Tony; Bob; Aaron; Maria; Bob; Agnes; Isabel; Henry	1833	East Feliciana Parish, Mortgage Book C, p. 401, 1833/07/22
Gayle, John L. and Martha	the following individuals: Tom; Nellie; Cuffe; Lucy	1832	East Feliciana Parish, Mortgage Book B, p. 329, 1832/04/24; West Feliciana Parish, Mortgage Book H, p. 409, 1832/04/24
Gilden, Stephen and Mary	the following individuals: Jack; Milo; Fanny; Sophia; Alfred; Nathan; Syliva	1832	East Feliciana Parish, Mortgage Book B, p. 349, 1832/05/09
Hary, James	land and the following individuals: Isabell; Linn; Will; Abram; Burnell; John; John; Mogul; Elick; Ben; landon; Stephen; Ephraim; Hester; Isabel.	1833	East Feliciana Parish, Mortgage Book C, p. 160, 1833/04/10
Kendrick, Benjamin	plantation and the following individuals: Abram; Beverley; Jim; Jinny; Delia; Fanny; Sophia; Patty; Fanny; Liar; Suda; George; Wiliam; Allin; Isaac; Green; Alfred; Dave; Adam; Rachel; Morgan; Susan; Winny; Malinda; Betsy; Mahala; Harriet; Eliza	1833	East Feliciana Parish, Mortgage Book C, p. 183, 1833/05/06
McRae, Colin C.	land and the following individuals: John; Charles; Sam; Luke; Rose	1832	East Feliciana Parish, Mortgage Book C p. 5, 1832/06/05
Mune, Daniel and Pamela	the following individuals: Slank; Judah; Minerve; Maryant; Mepoure	1832	East Feliciana Parish, Mortgage Book B, p. 333, 1832/04/23
Myers, Burrel	land and the following individuals: Jane; Nancy	1832	East Feliciana Parish, Mortgage Book B, p. 314, 1832/04/23; West Feliciana Parish, Book H, p. 416, 1832/04/25
Nettlez, John and Ferorbes	the following individuals: Becka; Permelia; Monroe; Rachel; Lenah; Nelson; Lya (alias Lydia); Leanard	1832	East Feliciana Parish, Mortgage Book B, p. 342, 1832/05/01
Norwood, Noel	land and the following individuals: Sookey; Rachel; Betty; Lydia; Caty; Hannah; Lot; Lilly; Silla; Simon; Polly; Isaac; Henny; Sarah; Little Isaac; Bob; Milly; Sampson	1833	East Feliciana Parish, Mortgage Book C, p. 171, 1833/04/15
Pain, John C. and Mary Louise	the following individuals: Nenolde; Henry; Elegn; Phillis; Mary	1832	East Feliciana Parish, Mortgage Book B, p. 326, 1832/04/03
Perry, Robert	land and the following individuals: Isaac; Crawford; John; Ben; Fred; Liman; Harry; Clary; Jonas; Emelie; Malvina; Milly, Nancy	1833	East Feliciana Parish, Mortgage Book C, p. 140, 1833/04/06; West Feliciana, Mortgage Book J, p. 87, 1833/04/16; Tulane University, Citizens Bank Minute Book No. 5: 1846/02/26; Citizens Bank Minute Book No. 7: 1851/12/30
Powers, John B. and Elizabeth	the following individuals: Jerry; Katy and her child Fountain	1838	East Feliciana Parish, Mortgage Book H, p. 198, 1838/05/05

Owner	Mortgaged Collateral	Dates	Source
Purnell, George W. and Mary Ann Lunetto	the following individuals: Robin or Bob; Nancy; Bill Button; Lewis; Jenny; Louisa or Laura; Bill Bladen; Jane; Caroline and her children Norman and an unnamed child, Riley; Bill Dale; Phaso; Bob Amis; Leah; Frances; Isabella	1847-1849	East Feliciana Parish, Mortgage Book H, p. 305, 1847/04/28; East Feliciana Parish, Mortgage Book H, p. 402, 1849/04/23
Rest, John and Mary	the following individuals: Frank; Charles; Lucy; Harriet; Milly; Jerry	1832	East Feliciana Parish, Mortgage Book B, p. 344, 1832/04/27
Scott, Thomas W.	land and the following individuals: Hannah; Rachel; Sony; Bob; Venus; Brian; Betsy; Harry; Joyo; Tiffany; Duke; Pat; Doll; Viny; Ann; Binah; Jam; Mary; Joyo; Jinny; Mingo; Juno	1833	East Feliciana Parish, Mortgage Book C, p. 174, 1833/04/24
Seals, James	the following individuals: Jim; Christie; Sam; Jack; Austin; Maria; Mary; Cynthia; George; Harold; Joe; Austin; Jack; Hannah; Polly; Adam; Margaret; Dorcas; Prince	1832-1835	East Feliciana Parish, Mortgage Book B, p. 331, 1832/04/24; East Feliciana Parish, Mortgage Book G, p. 467, 1835/05/18; West Feliciana Parish, Book H, p. 402, 1832/04/24
Waddell, Zachariah and Narcissa	the following individuals: Charles; Rachel; Anthony, Louisa; Polyabie; Louviey; George	1832	East Feliciana Parish, Mortgage Book B, p. 337, 1832/04/13
Waddill, David	land and the following individuals: Joalib; Fran; Jacob; David; Hester; Matilda; Caroline; Hildah; Nan	1833	East Feliciana Parish, Mortgage Book C, p. 162, 1833/04/13

Iberville Parish

Butler, Edward G. W.	land and the following individuals; including: Parrick; Alix; Albert; Joe; Joshua; Polly; Nancy; Miles; Stephney; Jordon; Celia; Sylvia; Billy; Lucy; Addison; Nelly; Harriet; Nelson; Bennet	1833-1843	Iberville Parish, Conveyance N, p. 557, No. 472, 1833/04/15; Conveyance Book V, p. 338, No. 215, 1843/03/27
Honore, Francise Belly	plantation on the right bank of the Mississippi River with the following individuals: September, his wife Francoise, and their five children Marie, Aimee, Marguerite, Francois, and Edmond; Iberville, his wife Poignon, and their child Jacques; Nicolle and her two children Honore and Commineau	1832	Iberville Parish, Conveyance Book N, No 148, 1832/07/06
Landry, Anne B.	plantation on the right bank of Mississippi with the following individuals: Baptiste; Anna; Melite and her child Gustin	1832	Iberville Parish, Conveyance Book N, No. 155, 1832/07/13
Ricard, Genevieve B.	land on the right bank of the Mississippi and the following individuals: Cayro, his wife Jabo, and their three children Aimee, Louis, and Vincent; Lalie and her five children Antoine, Francois, Voltaire, Elizabeth, and Lalie; Ospasie and her child Homer; Amus; Abraham; Julien; Elie; Zelig; Luke; Balaam; Jerry; Cader; Willis; Margaret; Kitty; Peter; Abraham Juke; Tom; Sophy; Agathe; Joe; Esther; Marie Mart; Theodore; John; Frank	1843	Iberville Parish, Conveyance Book N, p. 592, No. 507, 1843/03/24

Owner	Mortgaged Collateral	Dates	Source
Walker, Duncan S. and Robert J.	land and the following individuals; including: Solomon, Frederick; Glenn; Polly; Jim; Ben; Spencer; Gabe; Cela; Ephraim; Levin; George; Serina; Josephine; Robert; Mary; Charlotte; Taylor; Lewis; Travis; Owen; Isaac; Jesse; Mark; Mathilda; Nancy; Biddy; George; Maria; Jim Crow; Patrick; Peter	1833	Iberville Parish, Conveyance Book N, No. 572, 1833/06/17; Conveyance Book V, p. 336, No. 214, 1833/05/09

Lafayette Parish

Arceneaux, Emille	plantation and the following individuals: Celestine; Josephine; Constance; Eugenia; Pierre; Joseph; Celestin; Valinen; Olivia; Pierre; Ellen; Alcinder	1832	Lafayette Parish, Copies of Notarial Acts, 1774, 1832/05/25, no. 1775, 1832/05/25, no. 1781, 1832/05/22
McCaskill, Daniel and Caroline; Robert Nibbilt	land and the following individuals: Moses; Rose; Ellick; Samuel; Mary Ann; Gabriel; Charity; Gabriel; Marilla; Daniel; Bill; Henry; Rhoda; Lewis; Wisdom; William; Collin; Sally; Willoughby; Rosanna; Henry; Liz	1832-1833	Lafayette Parish, Copies of Notarial Acts, entry 1769, 1832/05/3, entry 1965, 1833/05/20
Rice, Samuel B. and Martha Campbell	land and the following individuals: Tom; John; John; Jim; William; Arthur; Ned; Will; Sevesitia; Mary; Maria; Anne; Reason; Richmond; Wilkins; Henry; Nana	1833-1837	Lafayette Parish, Copies of Notarial Acts, entry 1977, 1833/05/29
Thrall, John B.	the following individuals: Belco; Milly; William; Eveline; Thom; John; Charlotte; Betsy; Teny; Mary; Billy; Dorcas; Jane; Jeff; Michael; Maria; Jeff; Sally; Patsy; Katey; Fielding; Dick; Thomas	1832	Lafayette Parish, Copies of Notarial Acts, entry 1769, 1832/05/22
Wilcoxon, Floyd	plantation and the following individuals: Moses; Jack; Daniel; Harry; Tom; John; Alexander; William; Charles; George; Lucy; Nancy; Becky; Abby; Cassy; Little John; Betsy; Leathy; Nelly	1836	Lafayette Parish, Copies of Notarial Acts, entry 2503, 1836/06/15

Lafourche Parish

Bigg, Thomas	land and the following individuals: Jacques; Nago; Charles; Big William; Nelson; Jean; Sam; Alexander; Guylson; Alexander; Polite; Tom; Raisine; Henry; Davis; Gary; Faniel; Joseph; Little William; Tabor; Jack; Robert; Justin; Isaac; Antoine; Laurent; Michel; Lizette; John Robert; Casimir; Aaron; Lucien; Ellick; Gaisy; Richard; Appolon; Jeme; Constance and her unnamed child; Anne and her unnamed child; Maria and her unnamed child; Nanette; Lake; Mararite and her unnamed child; Artemise; Froizine; Esther; Esther; Tabe; Mary and her unnamed child; Laurine; Lisa and her unnamed child; Roddy and her two unnamed children; Fiste; Louise and six unnamed children; Caroline and her unnamed child; Susane; Marianne; Little John	1841	Lafourche Parish, Conveyance Book R, p. 304, 1841/06/24
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Owner	Mortgaged Collateral	Dates	Source
Bourg, Mathurin	land and the following individuals: Malando; Haley; Joseph; Peter	1833	Lafourche Parish, Conveyance Book J, p. 123, 1833/03/28
Labiche, Firmin	plantation and the following individuals: John; Zenon; Lucy	1832	Lafourche Parish, Mortgage Book I , p. 228, 1832/06/06
<u>Ouchita Parish</u>			
<i>illegible</i> , Jean	the folowing individuals: Battiste; Solomon; Mattild and her two children Henry and Susan; Nancy and her 4 children Ceil, Thercale, Margaret, and Lewis; Cherry; Louisa; America	1833	Ouchita Parish, Mortgage Book A, p. 196, 1833/05/14
Downs, Solomon Weatherbee	plantation and 56 unnamed individuals	1837-1841	Ouchita Parish, Mortgage Book B, p. 3, 1837/11/29; Tulane University, Citizens Bank Minute Book No. 3: 1841/02/24
<u>Pointe Coupee Parish</u>			
Bouis, Francouis and Helen	plantation, land, and the following individuals: Charlotte and her 6 children Rosene, Rene, Leocadie, Josephene, Rosalie, and Elvi; Pompey and his wife Jeanne, and her 8 children Gustine, Gustane, Hilairi, Nunea, Zerine, Lindor, Iris, and Sethene	1841	Pointe Coupee Pansh, Legal and Conventional Mortgage Book C, no. 1349, 1841/03/19
Bourgeaux, Augustin and Jane	plantation and the following individuals: Big Sally; Maria; John Baptiste; Caroline; Big Allan; Bill; Rose; Little Allen; Little Sally; Seleste; Louis; Xavier; Fanny; Marie; John; Phebes; Henry; James	1832-1849	Pointe Coupee Parish, Legal and Conventional Mortgage Book B, p. 400, 1832/05/08; Legal and Conventional Mortgage Book D, p. 873; Legal and Conventional Mortgage Book C, no. 1109, 1839/02/25
Cooley Jr., Ebenezer and Mary Collins	land and the following individuals: Richmond; Katy; Oliver; Benjamine; Robin; Henry; Hannah and her child Maria; Jim; Jack; Bill; Mary-Ann; Sally; Isaac; George	1842	Pointe Coupee Parish, Legal and Conventional Mortgage Book C, no 1465, 1842/01/20
Dewey, Benedick and Sarah	plantation, land, and the following individuals: Robbin; John; Charity; Eliza	1832-1834	Pointe Coupee Parish, Legal and Conventional Mortgage Book B, p. 419, 1832/06/28; Legal and Conventional Mortgage Book C, p. 1, 1834/02/18

Owner	Mortgaged Collateral	Dates	Source
Ferrier, Jules and Julie	land and the following individuals: Armstead; Nancy; Similin	1837-1846	Pointe Coupee Parish, Legal and Conventional Mortgage Book C, 592, 1837; Legal and conventional Mortgage Book D, p. 576, 1846/01/01
Jewell, Sarah Isaacs	plantation and the following individuals: Jim; Joe; Bristen; Garland; Liverpool; Bolin; Daniel; Claiborne; Yellow Bob; Black Bob; Martin; Solomon; Little Sam; Congo Sam; Ellick; Jaik; John; Jacob; York; Hercules; Colsy; Nilson; Frank; Bob; Phoebe; Clarkey; Nancy; Big Mary Ann; Chancy; Winny; Sarah; Lucinda; Charlotte; Mary; Jenny; Rachael; Mary Ann; William; Dick; Bristen; Isaac; Nancy; Hannah; Rosalie; Rose; Betzy	1833	Pointe Coupee Parish, Legal and Conventional Mortgage Book B, p. 520, 1833/04/05
Major, Norbert	plantation, land, and the following individuals: Cesaire; Andre; Lincoln; Antoine; Francois; Augustin; Lucas; Zenon; Hypolite; August; Jean Baptiste; Francois; Gregoire; Joachim; Venus; Mary; Agathe; Valerine; Susine; Deby; Marie; Julie; Pauline; Victoire; Francine; Madeline; Zaire; Laurette	1833	Pointe Coupee Parish, Legal and Conventional Mortgage Book B, no. 538, 1833/04/24
Ratliff, Louricy and Adam Bingaman	land and the following individuals: Georges; Landy; Richard; Billy; Milford; Moses; George; Abe; Alfred; Bob; Milford; Frank; Rod; Rachel; Dina; Mulatto Mary; Mary; Matilda; Short Rachel; Alice; Celia; Fanny; Maria; Cleany; Alice; Christine; Henrietta; Ann; Priscilla; Dick	1836	Pointe Coupee Parish, Legal and Conventional Mortgage Book C, no. 518, 1836/11/26
Robertson, Malinda	land and the following individuals: Sylvia and her children Sophia, Harriet, Ned, and Alfred; Ephraim; Robert	1835	Pointe Coupee Parish, Legal and Conventional Mortgage Book C, no. 280, 1835/05/22
Sholar, Ann and Asa Brown	land and the following individuals: Peter; George; Bob; Lucy; Dorcas and her son Charles; Eliza and her son Joe	1840-1845	Pointe Coupee Parish, Legal and Conventional Mortgage Book C, no. 1327, 1840/12/30, Legal and Conventional Mortgage Book D, no. 440, 1845/11/06
Taylor, William	the following individuals: Salomin; Baptiste; Mary; Audre; Daniel; Jesse or Dias; Francur; Adelle; Baptiste; Bernard; Flora; Fadonas; Areline; Little Jenny; Lubin; Nancy; Tom; Harry; Betzy; Harry; Martin; unnamed individual; Jean; Phil and his wife, Fine (alias Fanny); Levy (alias Duval); Little Nancy; Lindon; Louis; Hanniah or Amia; Luckey; Suzanne; Fanny; Chisbe; Charles; Paul; Jeannette; Mary Jeanne; Pauline	1833	Pointe Coupee Parish, Legal and Conventional Mortgage Book B, 544, 1833/05/09

Owner	Mortgaged Collateral	Dates	Source
Trumbull, Mathilda A.	land and the following individuals: Big Tom (alias John), his wife Peggy, and their three children Beck, Patience, and Dick; Jack Collins, his wife Alssee (alias Alfa), and their children Paris, Amy, Adam, Dafney, Mathilda, and Patsy, Jacob and his wife Patty (alias Polly), and their children Boney, Rachel, Judy, and Daniel; Yellow Tom, his wife Jenny and their children Sam, William, and an unnamed boy; William, his wife Hannah and their children Judy and Lucinda; Old John; Isaac; Charles; Prince; Solomon; Anthony, his wife Hannah Sip, and their children Polly, Harry, John, Eveline; Old Ann; Mary; Jack; Joel; Thomas; Dan; Patsey; Mary; Green; James; Edmond; Prince; Tomas; Big John; Peggy; Robert; Louisa; Liss; Stephen	1835-1845	Pointe Coupee Parish, Legal and Conventional Mortgage Book C, p. 66 (No. 217); No. 428, 1835/03/30; Pointe Coupee Parish, Legal and Conventional Mortgage Book D, p. 335, 1845/03/29; Pointe Coupee Parish, Legal and Conventional Mortgage Book D, p. 348, 1845/04/09

St. James Parish

Champagne, Evariste	sugar plantation and the following individuals: Louis; Francois; Jean Pierre; Valsin; Justin; Marianne; and Charlotte	1833	St. James Parish, Mortgage, Book 13, p. 255, 1833/05/29
Huguet, Esteve	land and the following individuals: Pierre; Aristide	1841	St. James Parish, Mortgage, Book 19, p. 511, 1841/06/14
Roche, Pierre Felix	plantation and the following individuals: Louisa and her three children Alfred, Celestine, and Richard; Cicero; Jean Louis; Zabelle; Valery; Ophelia; John	1840	St. James Parish, Mortgage, Book 18, p. 442, 1840/03/28

Owner	Mortgaged Collateral	Dates	Source
<u>St. Landry Parish</u>			
Brownson, John	land and the following individuals: York; Kitty; Pat; Jim, his wife Harriet and her five children Elsy, Anthony, Phillis, Gilbert, and Delphine; Bill; Big Charles and his wife Sapho; William, his wife Sucky, and their three children Andrew, Elizabeth, and Polly; Harry, his wife Ester, and their five children Anna, Harry, Nancy, Eliza Jane, and Denis; Humphrey, his wife Maria, and their four children Betty, Hanna, Abigail, and Frank; John, his wife Mary Ann, and their four children Mary, Custers, Fanny, and unnamed individual; Antoine; Patrick, his wife Delphine, and their four children Alexander, Grace, Manuel, and Sarah; Providence, Demba and his wife Delia; Stephen, his wife Nancy, and their three children Stephen, Jane, and unnamed individual; Romeo; Pool; Euphrosine; Mises; Robert; Sam	1833	St. Landry Parish, Conveyance Book H-1, p.216, 1833/04/20
Campbell, Marsden	land and the following individuals: Andrew; Ben; Bookey; Daniel; Joe; John H. Frank; Mirgo; Ned; Scipio; Abram; Abbe; Charlotte; Fanny; Judy; Minerva; Nanny; Tom; Dick; William; James; Betty; Laura; Membo; Nancy; Dorinda; Resin; Silla; Hannah; Sally; Sida	1837	St. Landry Conveyance Book IJ-1, p. 103, 1837/04/27
<u>St. Martin Parish</u>			
Breaux, Alexandre	plantation and the following individuals: Louis; Jacques; Magdelaine; Marianne; Baptiste; Moise; Cresfort; Milly; Gre; John; Fae; unnamed infant	1833	St. Martin Parish, Conveyance Records vol 8, p. 165, no 7383, 1833/06/20
Davis, Robert J. and Caroline J.	plantation and the following individuals: Bolen; Esam, George; Paresh; Nancy; Tabitha; Centha; Emilie; Fanny	1832-1833	St. Martin Parish, Conveyance Records vol 7, p. 274, no 7135, 1832/05/04; Conveyance Records vol 8, p. 120, no 7337, 1833/04/25
Guidry, Marguerite	plantation and the following individuals: Bajile; Andre; Guillaume; Francesque; Euken; Bill; James, Anna; Martin; Jose; Bun-aime; Caiton	1833	St. Martin Parish, Conveyance Records vol 8, p. 129, no 7348, 1833/06/06
LeBlanc, Edward	plantation and the following individuals: Charles; Ransom; Schill; Marie Lauide; Ursin; Cary; Jane; Charles; Paul; John; Peter; Nally; Robert; Cilstin; Martin; Basil; Anne; Silvie; Harden	1832	St. Martin Parish, Conveyance Records vol 7, p. 325, no 7188, 1832/07/16
LeBlanc, Norbert	plantation and the following individuals: Wally; Martin; Celestin; Robert; Silvy	1842	St. Martin Parish, Conveyance Records vol 13, p. 328, no 10030, 1842/04/26
Marsh, Jonas	land and the following individuals: Peter; Becky; Cyrus; Gilbert; Kert; Adam; Abraham; Delphe; Isaac; Abraham; Pack; Sophy; Nancy; Nelson; illegible	1834	St. Martin Parish, Conveyance Records vol 9, p 83, no 7604, 1834/06/07

Owner	Mortgaged Collateral	Dates	Source
Miguez, Bernard	plantation and the following individuals: Oswald; Cilule; Betsey; Kily; Suzan	1832	St. Martin Parish, Conveyance Records vol 7, p. 264, no 7125, 1832/04/25
Rousseau, Jean Julien	plantation and the following individuals: David; Job; Elias; Peter; Adam; Charles; Phill; Henry; Auston; Samson; Eliman; Elee; Nancy and her unnamed daughter; Ceuya; Julie; Caroline and her unnamed daughter; Silvia and her unnamed son; Sally-Anne and her unnamed son; Gwen-Ann; Caroline	1833	St. Martin Parish, Conveyance Records vol 8, p. 117, no 7335, 1833/04/24
Vincent, Charles	plantation and the following individuals: Victor, Julie; Jacob; Jacques; Jean Pierre; Fran; Victorie; Sabel	1832	St. Martin Parish, Conveyance Records vol 7, p. 335, no 7196, 1832/07/19
<u>St. Mary Parish</u>			
Baker, Joshua	the following individuals: John; Hetty; Cudgo; Irwvin; Susan; Willis; Anne; Jim; Jacob; Letty; Nancy; Lijah; unnamed individual; Shedrick; Lucy; Martha; Little Shederick; Johnson; unnamed infant; Buttle; Eveline; Jared; Charles; Nancy; Lucky; Sampson; Flore; Shederick; Lewis; Sally; Little Jack; Liddy; Lavinia; Little Steven; Ritta; Linna; George Diar; Lea; Ellen; George; Marguerite; Sam; Sarah; Elizabeth; Mathilda; Jim Pratt; Sally Pratt; Edmund; unnamed individual; Jeff; Frank; Rena; Charlotte; Rena; Joshua; Claiborne; Rhubin; Ceily; Milly; Louisa; unnamed individual	1842	St. Mary Parish, Mortgage Book 11, p. 50, 1842/06/04
Barabino, Stephen	land and the following individuals: Thomas; Elix; Isaac; Christopher; Robbins; Mansnitta; Maria; Clara; Henry; Felicity; Joseph; Coleman; Curdin; Jackson; Thomas, Philip; Fanchenetta	1832	St. Mary Parish, Mortgage Book 5 p. 323, 1832/05/01
Bernard, Raymond	land and the following individuals: James; Dick; Joe; Joe; Bartlet; Daniel; Edward; Sophie	1835	St. Mary Parish, Mortgage Book 7, p. 476, 1835/05/02
Bodin, Simon	plantation and the following individuals: Vilgence; Adeline	1838	St. Mary Parish, Mortgage Book 9, p. 200, 1838/06/09
Bowles, Thomas E.	land and the following individuals: Bill; Kaye; John; Isaac; Jack; William; Rob; Jackson; Clifford; Lucy; Henson; Philles; Ephraim; Jane; Kesiah; Mary; Pherody; Polly; Lucy	1841	St. Mary Parish, Mortgage Book 10, p. 293, 1841/04/13
Brashear	land and the following individuals: Matilda; Queeney; Augustus; Flora; Courtney; Harry Todd; Hannah; Clarissa; Sinclair; Ellen; Ben; Patrick; Milly; Jinny; Ann; Saunders; Horace; Maria; Eliza Johnson; Sabina; Camilla	1833-1843	St. Mary Parish, Mortgage Book 6, p. 332, 1833/06/24; Mortgage Book 11, p. 198, 1843/06/01

Owner	Mortgaged Collateral	Dates	Source
Carlin, Celestin	plantation and the following individuals: Polly; Voltaire; Julien; Christine; Adelaide; Victor; Hassin; unnamed individual; Jane; Feliciane; Washington; Clarissa; Ann; Henry; Moor	1838	St. Mary Parish, Mortgage Book 9, p. 227, 1838/07/06
Carlin, Helaire	plantation and the following individuals: William; Claiborne; Dick; Henry; David; Mary; Arceuil; Susanne; Sophy	1839	St. Mary Parish, Mortgage Book 1837, Vol. 9, p. 390, 1839/04/13
Charpantier, Joseph	land and the following individuals: James; Nick; Charles; Charlotte; Mary; Milly	1835	St. Mary Parish, Mortgage Book 7, p. 420, 1835/03/21
Cook, John A.	plantation and the following individuals: Peter; Manuel; Ephriam; Jemi; Harry; Tom; John; Polly; Annah; Jeneya; Jilla; Sam; Alik; Ruben; Harriett; Penny; Betsey; Sarah	1837	St. Mary Parish, Mortgage Book 1832, vol. 6, p. 22, 1833/04/30; Mortgage Book 8, p. 476, 1837/06/09
Crawford, Henderson	land and the following individuals: Frank; Harry; Willis; Hannah; Charlotte; Bob; Prior; Sally; Dick; Betsey; Jim; Bill; Elizabeth	1834	St. Mary Parish, Mortgage Book 7, p. 300, 1834/09/19
Daigle, Louis	plantation and the following individuals: Francois and Rosalie	1833-1841	St. Mary Parish, Mortgage Book 7, p. 36, 1833/07/29; Mortgage Book 10, 380, 1841/07/29
Deutreuil Louis	plantation and the following individuals: Marie and her unnamed child	1832-1836	St. Mary Parish, Mortgage Book 6, 1832/07/14; Mortgage Book 8, p. 290, 1836/06/29
Elliott, Bryce	plantation and the following individuals: Big Bob; Major; John alias Eugene; Hannah; Ann; Abram; Malinda; Rosina	1839	St. Mary Parish, Mortgage Book 9, p. 474, 1839/07/03
Elliott, George and Bryce	plantation and the following individuals: Kit; Telly; William; Delay; John; Martha; Sarah; Isam; unnamed child; Matilda; Eliza; Betsey; Simon; Randall; Ann	1838	St. Mary Parish, Mortgage Book 9, p. 272, 1838/08/27
Ferguson, James	plantation and the following individuals: Jim; Armstrong; Oeasen; Harriet; Alfred	1833	St. Mary Parish, Mortgage Book 7, p. 40, 1833/07/30
Foote, Henry	land and the following individuals: Peter Caffery; Moses; Osaac; Ceasor; Bill; Washington; Henry; Allen; Sarah; Nancy; Julia; Rachel; Phoebe; June; Patsy; Minerva	1839	St. Mary Parish, Mortgage Book 9, p. 462, 1839/06/11
Frere, Joseph A.	land and the following individuals: Moses; Elijah; Lary; John; Jared; James; Charles; Butler; Philippe; Hubert; Auguste; Andre; Victor; Zenon; Big George; Little George; William; Jacques; James; Francis; Martha; Thirezes; Manette; Marine; Marionnette; Flore; Achilles; Sophy; Nancy; Rachel; Sense; Charlotte; Virginia; Charles; Betsey; Cecile Shedrick; Lucinda; Emilie; Celeste; Edmond; Clemence	1843	St. Mary Parish, Mortgage Book 11, p. 269, 1843/08/12

Owner	Mortgaged Collateral	Dates	Source
Fuselier, Gabriel L.	land and the following individuals: Sam; Vinah; Moses; Samuel; Benjamin; Lewis; Hanna and her unnamed child; Joe; Nancy; Caroline; Joseph; Josephine; Nelson; Peggy; Tony; Christine; Nelson; Emilia; John; Janny; Johnson; Esop; Marius and Mary; Jim; Aline; Felix; Rhody; Dave; Guy; Henry; Bartlet; Reuben; Billy; Edward; Jim; Dick; Daniel; Zenon; Gary; Jenny; Old Mary	1843	St. Mary Parish, Mortgage Book 11, p. 248, 1843/06/24
Garret, Catherine	plantation and the following individuals: Bosor; Charles; Eliza; Martin; George; Louisa; Isam; Isaac; Gilbert; Mary; Ephriam; Betsey; Morris; Callin; Susan; Allan	1836	St. Mary Parish, Mortgage Book 8, p. 215, 1836/04/23
Garret, John	plantation and the following individuals: Lewis; Cage; Nelson; Bill; Peter; Harry; Lane; Nat; Sam; Joe; Littia; Loucas; Lavinia; Lucy; Betsey; Letitia; Caye; Sally; Bill; Lucinae; Laura; Charles; Henry; Lucy; Washington; Saul; Tamer; Natt; Nelson; Peter; Dave; Lucy; Jeff; Eliza; George; Hannah; Sam; Joe; Betsey; Gilbert	1832-1838	St. Mary Parish, Mortgage Book 5, p. 306, 1832/04/24; Mortgage Book 9, p. 186, 1838/05/23
Gerbeau, James	planation and the following individuals: Jim, Edmund, Joseph, George, Henriette, Rosette, Cilestin, Sam or Philip, Adelaide, Margaret, Francoise, Sukey, Phil	1833	St. Mary Parish, Mortgage Book 6, p. 289, 1833/06/10
Gerbeau, Joseph	land and the following: Charles; Jean; Peggy; Julie	1842	St. Mary Parish, Mortgage Book 10, p. 349, 1841/06/05
Grevenberg, Charles	plantation and the following individuals: Grand Sam; Gros Sam; Billy; Little Jim; Jackson; Willis; Jim; Arthur; Joseph; Lewis; Frank; Reuben; Jordan; Ben; Alexis	1833	St. Mary Parish, Mortgage Book 6, p. 250, 1833/05/18
Harding, Winthrop S.	land and the following individuals: Simon; Stephen; Wilks; Caleb; Major; Solomon; Carey; Captain; Toney; Emeline; Maria; Betsey; Violet; Mary; Peggy; Tony; Captain; Dick; Bob; Carry; Eliza; Abraham; Eleonora; Mahala; Mary; William; Anna; Annette; Washington; Doctor; Harriett; Simon; Emiline; Sally; Rhoda; Memory; Abigail; Franky; Delia; Sam; Reason; Penny; Anthony; Mary; Tom Major; Jack; Fanny; Yama; Jacob; Lidia; Margaret; Maria; Prescilla; Almira; Elvy; Viney; Violet; Betzy; Solomon; Manuel; Charity; Hannah; Joe; Daniel; John; Ismail; Leah; Nathan; Julius	1836-1841	St. Mary Parish, Mortgage Book 8, p. 187, 1836/04/07; Mortgage Book 10, p. 337, 1841/05/15

Owner	Mortgaged Collateral	Dates	Source
Haydel, George	plantation and the following individuals: Fanny and her unnamed child; William; Charles; Jordan; Pepe; Asan; George; Alexander; George; Aleck; David; Jim; Suzan and unnamed child; Bill; Sally; Washington; Perry; Henvre; Martin; Maria; John Louis; Rachel; Zenon; Bill; Joe; Baptiste; Augustin; Jim; Betty; Frank; Jesse; Linan; Jesmire; Billy; Gustave; Baptiste	1832-1834	St. Mary Parish, Mortgage Book 6, p. 59, 1832/07/11, Mortgage Book 7, p. 230, 1834/05/24
Heydell, Francoise	plantation and the following individuals: Marciss; Cilistrin; Vincent; Augustin; Laurel; Austin; Tenon; Marie Louisa and her unnamed children; Francois and her child Rosalie	1833	St. Mary Parish, Mortgage Book 6, p. 291, 1833/06/10
Jeanerett, John W. and Constant E. Gradless	plantation and the following individuals: Jacob; Jim; Ephrom; John; Jack; <i>Vinia</i> ; Celia and her unnamed child	1832	St. Mary Parish, Mortgage Book 6, p. 78, 1832/08/07
Lacy, John O. and P. A. Vandorn	plantation and the following individuals: Jefferson; Isaac; Hiram; Sidner; Bill; Dennis; King; Thomas; Oscar; Maria; Susan; Emeline; Maria; Jeanett; Harry; John; Saul; Betsy; Bisis; Jane	1833	St. Mary Parish, Mortgage Book 6, p. 217, 1833/04/30
Lacy, Susan	plantation and the following individuals: Elliot; John; Cuffy; Murray; George; Silvesha; Maria; Eliza	1833	St. Mary Parish, Mortgage Book 6, p. 260, 1833/05/24; Mortgage Book 7, p. 1, 1833/07/03
Louviere, Louis	land and the following individuals: Kesiah; Mary; unnamed individual	1840	St. Mary Parish, Mortgage Book 10, p. 170, 1840/08/15
Marsh, John C.	plantation and unnamed individuals	1832	St. Mary Parish, Mortgage Book 5, p. 318, 1832/05/16
Murphy, John B	plantation and the following individuals: Jim; Soloman; Charles; Hlip; Charles; Stephen; Harry; Abraham; Little Sol; Washington; Jenny; Little Polly; Louise; Anny	1836-1837	St. Mary Parish, Mortgage Book 8, p. 210, 1836/04/16, p. 444, 1837/04/22
Nash, William J.	plantation and the following individuals: Nathan; Will; Burrel; Phil; Washington, Norris; Maria; Harriet; Nancy	1836	St. Mary Parish, Mortgage Book 8, p. 282, 1836/06/14
Parkerson, John	plantation and the following individuals: Betsey; Grace; George; Jackson; Sam; Mary	1832	St. Mary Parish, Mortgage Book 6, p. 53, 1832/07/11
Pecot, Charles	plantation and the following individuals. Bastien; George; Edmund; Celestin; Henry; Louisa; Eugene; Alsurdos; Aime; Raphael; Antonio; Suzanne and children Daniel; Meathilda; Sophy; Augustine; Clasico; Liso; Pasino and her children John, Flora, and Isabelle; Helen; Erbasy and her son Prosper; Telesse with her child Adreinne; Adeline; Adelle; Philamisi; Marie; Francaise; Eliza; Irenne; Laurett; Climeice	1838	St. Mary Parish, Mortgage Book 9, p. 202, 1838/06/08

Owner	Mortgaged Collateral	Dates	Source
Pecot, Marie Rose	land and the following individuals: Henry; Pierre; Achilles; Jim; Charles; Ariane, Abram; Betsey; Dick; Joe; Jim; Sarah; Narcisses; Clementine; Caroline; Charlotte; Gabriel; Lanuile; Pierre; Adeline; Charlotte; Polidore; Victorin; Victorin; Victor	1843	St. Mary Parish, Mortgage Book 11, p. 266, 1843/08/11
Porter, James	land and the following individuals: Washington; Violet; Guilford; Judy; Steamboat; Big Ben; London; Elias; Milas; Patsey; Cheney; Willis; Osborne	1844	St. Mary Parish, Mortgage Book 11, p. 503, 1844/12/21
Robert, Peter H	plantation and the following individuals Mary; Lige; George; Maria; Tom; Allen; Nancy; Rose; Mary; Jon; Milly, Tom; Horace; Allen; Frank; Issach; Nancy; Little Mary; Maria; Milly	1832-1833	St. Mary Parish, Mortgage Book 5, p. 314, 1832/05/03; Mortgage Book 6, p. 224, 1833/04/24; p. 225; 1833/05/01
Rome, Nicolas	plantation and the following individuals: Louis; Charles; Betsey; Maria	1832	St. Mary Parish, Mortgage Book 5 p. 331, 1832/05/07
Royster, George	plantation and the following individuals: Bob; Mike; Collin; Lucy; Robin; Charlotte; Milly; Wilson; Mary; Rebecca	1833	St. Mary Parish, Mortgage Book 11, p. 199, 1833/07/12
Sanders, Jarrad Y.	plantation and the following individuals: York; Sarah; Mathilda; Charles; Momra; Willy; Roselly; Amr; Posephinie	1832	St. Mary Parish, Mortgage Book 6, p. 65, 1832/07/23
Shewing, George	land and the following individuals: Reuben; Sarah; Cressey; Sam	1835	St. Mary Parish, Mortgage Book 7, p. 432, 1835/04/03
Smith, Boyd	the following individuals: Adam; Albert; Ned; Dick; James; Anderson; Abraham; Henry; Dick; Dinah; Harriet; Eliza; unnamed infant; Libella	1833-1845	St. Mary Parish, Mortgage Book 6, p. 298, 1833/06/14; Mortgage Book 10 p. 322, 1841/05/05
Smith, James	plantation and the following individuals: David; William; Isaac; Hector; Washington; Larry; Charlotte; Rachel; Porz; Cynthia; Jane; Betty; Phoebe; Henry; Ida; Jupiter; Frank; Romeo; Daniel; Michel; David; Lydia; Sarah; Bill; Mary; Sidney; Nanny; Massy; Lenis; Richard; Louis; Little Betty; Molly; Sam; Maria; Jerry; Milly; Jackson; Ellen; Jack; Joe; Jim	1833-1840	St. Mary Parish, Mortgage Book 6, p. 236, 1833/05/03; Mortgage Book 10 p. 118, 1840/05/15
Sparks, Daniel P.	plantation and the following individuals: Jack; Willam; Weston; Soloman; Ceasar; Simon; Sam; Adam; Molly; Rachel; Lucinda; Rhinah and her child Fanny; Mahrulia; Westernne; David; George; Solomon; Isaac; Jack; Molly; Rachel; Since	1839	St. Mary Parish, Mortgage Book 9, p. 396, 1839/04/19, p. 397, 1839/04/19
Sterling, William	plantation and the following individuals: Jacob; Tom; Ned; Peter; Frank; Washington; Little Tom; Jim; Rawley; Sarah; Hannah; Nancy; Fanny; Lucinda and three children Richard; Alex; and John; Maria and her children Elijah, Bob, and Effy; Augustin; Levin; Milly; Lucy	1853	St. Mary Parish, Mortgage Book 8, p. 229, 1853/5/13

Owner	Mortgaged Collateral	Dates	Source
Theall, James F.	land and the following individuals: Evans; Dick; Miles; Susan; Lincey; Jesse; Elsy; Ellen; Jo	1832	St. Mary Parish, Mortgage Book 5 p. 329, 1832/05/03
Vinson, Carroll	plantation and the following individuals: Lewis; Lydia; Larisa; Hosey	1838	St. Mary Parish, Mortgage Book 9, p. 168, 1838/04/18
Wilcoxon, Thomas	plantation and the following individuals: Prinius; Ned; Andrew	1835	St. Mary Parish, Mortgage Book 8, p. 64, 1835/08/26

Terrebonne Parish

Boutelou de St. Aubin, Charles	the following individuals: Sam; Lenor; Davis; Rosette; Aggy and her two children Amos and Agathe	1841	Terrebonne Parish, Convenance Record Jan 8, 1841 - Apr. 2, 1845, p. 582, 1841/12/16
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West Feliciana Parish

Atkins, James D. and Florann	land and the following individuals: Lucy; Maria; Caroline; Charlotte; Harriet; Patsey; John; Henry; Luke; Lewis; Jim; Moses; Mills; Mary; Eveline, Milly; Sam; Bill; Dan; John; Miles; Margaret; Louis; Milley	1835-1841	West Feliciana Parish, Mortgage Book L, p. 257-259, 1841/03/02; West Feliciana Parish, Mortgage Book J, p. 402, 1835/07/09
Austin, William A. and Elizabeth	land and the following individuals: Dave; Rachael; Silence; Milly and her unnamed daughter	1835	West Feliciana Parish, Mortgage Book J, p. 412, 1835/08/14
Barrow, Albert G.	land and the following individuals: Winney; Mary; Nancy; Jane; Ben; Elizabeth; Delphine; Thom Coleman; Henry; Sylvia; Elizabeth; Nancy	1840	West Feliciana Parish, Mortgage Book L, p. 58, 1840/02/07
Barrow, Alexander	plantation and the following individuals: Edmund, his wife Ginney, and children Lilina, Alexander, Hinderson, and Aronlien; George Hoat; Jane; Charles; Toby formerly Anthony; Susan and two children Rufus and Peter; Mary Jane and her three children Anaka, Nat, and Phillis; Richard; Gilbert; Henry; George; Harry Nearu; Harry Turpin; Bob Madry; Ephraim; Isaac Matthew; Little Bob; Rose; Sal; Abram; Charlotte; Lewis; John; Sarah; Abraham; Ritty; Mary; Ann; Julia; Amy; Mary; Rufus; Ben; Frank	1832	West Feliciana Parish, Mortgage Book H, p. 393, 1832/04/21; West Feliciana Parish, Mortgage Book H, p. 527, 1832/12/29
Barrow, Bennet H. and Emily	tract of land and the following individuals: Eliza; Celia; Dorcas; Edney; Grace; Phil; Hannah; Lizzy; Kiah; Lucy; Atean; Lewis; Levina; Ceutne; Hetty; Israel; Ralph; Lindy; Alfred; Betsey; Willey; Milley; Jack; Dennis; Cato; Esset; Nat; Sarah; Easter; Phill; Lucy, Candy; Margaret; Leah and her child Littleton; Levi; Easter; Adah; Jacob; Hannah; Jenny; Bartley; Jerry; Jim	1834-1844	West Feliciana Parish, Mortgage Book J, p. 209, 1834/02/07; West Feliciana Parish, Mortgage Book M, p. 431, 1844/02/03

Owner	Mortgaged Collateral	Dates	Source
Barrow, Robert James and Mary E. Craff	land and the following individuals: Tom; Elsey; Adeline; Isac; Mary Hall; Amy; Lizzy; Charity; Elizabeth; Jenny; Lucinda; Patience; Yellow John; Henry; Harriet; Matilda; Peter; Andrew; Drud; Wilson; Maria; July, Mary; Tilla; Milly; Kate; Nimrod; John; Juba; Willy	1841	West Feliciana Parish, Mortgage Book L, p. 280-282, 1841/04/21;
Barrow, William Ruffin	the following individuals: Island Harry; Soloman; Tempa and hertwo unnamed children; Hampton Stokes, Carter Hampton; Bill O'Connor; Ned Carter; Sam O'Connor; Giles; Joshua; Aaron; Roden; Edd Long; Peter; Overton; Ben; Walter; Bill; Nat; Solomon; Booker; Dan, chlid of Adeline; Lot; Joe; Joshua; Island Ben; Harry; Sophia; Kathy; Biddy; Stella and her child Rumsey; Nancy; Annette and her child Eveline; Rachael; Ellen; Lettie; Darcus and her child Rachael; Jane; Sally Carey; Patty; Beckey; Adeline; Harriett and her child Elizabeth; Lucy; Susan; Anny; David; Fanny; Nelson; Luckey; Nanny; Frank; Sall; Lancaster; Fubal; Jephsa; Archer; Jim; Easter, Mahala; Nathan; Princess; Manerva; Rachel; Hasty; Kittey; Little Pleasant; Lewis; Harry; Temple, Cloe; Aggy; John; Charlotte; Jackson; William; Ted; Brister; Ely; Yellow Dick; Arthur; Daniel; Jim; Joshua; Sandy; Big George; Anderson; Arthur; Little Henry; John; Amos; Littleton; Bill; Jake; Jubiter; Simon; Hampson; Big Henry; Big Jackson; Big Kitty; Big Hannah; Hannah; Ann; Little Kitty; Eliza; July; Dorcas; Sarah; Susannah; Maria; Creary; Cloze; Jenny; Penny; Adeline; Little Mary; Minta; Nan; Lemee; Nancy Lee; Charity; Patsy; Dinah Lane; Judy	1840-1857	West Feliciana Parish, Conveyance Record K, p. 299, 1851/08/26; West Feliciana Parish, Conveyance Record K, p. 297, 1857/08/28; West Feliciana Parish, Mortgage Book M. 134, 1842/05/18, West Feliciana Parish, Mortgage Book L, p. 216, 1840/11/12
Barton, Edward H. and Eveline	land and the following individuals: Charles; Frank; Josias, Harriet	1832	West Feliciana Parish, Mortgage Book H. p. 419, 1832/04/27
Bergess, William and Elizabeth	land and the following individuals: Prosper and his wife Susan, and their child Eliza; Tempe; Ellen and her child Fanny; Tempe's child Matilda	1833	West Feliciana Parish, Mortgage Book J, p. 147, 1833/07/08
Binghamman, Ms. Lorig	land and the following individuals: George Graves; Sandy; Richmond; Bill; Melford; Moses; Dick; George; Abe; Alfred; Bob; Milford; Frank; Rod; Rachel; Dianah; Matilda; Mary; Mulatto Mary; Short Rachel; Alice, Celia; Fanny; Mariah; Chany; Alice; Christeen; Henrietta; Ann; Priscilla	1832-1833	West Feliciana Parish, Mortgage Book H, p. 390, 1832/04/14; West Feliciana Parish, Mortgage Book J, p. 84, 1833/04/06
Blount, Levi	land, plantation on Bayou Sarah, and the following individuals: Tom; Harry; Jacob; Bill; Lewis; Tempy; Lucinda; Daine; Ann; Adeline; Reuben; Henry; Abner; Daniel; Anderson; Emily; Sarah; Matilda	1833	West Feliciana Parish, Mortgage Book J, p. 96, 1833/04/13
Boyle, William D. and Lucinda Jane	land and the following individuals: Henry; Isaac; Preston; Milly	1839	West Feliciana Parish, Mortgage Book K, p. 408, 1839/05/27

Owner	Mortgaged Collateral	Dates	Source
Bradford, David and Amanda	land and the following individuals: Bison; Elisha, his wife Nancy, and their children, Charity, Lubela, and Johan; Queen and her son John; Emma and her two children Harriet and Sampson	1837	West Feliciana Parish, Mortgage Book J, p. 584, 1837/02/08
Brown, Asa	plantation, land, and the following individuals: Jim; George; Harry; Charles; Adam; Little George; Henny; Dorcus; Caroline; Lucy; Bill; Eliza; L. Charles	1833-1843	West Feliciana Parish, Mortgage Book, p. 89, 1833/04/09, <i>Pointe Coupee Parish, Legal and Conventional Mortgage Book C</i> , 1711, 1839/03/11; West Feliciana Parish, conveyance Record H, p. 458, 1843/09/12
Burgess, William	land and the following individuals: Jack; Carolin; Harriet; Tom; Malvina; Lucy; Amy; Ellen; Fanny; Julie; Susan; Eliza; Ann; Louisa; Tempee; Matilda; Henderson; unnamed individual	1837	West Feliciana Parish, Mortgage Book J, p. 583, 1837/02/07
Canfield, Zackariah and Julia	land and the following individuals: Mary; David; Sarah	1839	West Feliciana Parish, Mortgage Book N, p. 296, 1839/02/27
Clark, Maria	land and the following individuals: Jim; Frank	1832	West Feliciana Parish, Mortgage Book H, p. 414, 1832/04/24
Cobb, Stephen C.	land and the following individuals: Roman; Lethy; Ann; Sally; Lethy Amis; George Washington; Allin; Henry; Frank; Peter; Adeline	1841	West Feliciana Parish, Mortgage Book L, p. 299, 1841/05/18
Croft, John and Susan	the following individuals: January; Cuase; Peter; April, Cuase; Sithe; Sithe; George; Isaac; Andrew; Jinny and her child Caroline; Rose; Lucy; Hester and her children Jerry, Edmund, illegible, and William; Winny and her children Joe and Hester; Young Rose; Mary; Anthony; Jim	1832	West Feliciana Parish Mortgage Book H, p. 406, 1832/04/23
Davis, Charles H. and Ann M.	land and the following individuals: Isaac; Sal or Sarah; Alice; Alex or Alexander; Sylvia; Dick; Harriet; Rachel; Sam; Kentuck-Isaac; Tom; Betsey; Caroline; Little Sal; Caroline, Minor, Ellin; Little Sal; Vine, Bill	1840	West Feliciana Parish, Mortgage Book L, p. 113; 1840/05/04
Davis, Jesse	plantation, land, and the following individuals: Birt; Major; Perry; Frank; Willard; Louisa; Matilda; Clarisy	1833	West Feliciana Parish, Mortgage Book J, p. 40, 1833/02/27
Davis, Lewis F. J.	land and the following individuals: Eve and her two children Mincey and Jim; Fanny and unnamed child; Cato Virgil; Flora and her unnamed child	1839	West Feliciana Parish, Mortgage Book K, p. 275, 1839/01/16
Dawes, Salloman M. and Ann	land and the following individuals: William; Nelly; John; Clara; Victor; Sylvia; Caroline; Prince; Betty	1833	West Feliciana Parish, Mortgage Book J, p. 121, 1833/05/11
Dawson, John B.	land, plantation, and the following individuals: Sam; Ishmael; Arch; William; Cato; Jane; Vine; Milley; Phillis; Charlotte; Adeline; Len; Lydia; Filler; Harriette; Charlotte; Allen; Cornelius; Virginia; Caroline; Martha; Eliza; Arch	1833	West Feliciana Parish, Mortgage Book J, p. 82, 1833/04/03

Owner	Mortgaged Collateral	Dates	Source
Doherty, Anthony and Marsa	plantation, land, and the following individuals: William; Dick or Yellow Dick; Jack; Milley; Ida; Long George; Abraham; Charles; Isaac; Robbin; Harry; Vine; Henry; Rose; Ginney; Easter; Hannah; Lewis; Christmas; Henry; Anthony; Samuel; Peter; Charles; Lean; Ann; Margaret; unnamed individuals; Levin; Margaret; Celia; Welloughty; Jan; Aurr; Margaret; Jack Goin; Dannis; Jack; Sophia; Adeline; Leah; Rachel; Ann; Kate; Stephen; Alfred; illegible; Couilla; Coth; Dicey; Neacy	1833	West Feliciana Parish, Mortgage Book J, p. 107, 1833/04/27; West Feliciana Parish, Mortgage Book, p. 156, 1833/07/26
Doherty, Charlotte	land and the following individuals: Anthony; Peggy; Delphe; Aaron; Margaret; Maria; Sylvia; Renold; Tell	1839	West Feliciana Parish, Mortgage Book K, p. 325, 1839/02/15
Doherty, Peter	the following individuals: Peter and his wife Adaline; Sam; Short George; Mike; Maria; Bet; Stephen; Willis; Ollive; Dice; Maria; Ellen; Phil; Long George; Thornton; Levin	1841	West Feliciana Parish, Conveyance Record G, p. 208, 1841/04/27; West Feliciana Parish, Mortgage Book K, p. 387, 1839/04/27;
Duir, Robert	land and the following individuals: Matt; Vine; Peter; Kitty; Nancy; Tom; Milley	1832-1842	West Feliciana Parish, Mortgage Book H, p. 386, 1832/04/19, West Feliciana Parish, Mortgage Book J., P. 125, 1833/05/18, West Feliciana Parish, Mortgage Book M, 111, 1842/04/11
Dupre, James R.	land and the following individuals: Isaac; Otis; Anrster; Bob; Bob Oliver; Helen; Judy, Danferrey; Sarah and her child Margaret; Rena; Nancy; Charlotte; Ellis; Jim; Ann	1834	West Feliciana Parish, Mortgage Book J, p. 259, 1834/04/12
Edie, Charles M.	plantation and the following individuals: Sharper; Betsey and her son; Isaac; Jim; Mary Ann; Emmeline; Tom; Bill; Lucy and her son Peggy; Loudon; Lucy; Eliza; Patsey; Sarah; George; Reuben; George; Polly; Ann; Anderson; Hannah	1848	West Feliciana Parish, Mortgage Book N, p. 453, 1848/05/25
Fair, James and Mary	plantation and the following individuals: Phileum and his wife Mary; Maria; Charlotte; Mary; Watty; Dick; Henry; Charles and his wife Mary; Eady; Grace and her child Martha; Abraham and his wife Sylvia and Abraham's children Stephen and Esther; Roderick and his wife Milly; Trilly and her child; Ginney; Tom; Dave; Rachael; Abraham; Jacob; Nancy; Jack; Billy; Phillis; Fountain; Jake; Sam	1835	West Feliciana Parish, Mortgage Book J, p. 310, 1835/01/22,
Farrar, Mary Ann	land and the following individuals: Esther and her children, Nace and Margaret; John; Manuel; Bob and his wife Sabra and their children, Tenp and Jince; Sam and his wife Betty and their children, Patience and Cato; Sylvia and her daughter Ann; Caroline; Martha; Maria; Little Bob; Sarah; Moses; William alias Banks	1836	West Feliciana Parish, Mortgage Book J, p. 492, 1836/03/12

Owner	Mortgaged Collateral	Dates	Source
Fort, Ann	land and individuals: Nace; John; Manure; Bob; Jane; Cato; Esther; Margaret; Sabra; Betsy; Sylvia; Jane (alias Fanur); Tempe; Jinny; Patience; Ann; Carolin; Martha; Simon; Dennis; Daniel; Bob; Sam; <i>Siddy</i> ; Mary; Esther; Fanny; Sisy; Ann; Ben; Washington; Pharaly, <i>Eiha</i> ; Judy; Dilsey; Josephine; <i>Clever</i> ; Judy; Isaac; Sarah; Essex; Jim; Harry; Rhody; John; Chloe; <i>Tuolage</i> ; <i>Mourmany</i> ; Nelson; Lucy; Andrew; Sylvia; infant; Josephine	1832	West Feliciana Parsh, Mortgage Book H, p. 425-427, 1832/05/01
Fort, William	land and the following individuals: Edmond; Dick; Hank; Jake; Anthony; George; Moses; Jim; Tom; Lorenzo; Little Anthony; Beck; Nance; Charlotte; Rose; Susan; Ellen; Chancy; Anthony; Arthur; Jerry; Jacob; Edmond; Hackless; James; Andrew; Little George; Henry Dou; Little Harry; Kitty; Jane; Lucey; Silvey; Josephine; Julia; Nancy; Lacey; Betsey; Valentine; Phil; Charity; Tennessee; Jerry; Lady and her child Joe; Allen; Lucky; Thomas; Gran; Sally; Jackson; Halifax; Lucinda; Varny; Isaac; Monroe; Henry; Sam; Patty; Washington; Bytha; Jane Fisher; Josiah; Cesar; Jenny; and three unnamed	1832-1841	West Feliciana Parish, Mortgage Book H, p. 388, 1832/04/20; <i>West Feliciana Parish, Mortgage Book J</i> , p. 420, 1835/10/31; West Feliciana Parish, Mortgage Book L, p. 267-269, 1841/03/29
Gray, Josias	land and the following individuals: Hannah; Dave; John; Ned; Clara; Toby; William; Sophia and her child Delia; Sarah; Julia; Lodoiski; Flora; Miles	1834-1847	West Feliciana Parish, Mortgage Book J, p. 249, 1834/04/09; West Feliciana Parish, Mortgage Book, p. 517, 1836/05/07; West Baton Rouge Parish, Mortgage Book Q, p. 504, 1831/05/07, Mortgage Book S, p. 480, 1847/06/10
Guibert, Corelie B.	land and the following individuals: Stephen; David or Daniel; Theodore; Registe; Ned; Adelaide; Rosaline and her son Edmund; Louisa; Amy; Harriet; William; Fanny; Mary Ann and two children Annette and Celia	1842	West Feliciana Parish, Mortgage Book M, p. 78, 1842/01/18; West Feliciana Parish, Mortgage Book O, p. 116, 1851/06/26
Haile, Robert	land and individuals: Charles; George; Rouna; Matt; Harry; illeg. and her two children Tom and Jim; Hannah and her son Phillip; Priss and her unnamed child; Dice and her unnamed child	1836	West Feliciana Parish, Mortgage Book J, p. 448, 1836/01/01
Harbour, John A.	land and the following individuals: Aaron; Nicey and her child Rose; Sarah; Easter; Esthma; Jesse; Frederick; Anthony; Caff; Ann; Adeline; Sam; Arch, his wife Phillis, and their children Martha, Caroline, Eliza, Little Arch, Henry, Robert and an unnamed infant; Ishmael, his wife Jane and their children Len, Lydia, Matilda, Harriet, Little Charlotte, Ellen, Little Ishmael, and Rachael; Abner; Big Charlotte and her unnamed infant child; Vine and her children Allen; Cornelius; Virginia; Clara; and orphan Mary Jane	1834-1844	West Feliciana Parish, Mortgage Book J, p. 297, 1834/10/24; West Feliciana Parsh, Mortgage Book L, p. 255, 1841/02/23; West Feliciana Parish, Mortgage Book M, p. 524, 1844/10/21

Owner	Mortgaged Collateral	Dates	Source
Hargadine, William	land and the following individuals: Charles; Isaac; Sam; Wellington; Delia; Judy and her child Oscar; Milley; Victore; Rinos; Aggy; Caroline and her two children Betsey and Lafayette; Rosetta; Julett	1834	West Feliciana Parish, Mortgage Book J, p. 258, 1834/04/12
Harvey, M. A.	land and the following individuals: Julia; Jack; Arey; Dancy; Nancey and her unnamed daughter; Ritta and her son Jim; Daniel	1839	West Feliciana Parish, Conveyance Record I, p. 144, 1839/03/25
Holmes, John	the following individuals: Albert; Edmond; Wilson; Robin; Harriet	1843-1853	West Feliciana Parish, Mortgage Book M, p. 409, 1843/09/20; West Feliciana Parish, Mortgage Book O, p. 358, 1853/06/29
Hosia, Thomas N.	land and the following individuals: Hammond; Bill; Andrews; Betsey; Kittey; Joe; Alfred; America; Lucy; Ned; Maria; Lucinda	1834	West Feliciana Parish, Mortgage Book J, p. 265, 1834/04/12
Howell, Ebenezer	land and the following individuals: George; Harry Nearn, Harry Turpire; Ephraim; Isaac Matthews; Guinea Bob; Elijah; Esther; Rose and her two children Nullifier and Union; Sarah; Abraham; Charlotte; Lewis; Milley; Harriet and her two children Ann and Joe; Grace and her three children Anny and two unnamed children; Paul; Little Bob; John	1835	West Feliciana Parish, Mortgage Book J, p. 326, 1835/03/03
Jackson, Jesse K.	plantation and the following individuals: Sam; Carey; Eliza; Matilda, Mariah; Mary; Tom; John; Henry; Emily; Sally; Bob; Ben; Sandy; Bill; Bridget; Rhody; Sarah; Jane; James; Elijah	1834-1837	West Feliciana Parish, Mortgage Book J, p. 238, 1834/03/20; West Feliciana Parish, Mortgage Book J, p. 593, 1837/03/01
Jenkins, Sylvester B.	land and the following individuals: Louisa and Elvey	1844	West Feliciana Parish, Mortgage Book M, p. 428, 1844/02/03
Johnson, Charles G.	land and the following individuals: Henry; Bartlette; Tom; Charles; Jim; Peter; Joe; Nelson; Sam; Edmond; Ned; Tempe; Harriette; Jane; Lenese; Lucy; Old Lucy; Frank; Lucy; Gunny; Rayney; Susan; Clia; Francis; Betsey; Ellen; Rose; Maria; Lucinda; Nancy	1833	West Feliciana Parish, Mortgage Book J, p. 91, 1833/04/10
Joor, Emily	land and the following individuals: Rose; Charles; Ruthy; Fever; Nance; Elic; Tom; Buddy; Sally; Daniel; Peggy; Gabriel; Mary; Anthony; Linden; Rosette; Lucy; Selina; Ann; August; Lavinia; Lucky; Beck; Joe; Alex; Amy; Brister	1840	West Feliciana Parish, Mortgage Book L, p. 98, 1840/04/07
Leake, James and Mary; James and Ann C. Rucker	land and the following individuals: Dick; Tom; Kitty; George; Edward; Madeline; Casey; Jane; Elizabeth and infant Tom; Susey or Surry; Boston, Kitty; Charlotte; Isaac; Simon; Philip; Stephen; Sally and her two unnamed children; Rosan; Kelly	1839-1844	West Feliciana Parish, Mortgage Record K 398, 1839/05/07, West Feliciana Parish, Conveyance Record H, p. 515, 1844/02/03
Leet, George H.	land and the following individuals. Mary; David; Sarah	1846	West Feliciana Parish, Mortgage Book N, p. 296, 1846/05/12

Owner	Mortgaged Collateral	Dates	Source
Marks, Francis and Mariah	land and the following individuals: Jilsey; Patsey; Marieh; Philip; unnamed	1835	West Feliciana Parish, Mortgage Book J, p. 404, 1835/07/10
Marshall, Brisbane	land and the following individuals: Abraham; Harriett; Jane	1833-1834	West Feliciana Parish, Mortgage Book J, p. 141, 1833/07/02; West Feliciana Parish, Mortgage Book J, p. 251, 1834/04/10
McCaleb, Samuel and Sarah	plantation, land, and the following individuals: Richard; John; Cagen; Sam; Sylvia; Lewis; Betsey; Washington; Reason; Susan; Margaret; Joshua and his wife Celia and her two children Nancy and Simon; Phillis; Nena and her child Grace; Lidia; Abel, Matilda, Hards; infant; Tom; Century and his wife Lavinia; Tilla; Harriet; Kitten and her son Lewis	1833-1841	West Feliciana Parish, Mortgage Book J, p. 88, 1833/04/08; West Feliciana Parish, Mortgage Book J, p. 302, 1834/11/27; West Feliciana Parish, Mortgage Book M, p. 72, 1841/12/27
McDermott, Charles C.	land and the following individuals: George; Mary Books; Joe; Bofonto; Franky; Davy; Elizabeth; Daniel; Henry; Edmond; John; Joe; Big Mary; Flora; Abel; Stephen; Eliza; Joe; Isaac; Violet; Louisa; Viney; Troy; Charles; Livia; Gabriel; Shadrock	1840	West Feliciana Parish, Mortgage Book L, p. 31, 1840/01/03
Muse, Daniel	land and the following individuals: Alick; Judah; Minerva; Margaret; illegible	1832	West Feliciana Parish, Mortgage Book H, p. 404, 1832/04/23
Paine, John	land and the following individuals: Randal; Henry; Eliza; Eliza (alias Phillis); Mary	1832	West Feliciana Parish, Mortgage Book H, p. 400, 1832/04/23
Percy, Robert D.	plantation, land, and the following individuals: Toby; Heba; George; David; Charles; Nancy; Jane; Parker; Lewis; Millis; Ephram; Katy; George; Nancy Bell; Jim; Esther; Henry; Rachael; Frank; Joe; Rose; Jenny	1836	West Feliciana Parish, Mortgage Book J p. 467, 1836/01/27
Perkins, John and Julietta; Henry and Mary Perkins	plantation, land, and the following individuals: Harry; Priscilla; Will; Hetty; Ann; Harriett; Jim; Morris; Hiram; Burrell; Spencer; Jordan; John Brown; John Wilson; Joe; Ester and her child Aggy; Eliza; Judy; Anna; Judy; Alsey and her child Alvira; Amy; Hivau; Lanford; John Gray; Samuel; Josiah; Stephen; Martha; Sophia; Lucinda; Miley	1833-1834	West Feliciana Parish, Mortgage Book J, p. 144, 1833/07/05; West Feliciana Parish, Mortgage Book J, p. 254, 1834/04/10
Perry, Hardy	plantation, land, and the following individuals: Henry; Edinborough; Lemmon; Caroline Cartwright; Jenny; Lucinda; Henry; Mary; Olivia; John; Clark; Amanda; Solomon; Hannah; Big Joe; Jim; Little Joe; Milly and her two children West and Lucretia; Melissa; Hillary; Jacob; Martha; George	1833-1842	West Feliciana Parish, Mortgage Book J, p. 104, 1833/04/25; West Feliciana Parish, Mortgage Book K, p. 256, 1838/12/14; West Feliciana Parish, Mortgage Book M, p. 179, 1842/06/10
Phillips, Uriah B. and Edward	Catherine	1849	West Feliciana Parish, Conveyance Record I, p. 559, 1849/03/21

Owner	Mortgaged Collateral	Dates	Source
Pope, Martha	plantation and individuals: <i>Goin</i> ; Mike; Mark; Stephen; Wellington, Sally; Harriet; Sally; George; Marie <i>Goeu</i> ; Bob; Thornton; Phillis; Jacob; Molly	1832-1834	West Feliciana Parish, Mortgage Book H, p. 396, 1832/04/21; West Feliciana Parish, Mortgage Book J, p. 306, 1834/12/31
Randolph, Peter	land and the following individuals: Brutus; Nimrod; Robert; Hiram; Moses; Alfred; Frank; Katey; Harriet and her son John; Laura and her children Jesse and Belinda; Betsey and her child Rodolphus; Nancy and her child Nimrod; Little Harriet and her child Sarah; Tabby; Hannah; Eliza; Little Kattey, child of Hannah	1852	West Feliciana Parish, Mortgage Book O, p. 260, 1852/12/17
Ratliff, Ann	plantation and the following individuals: Glacous; York; Barret; Dick; Jim; Reuben; Milford; Ben; Phebe; Nan; Tina; Ginny; Nelly; Chancy; Brackston; Jackson; Carra; Burr; Hule; Matilda; Milly; Amy; Rosetta; Patsy; Eliza; Gertrude; Henrietta; Hetty; Rosathe; Susanna or Luretha; Josiah	1832	West Feliciana Parish, Mortgage Book H., p. 440, 1832/05/02
Ratliff, Cyrus	land and the following individuals: Henry; Ningo; Harriet	1836	West Feliciana Parish, Mortgage Book J, p. 516, 1836/05/05
Richardson, Wade and Charlotte	plantation, land, and the following individuals: Piere; Tener and her child; Sarah; Mott; Pegge; Dave; Edmond; Washington; Frank; Mary; Hosea; Bob; Henny; Jennette; Richard; Lucy; Jim; Nat; Elcey	1833-1841	West Feliciana Parish, Mortgage Book J, p. 111, 1833/04/30; West Feliciana Parish, Mortgage Book L, p. 244, 1841/02/07
Routh, Francis and Mary	land and the following individuals: Luckey; Ellen and her unnamed child; Mary Harbor; Nelson; Jane Harbor; Eveline; Richard; Polly; Cotton; Jane Ferry; Harry Johnson; Caroline; Jenny Odum and her unnamed child; Penine; Lydia; Alfred; Louisia; Beckey Binch and her unnamed child; Matilda; Lissia; Jenny Bich and her unnamed child; Stephen; Harry Cotton; Beckey Mils; Yom; Alfred; unnamed infant; Jenny Liddy; Lydia	1835	West Feliciana Parish, Mortgage Book J, p. 369, 1835/04/28
Simmons Anthony J. and Agnes	land and the following individuals: Malinda; Silas; Mordecai and his wife Fanny; Caroline; Eliza and her two daughters: Maria and Elizabeth; Jim	1836	West Feliciana Parish, Mortgage Book J, p. 464, 1836/01/29
Smith, Ira and Mary Ann	sugar plantation the following individuals: Rose; Wilson; Lyida; Causemell; Amos; Milley; Sylvia; Isaac; Sinah; Lewis; Purnel; Jinney; Priscilla; William; Marsha; Daniel; Jinney Tiddy; Lynda; Henry; Lyttleton; Harry; Prince; Pleasant; Sally; Mary Grace	1833	West Feliciana Parish, Mortgage Book J, p. 109, 1833/04/30
Spencer, Jace and Mary	land and the following individuals: Munday; Henry; Isaac; Dick; Bob; Tom; Jack; Elenor; Charlotte; Lydia; Sealey; Leah; Phillis; Violet; Issabella; Mariah; Silvey; Lucinda; Lucy; Beck; Bedy; Annis; Charles	1833	West Feliciana Parish, Mortgage Book J, p. 86, 1833/04/06; East Feliciana Parish, Mortgage Book C, p. 141, 1833/04/06

Owner	Mortgaged Collateral	Dates	Source
Stirling, Lewis	land and the following individuals: Sambo, his wife Ellin and her children: Black Dublin, Thomas, Susan, and Perry; Billey, his wife Silvia and their children: Dally, Harry, Nann, Martin, Magdalien, Celest, Billey, Walley, his wife Pender, and their children: Fortune, Nan, Patsey and Caroline; Penny and her children: Clarissa, Samson, Rachal, Munday; Clarissa's children Celia and Levi; Big Ben, his wife Delia, and their children Little Ben, Sam, and Hester; Sidney and her son Julius; Allin and his wife Miranda; Lige; Old Sam; Surry; Jim; Nan and her children Amy and Abia Philips; Prince; Jacob; Frank, Bartlett and his wife Charlotte; Anderson; Jancy; Sampson; Monday; John, his wife Clarisse, and their children Celia and Ginney; Dublin; his wife Rachel, and their children Polly, Clarisse, and Ellen; Big Ben, his wife Deliba, and her children Jack, Joe, and Wiley; Little Ben, his wife Nan, and her child Thisanna; Sam Brown; Little Charles and his wife Hester; Charles; Sambo; Ellen; Chester; Thomas; Susan; Jenny; Squire; Mike; Isaac; Josiah, his wife Fontaine and her children Charlotte and Rose; Waley; Cinda; Caroline; Old Charles; Julia Ann and her children Rosetta and Charles Boles; Necis; Old Nelly; Sam Jackson; Chamy; Muriata; Suckey and her children Eliza and Liddy; Liddy's children Joshua, Hannah, Charles, and Suckey; Nan and her child Robert; Sambo; Harry; Catey; Little George, Sophy; Alfred; Lucinda; Louisa; Barica; Sarah; Fanny; Adam; Rose; Nelly and her children Isabel, Barica, and Lucy; Wiley; Winson; Tennessee; Little Tennessee; Fortunore; Big Judy; Long George; Linder; Cecile; Primus; George; Lewis; Rosalle; Luk; Wilson; Eveline; Mariah; Sarah; Sarella; Baptiste; Joe; Mary; Clara; Liven; Maretta; Judy; Henrietta; Erven; Leven; Nelson; Clarinda; Spencer; Affy; Amanda; Jane; Beck; Rinah; Fortune; Yanco; Little Judy; Hannah; Rosabel; Josephine; Washington; Jack; Liddy; Franswaize; L. Charlotte; L. Hannah; Celia; Tempo; Wisley; Catherine; Frozene; Rimus; L. Joe	1833-1844	West Feliciana Parish, Mortgage Book J, p. 79, 1833/04/03; West Feliciana Parish, Mortgage Book M, p. 552, 1844/12/24, p. 558, 1844/12/30
Swift, Margaret	land and the following individuals: Dave; Tom; Henry; Milly; Hetty; Clara; Elsey; George; William; Bob; Hiram; Edgar; Letty	1840	West Feliciana Parish, Mortgage Book L, p. 59, 1840/02/07
Tenney, Henry	land and the following individuals: Bob; John; Charlotte and her child	1840	West Feliciana Parish, Mortgage Book L, p. 89, 1840/03/19
Turnbull, John	land and the following individuals: Little Jenny; Clarice; Harry; Tennessee Harry; Betsy; Suckey; Oliver; Harris	1843	West Feliciana Parish, Mortgage Book M, p. 322, 1843/04/24

Owner	Mortgaged Collateral	Dates	Source
Wade, William C. and Olivia	land and the following individuals: Alexander, Lucy; Lenord; Wilson; James; Thomas; Austin; Louisa; Emily; Samuel; Martha; Jerry; Milly; Bob; Viney; Becky; Nelly; Evelina; William; Thomas; William; Hester; <i>illegible</i> ; Henry; Kitty; Bazel; Caroline; Clarissa; Nance; Nick; Henry; Henson; Jane; David; Ben; Kmbi; and two unnamed children	1840	West Feliciana Parish, Mortgage Book L, p. 70, 1840/02/28
Williams, James	plantation and the following individuals: Jim; John; August; Jim; Black Bill; Yellow Bill; Simon; Randal; Napoleon; Warner; Celia; Hannah; Frances; Winny; Hannah mother of other Hannah; Emeline	1832	West Feliciana Parish, Mortgage Book H., p. 411, 1832/04/20
Woods, Ezer E.	land and the following individuals: Sucky; George; Charlotte; Eliza; Wayne; <i>Axis</i> ; Joe; Susan; Frank; Polly and her child John	1835	West Feliciana Parish, Mortgage Book J, p. 360, 1835/04/07
Young, Sarah	land and the following individuals: Gabriel; Joe; Luke; Simon; Sam; Dan; Henry; Frank; Alexander; <i>illegible</i> ; Charles; Nancy and her three children Judy, Matila, and Julian; Jinney; Ellen; Aggy; Mary; Fally; Rebecca; Sophy; Lucinda; Clary; Daphny; Betty; Dinah; Lydia; Anny and her two children Isaac and David; Lelina and her three children Julian; Rhym and Susan; Maria and her three children Peter, Louisa, and Hariette; Dann; Ryan; Lucy; Malissa; Maria; Celest; Old Rym; Sally	1832-1833	West Feliciana Parish, Mortgage Book H, p. 422, 1832/04/03; Mortgage Book J, p. 103, 1833/04/20

Bank of Kentucky (Lexington Branch)

Fayette County

Benton, Lloyd and Warren	property and the following individuals: John; Kitty	1840	Fayette County, Deed Book 17, p. 325
Clay, J.B.	property and the following individuals: Alfred; Levi; Lewis; Oliver	1844	Fayette County, Deed Book 22, p. 162, Deed Book 23, p. 558
Harrison, J. O.	property and the following individuals: Sam; Isham; Henry; Fanny; Mary and her unnamed child; Mathilda and her unnamed child; Sarah Jane	1840	Fayette County, Deed Book 18, p. 5
Morrison, R.	property and the following individuals: Peter; Harry; Peter; Jim; Aaron; Edmund; Reuben	1837-1838	Fayette County, Deed Book 14, p. 61; Deed Book 15, p. 212

Owner	Mortgaged Collateral	Dates	Source
Payne, Orlando F.	property and the following individuals: Doctor; Dan; Sandford; Ned; John Lewis; Ellis; Edmund; Henry; George; Buck; Charles; William; Sally; Emily; Lucy; Polly; Susan; Winney; Pliney; Sarah; Julia Ann; Mary; Mary Ann; Jeff; Sidney; Jane	1842	Fayette County, Deed Book 20, p. 252
Vance, William	property and the following individuals: Henry; Alfred; Ben; Ben; Harrison; John	1841	Fayette County, Deed Book 19, p. 141

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

BNY Mellon Capital Markets, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest:

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 32 Old Slip, 15th Floor

New York, New York 10286

C. Telephone: 412-234-4033 Fax: 41-236-1216 Email: Charles.goodwin@bnymellon.com

D. Name of contact person: Charles Goodwin

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other under _____ as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

State of Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

The firm is registered as a broker dealer with the State of Illinois.

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

SEE ATTACHMENT A

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
<u>The Bank of New York</u>	<u>One Wall Street</u>	<u>100% owner of BNY Capital Markets</u>
<u>Mellon Corporation</u>	<u>New York, NY 10286</u>	<u>Holdings, Inc.</u>
<u>BNY Capital Holdings, Inc.</u>	<u>One Wall Street</u>	<u>100% owner of BNY Mellon Capital</u>
	<u>New York, New York 10286</u>	<u>Markets, LLC</u>

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

Burke, Warren, MacKay & Serritella, P.C. 330 North Wabash Avenue, 22nd Floor, Chicago, IL 60611
Estimated Fees \$100,000 Anticipated to be retained, Attorney

Greene and Letts 111 West Washington Street, Suite 1650, Chicago, IL 60602
Estimated Fees \$42,500, Anticipated to be retained, Attorney

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

SEE ATTACHMENT A-1

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

___ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

X 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

The Disclosing Party is an affiliate of the Bank of New York Mellon which was established in 1784 under the name of the Bank of New York. Please see Attachment B for a disclosure statement from the Bank of New York Mellon regarding slavery era business.

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois

Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

BNY Mellon Capital Markets, LLC.
(Print or type name of Disclosing Party)

By: F Charles Goodwin
(Sign here)

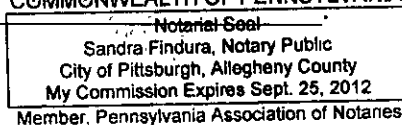
F. Charles Goodwin
(Print or type name of person signing)

Managing Director
(Print or type title of person signing)

Signed and sworn to before me on (date) February 8, 2012,
at Allegheny County, Pennsylvania (State).

Sandra Findura Notary Public.

Commission expires: COMMONWEALTH OF PENNSYLVANIA



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

The Bank of New York Mellon Corporation

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest:

The Bank of New York Mellon Trust Company, N.A.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: One Wall Street

New York, New York 10286

C. Telephone: 312-827-8650 Fax: 312-827-8542 Email: Robert.Demos@bnymellon.com

D. Name of contact person: Robert Demos

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (the "Matter") to which this EDS pertains. (Include project number and location or property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
N/A		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain; or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ [X] is ☐ [] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 X 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

See Attachment B

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

Notary Public
for the State of Illinois
My Comm. Exp. 12/31/13
Page 11 of 13

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

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Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

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The Disclosing Party represents and warrants that:

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**ATTACHMENT B
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
FILED BY
THE BANK OF NEW YORK MELLON CORPORATION
(as an Entity Holding an Interest in the Applicant)**

The Disclosing Party was established in 2007. The Disclosing Party has identified 60 predecessor institutions established before 1866. Among these predecessor entities is the Disclosing Party's wholly-owned subsidiary, The Bank of New York Mellon (formerly known as The Bank of New York), which was established in 1784.

There are scattered references in the records of the Disclosing Party's pre-1866 predecessors to clients located in the southern states where slavery was practiced during the slavery era. The Disclosing Party's predecessors provided business services to these southern clients which included: issuing loans to individuals, banks and other institutions; maintaining individual and correspondent banking accounts; providing reciprocal banking services for other banks; and providing bond and stock administration and depository services on behalf of other banks and municipalities. Some of these predecessors may have also invested in bonds and stocks of southern institutions or bonds issued by southern states. The southern states, municipalities, banks, companies and individuals referenced in the records are: Bank of Baltimore; City Bank of Baltimore; Stephen Duncan; DuPlanty, McCall & Co.; Bank of Kentucky; Bank of Maryland; State of Maryland; Bank of Montgomery; Bank of North Carolina; Bank of South Carolina; New Orleans Canal and Banking Company; City of New Orleans; Commercial Bank of New Orleans; Planters Bank of Mississippi; Simsville Cotton Factory; Southern Life Insurance and Trust Company; Planters Bank of Tennessee; State of Tennessee. The Bank of New York also held one or more bank accounts on behalf of Charles P. Leverich and/or his New York company Charles P. Leverich & Co. ("Leverich & Co."). Leverich was a director of The Bank of New York from 1840 to 1876, and also was a Vice President (1853-1863) and President (1863-1876) of the Bank. Leverich & Co. was a New York cotton broker which had extensive dealings with southern clients from the 1830s through 1879, when the firm was dissolved. Leverich & Co. also acted as a factor for southern planters. It also appears that that Leverich & Co. may have helped manage a plantation -- James Porter's Oak Lawn in Bayou Teche, Louisiana -- for one of its southern clients.

Based on the Disclosing Party's research, there are indications in United States census records for the period 1790 to 1860 that some directors of The Bank of New York and some officers and directors of the Farmer's Bank of the State of Delaware may have owned slaves before, during and/or after their association with such institutions.

A predecessor of the Disclosing Party, the New York Life Insurance and Trust Company ("NYLITC") (which bears no relation to the present New York Life Insurance Company), was founded in 1830 and merged with The Bank of New York in 1922. NYLITC issued life insurance policies to some of its clients, including a few individuals who resided in the southern

states where slavery was practiced during the slavery era. There are no indications in the records that NYLITC issued any slaveholder insurance policies.

The records of NYLITC reflect that in 1842, NYLITC loaned a sum of money to the Southern Life Insurance and Trust Company ("Southern Life"). This loan was secured by an assignment to NYLITC of several mortgages originated and held by Southern Life, including a mortgage dated April 1, 1837, on "Hanson's Plantation," located in St. John's County, near St. Augustine, Florida, and owned by John Hanson and Margaret Cook. This Southern Life mortgage included a pledge of 21 named slaves. The names and ages of these slaves are recorded in the NYLITC ledger entry for the loan and are listed in Appendix A to this statement. There are no indications in the records that Southern Life ever defaulted on this loan, or that NYLITC ever foreclosed on any of the assigned mortgages.

APPENDIX A

Slaves Named in 1837 "Hanson's Plantation" Mortgage Originated and Held by Southern Life Insurance and Trust Company and Assigned in 1842 to New York Life Insurance and Trust Company

(italics indicate names that are difficult to decipher from the ledger entry)

<u>Name</u>	<u>Age</u>
Sylvester	32
Peggy	32
Maria	16
Chloe	14
Pomfrey	12
Diana	10
Betty	8
Eve	3
<i>Kathy</i>	30
Sally	14
Abram	12
William	5
Fanny	30
Phoebe	12
Ned	8
Coffy	6
<i>Lewis</i>	30
<i>James</i>	40
Anselmo	17
<i>Antericka</i>	14
George	25

Attachment A-1

The Bank of New York Mellon Corporation (the "Corporation"), acting through its subsidiaries, The Bank of New York Mellon and The Bank of New York Mellon Trust Company, N.A., is trustee on thousands of bond transactions which are secured by mortgages on real property that are held in trust and registered in the name of The Bank of New York Mellon or The Bank of New York Mellon Trust Company, N.A., as trustee. The mortgages are serviced by third-party providers who are required to provide the necessary administrative services related to the mortgages, such as paying property taxes and complying with local real estate ordinances. From time to time, the third-party service providers may fail to fulfill their obligations, resulting in fines and judgments. Such fines and judgments may be assessed and entered against The Bank of New York Mellon or The Bank of New York Mellon Trust Company, N.A. because, as trustee, it is the lien-holder or owner of record. The third-party service provider is obligated to pay such fines and remedy or pay such judgments.

In addition, like all major institutions, the Corporation and/or its subsidiaries are subject to various litigations and proceedings pursuant to which judgments, injunctions or liens may be issued. There have been no judgments, injunctions or liens arising out of such litigations or proceedings in the last five years that would materially impair the Corporation's or its subsidiaries ability to perform the services relating to the Matter. For a description of certain legal proceedings, please see the "Legal Proceedings" section in the Corporation's Form 10-Ks and 10-Qs, which are available on our website, <http://www.bnymellon.com>.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

BNY Capital Markets Holdings, Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest:

BNY Mellon Capital Markets, LLC.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: One Wall Street

New York, New York 10286

C. Telephone: 412-234-4033 Fax: 412-236-1216 Email: Charles.goodwin@bnymellon.com

D. Name of contact person: Charles Goodwin

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (the "Matter") to which this EDS pertains. (Include project number and location or property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

New York

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes

☒ No

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

SEE ATTACHMENT A

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
<u>The Bank of New York Mellon Corporation One Wall Street, NY, NY</u>		
		<u>100%</u>

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

Burke, Warren, MacKay & Serritella, P.C. 330 North Wabash Avenue, 22nd Floor, Chicago, IL 60611
Estimated Fees \$100,000 Expects to retain, Attorney

Greene and Letts 111 West Washington Street, Suite 1650, Chicago, IL 60602
Estimated Fees \$42,500 Expects to retain, Attorney

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS.

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 X 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

See Attachment B

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☒ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois

Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

BNY Capital Markets Holdings, Inc.
(Print or type name of Disclosing Party)

By: John Park
(Sign here)

John Park
(Print or type name of person signing)

COMPTROLLER
(Print or type title of person signing)

Signed and sworn to before me on (date) February 14, 2012,
at Allegheny County, Pennsylvania (state).

Diane M. Wagner Notary Public.

Commission expires: March 5, 2013.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Attachment A

BNY Capital Markets Holdings, Inc.

Directors:

Director	Gibbons, Thomas P.
Director	Hassell, Gerald L.
Director	Park, John A.

Officers:

President	Gibbons, Thomas P.
Vice President	Hassell, Gerald L.
Vice President	Sarmasti, Reza
Comptroller	Park, John A.
Secretary	Bicket, Patricia A.
Assistant Secretary	Olinski, Mary Lou
Assistant Secretary	Parrish, Barbara J.
Assistant Secretary	Rice, Cristina M.
Assistant Treasurer	Mulry, William E.
Assistant Treasurer - Tax	Abbs, Gary E.
Assistant Treasurer - Tax	Huber, Joanne S.
Assistant Treasurer - Tax	Orloski, Claudin

BNY Mellon Capital Markets, LLC - Parents

The Bank of New York Mellon Corporation

% Voting:

% Owned:

Group % Owned:

Date Acquired:

Jurisdiction Code:DE

BNY Capital Markets Holdings, Inc.

% Voting:

% Owned:100.0000

Group % Owned:

Date Acquired:

Jurisdiction Code:NY

BNY Mellon Capital Markets, LLC

% Voting:

% Owned:100.0000

Group % Owned:100.0000

Date Acquired:

Jurisdiction Code:DE

ATTACHMENT B
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
FILED BY
THE BANK OF NEW YORK MELLON

The Disclosing Party was established in 1784 under the name The Bank of New York and is now a wholly-owned subsidiary of The Bank of New York Mellon Corporation (the "Corporation"). The Corporation has identified 60 predecessor institutions established before 1866, including The Bank of New York.

There are scattered references in the records of the Corporation's pre-1866 predecessors to clients located in the southern states where slavery was practiced during the slavery era. The Corporation's predecessors provided business services to these southern clients which included: issuing loans to individuals, banks and other institutions; maintaining individual and correspondent banking accounts; providing reciprocal banking services for other banks; and providing bond and stock administration and depository services on behalf of other banks and municipalities. Some of these predecessors may have also invested in bonds and stocks of southern institutions or bonds issued by southern states. The southern states, municipalities, banks, companies and individuals referenced in the records are: Bank of Baltimore; City Bank of Baltimore; Stephen Duncan; DuPlanty, McCall & Co.; Bank of Kentucky; Bank of Maryland; State of Maryland; Bank of Montgomery; Bank of North Carolina; Bank of South Carolina; New Orleans Canal and Banking Company; City of New Orleans; Commercial Bank of New Orleans; Planters Bank of Mississippi; Smurville Cotton Factory; Southern Life Insurance and Trust Company; Planters Bank of Tennessee; State of Tennessee. The Bank of New York also held one or more bank accounts on behalf of Charles P. Leverich and/or his New York company Charles P. Leverich & Co. ("Leverich & Co."). Leverich was a director of The Bank of New York from 1840 to 1876, and also was a Vice President (1853-1863) and President (1863-1876) of the Bank. Leverich & Co. was a New York cotton broker which had extensive dealings with southern clients from the 1830s through 1879, when the firm was dissolved. Leverich & Co. also acted as a factor for southern planters. It also appears that that Leverich & Co. may have helped manage a plantation — James Porter's Oak Lawn in Bayou Teche, Louisiana — for one of its southern clients.

Based on the Corporation's research, there are indications in United States census records for the period 1790 to 1860 that some directors of The Bank of New York and some officers and directors of the Farmer's Bank of the State of Delaware may have owned slaves before, during and/or after their association with such institutions.

A predecessor of the Corporation, the New York Life Insurance and Trust Company ("NYLIC") (which bears no relation to the present New York Life Insurance Company), was founded in 1830 and merged with The Bank of New York in 1922. NYLIC issued life insurance policies to some of its clients, including a few individuals who resided in the southern states where slavery was practiced during the slavery era. There are no indications in the records that NYLIC issued any slaveholder insurance policies.

The records of NYLITC reflect that in 1842, NYLITC loaned a sum of money to the Southern Life Insurance and Trust Company ("Southern Life"). This loan was secured by an assignment to NYLITC of several mortgages originated and held by Southern Life, including a mortgage dated April 1, 1837, on "Hanson's Plantation," located in St. John's County, near St. Augustine, Florida, and owned by John Hanson and Margaret Cook. This Southern Life mortgage included a pledge of 21 named slaves. The names and ages of these slaves are recorded in the NYLITC ledger entry for the loan and are listed in Appendix A to this statement. There are no indications in the records that Southern Life ever defaulted on this loan, or that NYLITC ever foreclosed on any of the assigned mortgages.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION.

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Oppenheimer & Co. Inc.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party:

Public Finance Department

4717 Grand Avenue, Suite 700 KC, MO 64112

C. Telephone: (816)932-7157 Fax: (816)561-9537 Email: jack.holland@opco.com

D. Name of contact person: Jack Holland

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other underlying transaction (to follow as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? City Finance Department

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
<u>Oppenheimer & Co. Inc. is publically-held corporation whose shares trade on the</u>		
<u>New York Stock Exchange and are widely-held by the general public.</u>		
<u> </u>		
<u> </u>		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

The Bank of New York Mellon Trust Company, N.A.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest:

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 2 North LaSalle Street, Suite 1020

Chicago, Illinois 60602

C. Telephone: 312-827-8650 Fax: 312-827-8542 Email: Robert.Demos@bnymellon.com

D. Name of contact person: Robert Demos

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking _____ the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

The District of Columbia

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

SEE ATTACHMENT A

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
The Bank of New York	One Wall Street	100%
Mellon Corporation	New York, NY 10286	

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

[X] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes
 ☐ No
 ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes
 ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

SEE ATTACHMENT A-1

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

___ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

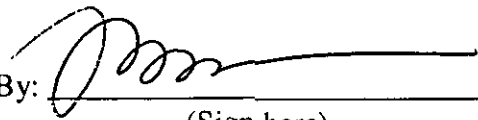
F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.


The Bank of New York Mellon Trust Company, N.A.
(Print or type name of Disclosing Party)

By: 
(Sign here)

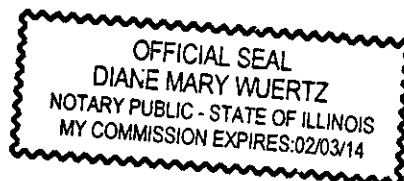
Robert T. Demos
(Print or type name of person signing)

Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) February 8, 2012,
at Cook County, _____ (state).

 Notary Public.

Commission expires: _____



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Attachment A

The Bank of New York Mellon Trust Company, N.A.

Directors as of 01 31 2012

Debra A. Baker
Alphonse J. Briand, Jr.
Lisa Y. Brown
Robert L. Griffin
Troy L. Kilpatrick
William D. Lindelof
Michael T. Long
Loretta A. Lundberg
Robert F. Mathisen
Gary N. Nazare
Antonio I. Portuondo
Frank P. Sulzberger
Alex P. Tsarnas
Timothy J. Vara

Senior Operating Officers

Troy L. Kilpatrick	President
John A. Park	Executive Vice President & Comptroller
Karen Bayz	Managing Director and Chief Financial Officer
Fran Carlucci	Auditor

Attachment A-1

The Bank of New York Mellon Corporation (the "Corporation"), acting through its subsidiaries, The Bank of New York Mellon and The Bank of New York Mellon Trust Company, N.A., is trustee on thousands of bond transactions which are secured by mortgages on real property that are held in trust and registered in the name of The Bank of New York Mellon or The Bank of New York Mellon Trust Company, N.A., as trustee. The mortgages are serviced by third-party providers who are required to provide the necessary administrative services related to the mortgages, such as paying property taxes and complying with local real estate ordinances. From time to time, the third-party service providers may fail to fulfill their obligations, resulting in fines and judgments. Such fines and judgments may be assessed and entered against The Bank of New York Mellon or The Bank of New York Mellon Trust Company, N.A. because, as trustee, it is the lien-holder or owner of record. The third-party service provider is obligated to pay such fines and remedy or pay such judgments.

In addition, like all major institutions, the Corporation and/or its subsidiaries are subject to various litigations and proceedings pursuant to which judgments, injunctions or liens may be issued. There have been no judgments, injunctions or liens arising out of such litigations or proceedings in the last five years that would materially impair the Corporation's or its subsidiaries ability to perform the services relating to the Matter. For a description of certain legal proceedings, please see the "Legal Proceedings" section in the Corporation's Form 10-Ks and 10-Qx, which are available on our website, <http://www.bnymellon.com>.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

The Bank of New York Mellon Corporation

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest:

BNY Mellon Capital Markets, LLC.

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: One Wall Street

New York, New York 10286

C. Telephone: 412-234-4033 Fax: 412-236-1216 Email: Charles.goodwin@bnymellon.com

D. Name of contact person: Charles Goodwin

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Passenger Facility Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Department of Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II – DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

SEE ATTACHMENT A

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
N/A		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	---

Burke, Warren, MacKay & Serritella, P.C.	330 North Wabash Avenue, 22 nd Floor, Chicago, IL 60611		
Estimated Fees \$100,000			

Greene and Letts	111 West Washington Street, Suite 1650, Chicago, IL 60602		
Estimated Fees \$42,500			

(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes
 ☐ No
 ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes
 ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance

timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;

b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;

d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and

e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders; in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or

c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List:

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

SEE ATTACHMENT A-1

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

___ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

X 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

See Attachment B

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

The Bank of New York Mellon Corporation
(Print or type name of Disclosing Party)

By: Karen B. Peetz
(Sign here)

Karen B. Peetz
(Print or type name of person signing)

Vice Chairman
(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2015
at NASSAU County, NEW YORK (state).

Susan Fernandez Notary Public.

Commission expires: Susan Fernandez
Notary Public - State of New York
No. 01EE4951404
Qualified in Nassau County
Certificate Filed in New York County
My Commission Expires May 22, 2015

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**ATTACHMENT B
TO
CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
FILED BY
THE BANK OF NEW YORK MELLON CORPORATION
(as an Entity Holding an Interest in the Applicant)**

The Disclosing Party was established in 2007. The Disclosing Party has identified 60 predecessor institutions established before 1866. Among these predecessor entities is the Disclosing Party's wholly-owned subsidiary, The Bank of New York Mellon (formerly known as The Bank of New York), which was established in 1784.

There are scattered references in the records of the Disclosing Party's pre-1866 predecessors to clients located in the southern states where slavery was practiced during the slavery era. The Disclosing Party's predecessors provided business services to these southern clients which included: issuing loans to individuals, banks and other institutions; maintaining individual and correspondent banking accounts; providing reciprocal banking services for other banks; and providing bond and stock administration and depository services on behalf of other banks and municipalities. Some of these predecessors may have also invested in bonds and stocks of southern institutions or bonds issued by southern states. The southern states, municipalities, banks, companies and individuals referenced in the records are: Bank of Baltimore; City Bank of Baltimore; Stephen Duncan; DuPlanty, McCall & Co.; Bank of Kentucky; Bank of Maryland; State of Maryland; Bank of Montgomery; Bank of North Carolina; Bank of South Carolina; New Orleans Canal and Banking Company; City of New Orleans; Commercial Bank of New Orleans; Planters Bank of Mississippi; Simmsville Cotton Factory; Southern Life Insurance and Trust Company; Planters Bank of Tennessee; State of Tennessee. The Bank of New York also held one or more bank accounts on behalf of Charles P. Leverich and/or his New York company Charles P. Leverich & Co. ("Leverich & Co."). Leverich was a director of The Bank of New York from 1840 to 1876, and also was a Vice President (1853-1863) and President (1863-1876) of the Bank. Leverich & Co. was a New York cotton broker which had extensive dealings with southern clients from the 1830s through 1879, when the firm was dissolved. Leverich & Co. also acted as a factor for southern planters. It also appears that that Leverich & Co. may have helped manage a plantation -- James Porter's Oak Lawn in Bayou Teche, Louisiana -- for one of its southern clients.

Based on the Disclosing Party's research, there are indications in United States census records for the period 1790 to 1860 that some directors of The Bank of New York and some officers and directors of the Farmer's Bank of the State of Delaware may have owned slaves before, during and/or after their association with such institutions.

A predecessor of the Disclosing Party, the New York Life Insurance and Trust Company ("NYLITC") (which bears no relation to the present New York Life Insurance Company), was founded in 1830 and merged with The Bank of New York in 1922. NYLITC issued life insurance policies to some of its clients, including a few individuals who resided in the southern

states where slavery was practiced during the slavery era. There are no indications in the records that NYLITC issued any slaveholder insurance policies.

The records of NYLITC reflect that in 1842, NYLITC loaned a sum of money to the Southern Life Insurance and Trust Company ("Southern Life"). This loan was secured by an assignment to NYLITC of several mortgages originated and held by Southern Life, including a mortgage dated April 1, 1837, on "Hanson's Plantation," located in St. John's County, near St. Augustine, Florida, and owned by John Hanson and Margaret Cook. This Southern Life mortgage included a pledge of 21 named slaves. The names and ages of these slaves are recorded in the NYLITC ledger entry for the loan and are listed in Appendix A to this statement. There are no indications in the records that Southern Life ever defaulted on this loan, or that NYLITC ever foreclosed on any of the assigned mortgages.

APPENDIX A

Slaves Named in 1837 "Hanson's Plantation" Mortgage Originated and Held by Southern Life Insurance and Trust Company and Assigned in 1842 to New York Life Insurance and Trust Company

(italics indicate names that are difficult to decipher from the ledger entry)

<u>Name</u>	<u>Age</u>
Sylvester	32
Peggy	32
Maria	16
Chloe	14
Pomfrey	12
Diana	10
Betty	8
Eve	3
<i>Kathy</i>	30
Sally	14
Abram	12
William	5
Fanny	30
Phoebe	12
Ned	8
Coffy	6
<i>Lewis</i>	30
<i>James</i>	40
Anselmo	17
<i>Antericka</i>	14
George	25

Attachment A-1

The Bank of New York Mellon Corporation (the "Corporation"), acting through its subsidiaries, The Bank of New York Mellon and The Bank of New York Mellon Trust Company, N.A., is trustee on thousands of bond transactions which are secured by mortgages on real property that are held in trust and registered in the name of The Bank of New York Mellon or The Bank of New York Mellon Trust Company, N.A., as trustee. The mortgages are serviced by third-party providers who are required to provide the necessary administrative services related to the mortgages, such as paying property taxes and complying with local real estate ordinances. From time to time, the third-party service providers may fail to fulfill their obligations, resulting in fines and judgments. Such fines and judgments may be assessed and entered against The Bank of New York Mellon or The Bank of New York Mellon Trust Company, N.A. because, as trustee, it is the lien-holder or owner of record. The third-party service provider is obligated to pay such fines and remedy or pay such judgments.

In addition, like all major institutions, the Corporation and/or its subsidiaries are subject to various litigations and proceedings pursuant to which judgments, injunctions or liens may be issued. There have been no judgments, injunctions or liens arising out of such litigations or proceedings in the last five years that would materially impair the Corporation's or its subsidiaries ability to perform the services relating to the Matter. For a description of certain legal proceedings, please see the "Legal Proceedings" section in the Corporation's Form 10-Ks and 10-Qs, which are available on our website, <http://www.bnymellon.com>.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I – GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

U.S. BANK NATIONAL ASSOCIATION

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant
OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 425 Walnut Street
Cincinnati, Ohio 45202

C. Telephone: (312) 332-6774 Fax: (312) 332-8008 Email: margaret.drelicharz@usbank.com

D. Name of contact person: Margaret Drelicharz

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (refer to "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare Third Lien General Airport Revenue Bonds 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input checked="" type="checkbox"/> Other (please specify) |
| | <u>National Bank</u> |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

United States - federally granted national bank charter

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes

☐ No

☒ N/A

U.S. Bank operates branches in the State of Illinois under the authority of its national bank charter and is therefore not required to register as a foreign corporation with the State.

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

Please see attached list of Executive Officers and Directors

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
U.S. Bancorp	800 Nicollet Mall	100%
	Minneapolis, MN 55402	

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No *To the best of our knowledge after due inquiry

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

See list attached as Attachment C
(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V – CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

Please see Attachment B

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one).

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No *To the best of our knowledge after due inquiry

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

☐ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

☒ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

Please see Attachment A

SECTION VI – CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII – ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine; fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2. If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3. If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

U.S. BANK NATIONAL ASSOCIATION
(Print or type name of Disclosing Party)

February 9, 2012

By: Scott A. Fenske
(Sign here)

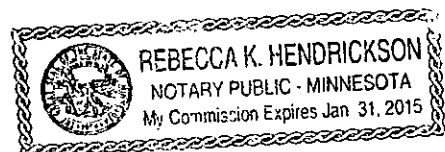
SCOTT A. FENSKE
(Print or type name of person signing)

VICE PRESIDENT
(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2012,
at Hennepin County, Minnesota (state).

Rebecca K. Hendrickson Notary Public.

Commission expires: 1-31-2015.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Corporate and Executive Officers and Directors

Legal Name:	U.S. Bancorp	U.S. Bank, National Association
Business Address:	800 Nicollet Mall Minneapolis, MN 55402	425 Walnut Street Cincinnati, OH 45202
FEIN:	41-0255900	31-0841368
	Executive Officers:	Corporate Officers:
	Richard K. Davis Chairman, President and Chief Executive Officer Jennie P. Carlson Executive Vice President Human Resources Andrew Cecere Vice Chairman and Chief Financial Officer Terrance R. Dolan Vice Chairman Wealth Management & Securities Services Richard C. Hartnack Vice Chairman Consumer Banking Richard J. Hidy Executive Vice President and Chief Risk Officer Joseph C. Hoesley Vice Chairman Commercial Real Estate Pamela A. Joseph Vice Chairman Payment Services Howell D. (Mac) McCullough, III Executive Vice President and Chief Strategy Officer Lee R. Mitau Executive Vice President, General Counsel and Corporate Secretary P.W. (Bill) Parker Executive Vice President and Chief Credit Officer Richard B. Payne, Jr. Vice Chairman Corporate Banking Jeffry H. von Gillern Vice Chairman Technology and Operations Services	Richard K. Davis Chairman, President and Chief Executive Officer Andrew Cecere Vice Chairman and Chief Financial Officer Terrance R. Dolan Vice Chairman Richard C. Hartnack Vice Chairman Joseph C. Hoesley Vice Chairman Pamela A. Joseph Vice Chairman Richard B. Payne, Jr. Vice Chairman Jeffry H. von Gillern Vice Chairman Jennie P. Carlson Executive Vice President Human Resources Richard J. Hidy Executive Vice President and Chief Risk Officer Howell D. (Mac) McCullough, III Executive Vice President and Chief Strategy Officer Lee R. Mitau Executive Vice President, General Counsel and Corporate Secretary P.W. (Bill) Parker Executive Vice President and Chief Credit Officer

Corporate Directors:**Richard K. Davis**

Chairman, President and Chief
Executive Officer

U.S. Bancorp

Minneapolis, Minnesota

Douglas M. Baker, Jr.

Chairman, President and Chief
Executive Officer

Ecolab Inc.

St. Paul, Minnesota

Y. Marc Belton

Executive Vice President, Global
Strategy Growth and Marketing

General Mills, Inc.

Minneapolis, Minnesota

Victoria Buyniski Gluckman

Retired President and
Chief Executive Officer

United Medical Resources, Inc.,
Cincinnati, Ohio

Arthur D. Collins, Jr.

Retired Chairman and Chief
Executive Officer

Medtronic, Inc.

Joel W. Johnson

Retired Chairman and Chief
Executive Officer

Hormel Foods Corporation

Austin, Minnesota

Olivia F. Kirtley

Business Consultant

Louisville, Kentucky

Jerry W. Levin

Chairman and Chief Executive
Officer

JW Levin Partners LLC; and

Chairman and Chief Executive
Officer of Wilton Brands Inc.

New York, New York

David B. O'Maley

Executive Chairman and Retired
President and Chief Executive
Officer

Ohio National Mutual Holdings,
Inc. and its subsidiary Ohio

National Financial

Services, Inc.

Cincinnati, Ohio

O'dell M. Owens, M.D., M.P.H.

President, Cincinnati State

Technical and Community

CollegeCincinnati, Ohio

Andrew Cecere

Richard K. Davis

Terrance R. Dolan

Richard C. Hartrack

Joseph C. Hoesley

Pamela A. Joseph

Richard B. Payne, Jr.

Jeffrey H. von Gillern

	<p>Richard G. Reiten Retired Chairman and Chief Executive Officer Northwest National Gas Company Portland, Oregon</p> <p>Craig D. Schnuck Former Chairman and Chief Executive Officer Schnuck Markets, Inc. St. Louis, Missouri</p> <p>Patrick T. Stokes Former Chairman and Former Chief Executive Officer Anheuser-Busch Companies, Inc. St. Louis, Missouri</p>	
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Attachment A

City of Chicago Economic Disclosure Statement and Affidavit

U.S. Bank National Association was formed from the following major banks: (1) Star Bank, National Association (Cincinnati, Ohio) changed its name to Firststar Bank, National Association (Cincinnati, Ohio) effective February 1999; (2) Mercantile Bank National Association (St. Louis, Missouri) merged into Firststar Bank, National Association (Cincinnati, Ohio) effective April 2000; (3) United States National Bank of Oregon (Portland, Oregon) merged with First Bank, National Association under the title U.S. Bank National Association effective August 1997; (4) U.S. Bank National Association merged into Firststar Bank, National Association, and the succeeding bank, changed its name to U.S. Bank National Association effective August 2001. These banks acquired through mergers and acquisitions numerous smaller banks. There are five hundred and forty-two U.S. Bank National Association predecessors. Thirty-three predecessors were founded before the abolition of slavery in December 1865. Thirteen of the pre-1866 predecessors were established in southern slave-holding states and territories, including Kansas, Kentucky, Missouri, and Tennessee.

In reviewing historical records held in various external repositories in accordance with the research requirements as set forth in the City of Chicago Office of the Corporation Counsel opinion letter dated April 29, 2004, U.S. Bank National Association has identified external records of its predecessors which necessitate disclosure. The conveyance records, while showing no record of direct ownership of enslaved individuals did contain records of founders and/or directors of predecessor banks owning enslaved individuals, as well as a record where an enslaved individual was the collateral for a loan. Specifically, the first president of predecessor Marion National Bank of Lebanon, Kentucky (founded in 1856), Benedict Spalding, owned two enslaved individuals in 1850. In 1860 someone with a similar name "Benidict Spalding" is also listed as having owned fourteen enslaved individuals. In addition, certain members of the Marion National Bank of Lebanon's board of directors (called "commissioners") owned approximately forty-seven enslaved individuals in total (the records include abbreviated names, which we conclude may be references to commissioners). The first president of predecessor First National Bank of Clarksville, Tennessee (founded in 1865), S.F. Beaumont, owned one enslaved individual in 1860. The first president of predecessor St. Louis Building and Savings Association, Missouri (founded in 1857), Marshall Brotherton, owned ten enslaved individuals in 1850 and four enslaved individuals in 1860. Merchants Bank (founded in 1857) and Bank of St. Louis (founded in 1857), both predecessors, along with a group of other St. Louis firms, issued a mortgage to Charles McLaran that was secured by his property, which included an unspecified number of enslaved individuals. However, the 1860 Federal Census Slave Schedule for St. Louis provided that Charles McLaran owned thirteen enslaved individuals.

The above is only a summary. U.S. Bank National Association has previously provided the City of Chicago with supporting attachments.

Attachment B

City of Chicago Economic Disclosure Statement and Affidavit

U.S. Bank National Association is also one of the largest corporate trustees in the United States and in such capacity is trustee of numerous mortgage-backed securitizations trusts. Each trust holds multiple real property mortgages. From time-to-time, mortgage borrowers in Chicago default on mortgages or otherwise fail to comply with City of Chicago requirements with respect to certain of their properties. With respect to some of the troubled properties, U.S. Bank National Association may be a lender. However with respect to the majority of the trouble properties in Chicago for which U.S. Bank National Association is involved, U.S. Bank National Association is not the beneficial owner of the property and has no individual or corporate interest in the property. These properties are trust properties which are maintained by a wide variety of servicers. As of November 7, 2011, U.S. Bank National Association was aware of outstanding claims against it in its individual capacity of approximately \$116,434.68. As of December 8, 2011, that amount has been reduced to \$26,430.66. Moreover, with respect to properties held in trust (excluding Illinois Land Trust properties) for which U.S. Bank National Association acts as trustee. As of November 7, 2011, we are aware of outstanding claims against trust properties in the amount of approximately \$318,477.63. As of December 8, 2011, U.S. Bank National Association has worked with the trust servicers to reduce that amount to \$169,786.28.

U.S. Bank National Association, both in its individual capacity and in its capacity as a trustee, meets with various city officials twice a month to address these claims. U.S. Bank National Association, both individually and as trustee, has continually strived to work with the City to resolve and reconcile amounts potentially owed to the City. U.S. Bank National Association, both individually and as trustee, intends to continue to work with the City in good faith to address property concerns including amounts owed.

ATTACHMENT C

Response to Section IV

Burke, Warren, MacKay & Serritella, P.C.
330 North Wabash Avenue, 22nd Floor
Chicago, IL 60611-3607

estimated fees \$200,000

Greene and Letts
111 West Washington Street, Suite 1650
Chicago, IL 60602

estimated fees \$85,000

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I – GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

U.S. BANCORP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant
OR

2. ☒ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: U.S. Bank National Association
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: _____

800 Nicollet Mall

Minneapolis, Minnesota 55402

C. Telephone: (312) 332-6774 Fax: (312) 332-8008 Email: margaret.drelicharz@usbank.com

D. Name of contact person: Margaret Drelicharz

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (reference "the Matter") to which this EDS pertains. (Include project number and location of property, if applicable): _____

O'Hare Third Lien General Airport Revenue Bonds 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☒ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

Please see attached list of Executive Officers and Directors

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No *To the best of our knowledge after due inquiry

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	---

See list attached as Attachment C
(Add sheets if necessary)

☐ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V – CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2: The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

Please see Attachment B

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☒ is ☐ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No *To the best of our knowledge after due inquiry

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 x 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

 Please see Attachment A

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

U.S. BANCORP

February 9, 2012

(Print or type name of Disclosing Party)

By: Scott A. Fenske

(Sign here)

SCOTT A. FENSKE

(Print or type name of person signing)

VICE PRESIDENT

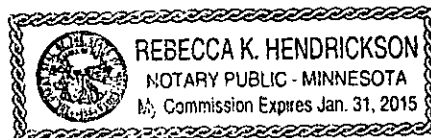
(Print or type title of person signing)

Signed and sworn to before me on (date) February 9, 2012,
at Hennepin County, Minnesota (state).

Rebecca K. Hendrickson

Notary Public.

Commission expires: 1-31-2015



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Corporate and Executive Officers and Directors

Legal Name:	U.S. Bancorp	U.S. Bank, National Association
Business Address:	800 Nicollet Mall Minneapolis, MN 55402	425 Walnut Street Cincinnati, OH 45202
FEIN:	41-0255900	31-0841368
	Executive Officers:	Corporate Officers:
	Richard K. Davis Chairman, President and Chief Executive Officer Jennie P. Carlson Executive Vice President Human Resources Andrew Cecere Vice Chairman and Chief Financial Officer Terrance R. Dolan Vice Chairman Wealth Management & Securities Services Richard C. Hartnack Vice Chairman Consumer Banking Richard J. Hidy Executive Vice President and Chief Risk Officer Joseph C. Hoesley Vice Chairman Commercial Real Estate Pamela A. Joseph Vice Chairman Payment Services Howell D. (Mac) McCullough, III Executive Vice President and Chief Strategy Officer Lee R. Mitau Executive Vice President, General Counsel and Corporate Secretary P.W. (Bill) Parker Executive Vice President and Chief Credit Officer Richard B. Payne, Jr. Vice Chairman Corporate Banking Jeffry H. von Gillern Vice Chairman Technology and Operations Services	Richard K. Davis Chairman, President and Chief Executive Officer Andrew Cecere Vice Chairman and Chief Financial Officer Terrance R. Dolan Vice Chairman Richard C. Hartnack Vice Chairman Joseph C. Hoesley Vice Chairman Pamela A. Joseph Vice Chairman Richard B. Payne, Jr. Vice Chairman Jeffry H. von Gillern Vice Chairman Jennie P. Carlson Executive Vice President Human Resources Richard J. Hidy Executive Vice President and Chief Risk Officer Howell D. (Mac) McCullough, III Executive Vice President and Chief Strategy Officer Lee R. Mitau Executive Vice President, General Counsel and Corporate Secretary P.W. (Bill) Parker Executive Vice President and Chief Credit Officer

Corporate Directors:**Richard K. Davis**

Chairman, President and Chief
Executive Officer

U.S. Bancorp

Minneapolis, Minnesota

Douglas M. Baker, Jr.

Chairman, President and Chief
Executive Officer

Ecolab Inc.

St. Paul, Minnesota

Y. Marc Belton

Executive Vice President, Global
Strategy Growth and Marketing

General Mills, Inc.

Minneapolis, Minnesota

Victoria Buyniski Gluckman

Retired President and
Chief Executive Officer

United Medical Resources, Inc.,
Cincinnati, Ohio

Arthur D. Collins, Jr.

Retired Chairman and Chief
Executive Officer

Medtronic, Inc.

Joel W. Johnson

Retired Chairman and Chief
Executive Officer

Hormel Foods Corporation

Austin, Minnesota

Olivia F. Kirtley

Business Consultant

Louisville, Kentucky

Jerry W. Levin

Chairman and Chief Executive
Officer

JW Levin Partners LLC; and

Chairman and Chief Executive
Officer of Wilton Brands Inc.

New York, New York

David B. O'Maley

Executive Chairman and Retired
President and Chief Executive
Officer

Ohio National Mutual Holdings,
Inc. and its subsidiary Ohio

National Financial

Services, Inc.

Cincinnati, Ohio

O'dell M. Owens, M.D., M.P.H.

President, Cincinnati State
Technical and Community

CollegeCincinnati, Ohio

Andrew Cecere

Richard K. Davis

Terrance R. Dolan

Richard C. Hartnack

Joseph C. Hoesley

Pamela A. Joseph

Richard B. Payne, Jr.

Jeffrey H. von Gillern

	<p>Richard G. Reiten Retired Chairman and Chief Executive Officer Northwest National Gas Company Portland, Oregon</p> <p>Craig D. Schnuck Former Chairman and Chief Executive Officer Schnuck Markets, Inc. St. Louis, Missouri</p> <p>Patrick T. Stokes Former Chairman and Former Chief Executive Officer Anheuser-Busch Companies, Inc. St. Louis, Missouri</p>	
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Attachment A

City of Chicago Economic Disclosure Statement and Affidavit

U.S. Bank National Association was formed from the following major banks: (1) Star Bank, National Association (Cincinnati, Ohio) changed its name to Firststar Bank, National Association (Cincinnati, Ohio) effective February 1999; (2) Mercantile Bank National Association (St. Louis, Missouri) merged into Firststar Bank, National Association (Cincinnati, Ohio) effective April 2000; (3) United States National Bank of Oregon (Portland, Oregon) merged with First Bank, National Association under the title U.S. Bank National Association effective August 1997; (4) U.S. Bank National Association merged into Firststar Bank, National Association, and the succeeding bank, changed its name to U.S. Bank National Association effective August 2001. These banks acquired through mergers and acquisitions numerous smaller banks. There are five hundred and forty-two U.S. Bank National Association predecessors. Thirty-three predecessors were founded before the abolition of slavery in December 1865. Thirteen of the pre-1866 predecessors were established in southern slave-holding states and territories, including Kansas, Kentucky, Missouri, and Tennessee.

In reviewing historical records held in various external repositories in accordance with the research requirements as set forth in the City of Chicago Office of the Corporation Counsel opinion letter dated April 29, 2004, U.S. Bank National Association has identified external records of its predecessors which necessitate disclosure. The conveyance records, while showing no record of direct ownership of enslaved individuals did contain records of founders and/or directors of predecessor banks owning enslaved individuals, as well as a record where an enslaved individual was the collateral for a loan. Specifically, the first president of predecessor Marion National Bank of Lebanon, Kentucky (founded in 1856), Benedict Spalding, owned two enslaved individuals in 1850. In 1860 someone with a similar name "Benidict Spalding" is also listed as having owned fourteen enslaved individuals. In addition, certain members of the Marion National Bank of Lebanon's board of directors (called "commissioners") owned approximately forty-seven enslaved individuals in total (the records include abbreviated names, which we conclude may be references to commissioners). The first president of predecessor First National Bank of Clarksville, Tennessee (founded in 1865), S.F. Beaumont, owned one enslaved individual in 1860. The first president of predecessor St. Louis Building and Savings Association, Missouri (founded in 1857), Marshall Brotherton, owned ten enslaved individuals in 1850 and four enslaved individuals in 1860. Merchants Bank (founded in 1857) and Bank of St. Louis (founded in 1857), both predecessors, along with a group of other St. Louis firms, issued a mortgage to Charles McLaran that was secured by his property, which included an unspecified number of enslaved individuals. However, the 1860 Federal Census Slave Schedule for St. Louis provided that Charles McLaran owned thirteen enslaved individuals.

The above is only a summary. U.S. Bank National Association has previously provided the City of Chicago with supporting attachments.

Attachment B

City of Chicago Economic Disclosure Statement and Affidavit

U.S. Bank National Association is also one of the largest corporate trustees in the United States and in such capacity is trustee of numerous mortgage-backed securitizations trusts. Each trust holds multiple real property mortgages. From time-to-time, mortgage borrowers in Chicago default on mortgages or otherwise fail to comply with City of Chicago requirements with respect to certain of their properties. With respect to some of the troubled properties, U.S. Bank National Association may be a lender. However with respect to the majority of the trouble properties in Chicago for which U.S. Bank National Association is involved, U.S. Bank National Association is not the beneficial owner of the property and has no individual or corporate interest in the property. These properties are trust properties which are maintained by a wide variety of servicers. As of November 7, 2011, U.S. Bank National Association was aware of outstanding claims against it in its individual capacity of approximately \$116,434.68. As of December 8, 2011, that amount has been reduced to \$26,430.66. Moreover, with respect to properties held in trust (excluding Illinois Land Trust properties) for which U.S. Bank National Association acts as trustee. As of November 7, 2011, we are aware of outstanding claims against trust properties in the amount of approximately \$318,477.63. As of December 8, 2011, U.S. Bank National Association has worked with the trust servicers to reduce that amount to \$169,786.28.

U.S. Bank National Association, both in its individual capacity and in its capacity as a trustee, meets with various city officials twice a month to address these claims. U.S. Bank National Association, both individually and as trustee, has continually strived to work with the City to resolve and reconcile amounts potentially owed to the City. U.S. Bank National Association, both individually and as trustee, intends to continue to work with the City in good faith to address property concerns including amounts owed.

ATTACHMENT C

Response to Section IV

Burke, Warren, MacKay & Serritella, P.C.
330 North Wabash Avenue, 22nd Floor
Chicago, IL 60611-3607

estimated fees \$200,000

Greene and Letts
111 West Washington Street, Suite 1650
Chicago, IL 60602

estimated fees \$85,000

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

D+G CONSULTING GROUP, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant
OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 750 12th Street
Wilmette IL 60091

C. Telephone: 847 251 3791 Fax: 847 251 3537 Email: RKD@DG-CG.COM

D. Name of contact person: Rhona DiCamillo

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare GARB and PFC Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☒ Yes

☐ No

☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

Rhona DiCamillo

Principal

Lynn Goldschmidt

Principal

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Rhona DiCamillo	750 12th St. Wilmette IL 60091	50%
Lynn Goldschmidt	333 Dundee Glencoe IL 60022	50%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes

☒ No

☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes

☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

NA

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
------	------------------	--------------------

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

✓ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☒ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☒ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☒ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☒ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

D+G Consulting Group, LLC

(Print or type name of Disclosing Party)

By: Rhona DiCamillo
(Sign here)

Rhona DiCamillo

(Print or type name of person signing)

Principal

(Print or type title of person signing)

Signed and sworn to before me on (date) 02/08/2,
at Wilmette County, Cook (state).

Sophia Meloudis Notary Public.

Commission expires: 8/2/14.

"OFFICIAL SEAL"
Sophia Meloudis
Notary Public, State of Illinois
Cook County
My Commission Expires 8/02/2014

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Frasca & Associates LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant
OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____
OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 521 Madison Avenue 7th Floor
New York, NY 10022

C. Telephone: 212 355 4050 Fax: 212 355 3756 Email: Ken@frasca.com

D. Name of contact person: Ken Cushine

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other under: _____ as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

O'Hare CARB and PFC Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

New York

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes PENDING ☐ No ☐ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name

Title

Dorcen Flasca

President

Ken Cushing

Vice-President

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Doreen Frasca	521 Madison NY, NY	51%
Ken Cushing	~	49%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
N/A			

(Add sheets if necessary)

[] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

[] Yes

☒ No

[] No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

[] Yes

[] No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is

☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

✓ 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

None

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☒ Yes ☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☒ Yes ☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☒ Yes ☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☒ Yes ☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Frasca & Associates, LLC
(Print or type name of Disclosing Party)

By Ken A. Cushman
(Sign here)

Ken Cushman
(Print or type name of person signing)

Vice-President
(Print or type title of person signing)

Signed and sworn to before me on (date) 2-8-2012,
at New York County, New York (state).

Anne Rodgers Notary Public.

Commission expires: _____

ANNE RODGERS
Notary Public, State of New York
No. 01R05070511
Qualified in New York County
Commission Expires Dec 23, 2014

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Katten Muchin Rosenman LLP

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 525 West Monroe Street

Chicago, Illinois 60661-3693

C. Telephone: 312-902-5200 Fax: 312-902-1061 Email: N.A.

D. Name of contact person: Allan D. Wood

E. Federal Employer Identification No. (if you have one) _____

F. Brief description of contract, transaction or other un_____ the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):
Chicago O'Hare International Airport General Airport Revenue Bonds and Passenger Facility Charge Revenue Bonds, Series 2012

G. Which City agency or department is requesting this EDS? Comptroller's Office

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|---|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input checked="" type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☐ No ☒ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
------	-------

See Attached Exhibit A

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
None		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N.A.

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

Richard M. Daley; Mara S. Georges; Jacquelyn L. Heard

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N.A.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. **If the Matter is not federally funded**, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is *federally funded*, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

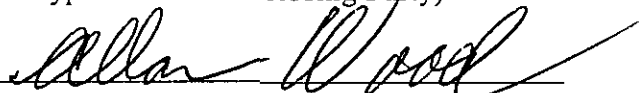
F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

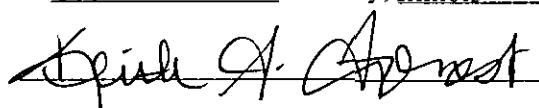
Katten Muchin Rosenman LLP
(Print or type name of Disclosing Party)

By: 
(Sign here)

Allan D. Wood
(Print or type name of person signing)

Chief Operating Officer
(Print or type title of person signing)

Signed and sworn to before me on (date) February 7, 2012,
at Cook County, Illinois (state).

 Notary Public.

Commission expires: Aug. 3, 2015.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Mr. Michael Jones' wife is the sister of Amer Ahmad, the City Comptroller. Mr. Jones is a non-equity income partner of Katten Muchin Rosenman LLP. Non-Equity income partners have no ownership interest in the law firm, are not entitled to a share of partnership profits and are not obligated for the payment of the debts or other financial obligation of the partnership.

KATTEN MUCHIN ROSENMAN LLP
FEB. 29, 2012 PARTNER LISTING

PARTNER	STREET ADDRESS	SUITE	CITY	STATE	ZIP CODE	PERCENT OF OWNERSHIP
ALLAN J. ABSHEZ	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.6504%
KRISTIN J. ACHTERHOF	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
SETH M. AIGNER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
JANET M. ANGSTADT	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
D. STEPHEN ANTION	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.6098%
KAREN ARTZ ASH	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.8943%
MANCHIT AU YEUNG	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
SHELDON I. BANOFF, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4065%
KARL R. BARNICKOL	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
STEVEN L. BASHWINER, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
ANGELA L. BATTERSON	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.4472%
RICHARD P. BAUER	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.8130%
JONATHAN K. BAUM	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
MARIBEL MATA BENEDICT	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
DAVID F. BENSON	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
KARIN H. BERG	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
JOSHUA G. BERMAN	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.7317%
ALAN M. BERRY, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.2033%
VICTOR H. BEZMAN, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4268%
EDWARD B. BLACK	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
RUSSELL M. BLACK	550 S. TRYON ST.	2900	CHARLOTTE	NC	28202	0.0000%
DAVID C. BOHAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4878%
CATHLEEN A. BOOTH	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
DUSTIN P. BRANCH	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%
HENRY BREGSTEIN	575 MADISON AVE.	1100	NEW YORK	NY	10022	1.4228%
ROBERT B. BREISBLATT	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6911%
SHANNON S. BROOME	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.5081%
GREGORY K. BROWN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.5691%
MATTHEW S. BROWN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4878%
DAVID J. BRYANT	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.8943%
CYNTHIA L. BURCH	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.7724%
DENISE S. BURN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
JAMES J. CALDER	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5691%
MICHAEL R. CALLAHAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.3659%
CLAUDIA CALLAWAY	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.8130%
DAWN M. CANTY	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
NEIL V. CARBONE	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
BRUCE J. CASINO	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
JANE M. CAVANAUGH	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
CHARLES CHEFJEC	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4878%
SHERI P. CHROMOW	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5285%
STEVE COCHRAN	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.3455%
DAVID P. COHEN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
ERIC C. COHEN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4472%
WENDY E. COHEN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
MARK A. CONLEY	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.4675%
HOWARD E. COTTON	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.8943%
ALAN D. CROLL	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.3659%
TANYA L. CURTIS	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
BRET J. DANOW	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
JILL E. DARROW	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5081%
BERNADETTE H. DAVIDA	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
RONNI G. DAVIDOWITZ	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.4472%
VIRGINIA A. DAVIS	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
W. KENNETH DAVIS, JR.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4268%
GUY C. DEMPSEY, JR.	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
CHRISTOPHER J. DI ANGELO	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.9756%
MICHAEL J. DIVER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.3862%
DAVID R. DLUGIE	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.8130%
CHAD J. DOELLINGER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
DAREN R. DOMINA	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
GLEN DONATH	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.4065%
MICHAEL A. DORFMAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
WILLIAM J. DORSEY	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
HARRISON J. DOSSICK	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.4065%

KATTEN MUCHIN ROSENMAN LLP
FEB. 29, 2012 PARTNER LISTING

PARTNER	STREET ADDRESS	SUITE	CITY	STATE	ZIP CODE	PERCENT OF OWNERSHIP
ARIEL M. DYBNER	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
STEVEN G. ECKHAUS	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.8130%
JONATHAN H. EDGAR	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%
JEFFREY L. ELEGANT	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.5285%
WHITNEY C. ELLERMAN	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.7317%
TODD J. EMMERMAN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.6301%
DANIEL M. ENTSMINGER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
VALENTINA FAMPARSKA	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
RICHARD L. FARLEY	550 S. TRYON ST.	2900	CHARLOTTE	NC	28202	0.4472%
JONATHAN J. FAUST	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
ABBY L.T. FEINMAN	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.3862%
JONATHAN S. FELD	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.3659%
LEONARD A. FERBER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
WENDY L. FIELDS	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.4268%
MARK I. FISHER	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.6911%
CHRISTINE N. FITZGERALD	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%
KEVIN M. FOLEY	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
GARY J. FOX	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
JAY W. FREIBERG	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
ALAN R. FRIEDMAN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
JEFF J. FRIEDMAN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
RENEE M. FRIEDMAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4878%
ROGER P. FUREY	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.8943%
FERDINAND J. GALLO III	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.4675%
JAMES M. GECKER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
MARA S. GEORGES	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4065%
BROOKS T. GILES	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
D. LOUIS GLASER II	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.5894%
DORON S. GOLDSTEIN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
MICHAEL S. GORDON	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
ERIC T. GORTNER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
JULIE L. GOTTSCHALL	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
JACK P. GOVERNALE	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.6504%
JONATHAN GRABER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
STUART E. GRASS	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
EVAN L. GREEBEL	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
LEWIS GREENBAUM	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6098%
RUSSELL E. GREENBLATT, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
SUSAN A. GRODE	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.6504%
MARK R. GROSSMANN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6098%
MAUREEN C. GUILFOILE	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
ARTHUR W. HAHN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	1.4228%
ZVI HAHN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
DAVID HALBERSTADTER	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.3659%
JASMINE M. HANIF	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
MEGAN HARDIMAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
J. HAYDEN HARRELL	550 S. TRYON ST.	2900	CHARLOTTE	NC	28202	0.3659%
ANNA-LIZA B. HARRIS	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.7114%
CHARLES HARRIS	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6504%
MICHAEL O. HARTZ	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.8130%
THOMAS E. HEALEY	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
KARL R. HEISLER	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
NOAH S. HELLER	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.6504%
TED S. HELWIG	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.5285%
MARY ELLEN HENNESSY	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
CHRISTOPHER A. HICKS	550 S. TRYON ST.	2900	CHARLOTTE	NC	28202	0.0000%
MATTHEW M. HINDERMAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
MICHAEL S. HOBEL	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.7317%
TIFFANY J. HOFELDT	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%
JANET GOELZ HOFFMAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.3252%
DAVID S. HOFFMANN	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
KRISTIN L. HOLLAND	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%
RICARDO J. HOLLINGSWORTH	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
GARY W. HOWELL	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
BRIAN D. HUBEN	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%

KATTEN MUCHIN ROSENMAN LLP
FEB. 29, 2012 PARTNER LISTING

PARTNER	STREET ADDRESS	SUITE	CITY	STATE	ZIP CODE	PERCENT OF OWNERSHIP
DANIEL S. HUFFENUS	550 S. TRYON ST.	2900	CHARLOTTE	NC	28202	0.8130%
JAMES W. HUTCHISON	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
JOSEPH ISKOWITZ	575 MADISON AVE	1100	NEW YORK	NY	10022	0.0000%
CAROLYN JACKSON	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
HOWARD S. JACOBS	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5691%
JONI S. JACOBSEN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
KENNETH M. JACOBSON	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6301%
MICHAEL A. JACOBSON	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.5894%
ANDREW L. JAGODA	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5691%
CAROL A. JOHNSTON	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.4472%
MICHAEL W. JONES	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
KATHY P. JOSEPHSON	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
ALVIN KATZ	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6504%
JOHN P. KEISERMAN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
CHRISTIAN T. KEMNITZ	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4472%
SLOAN KELLY	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
DAVID A. KETTEL	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%
ANN M. KIM	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
HELEN B. KIM	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.3659%
DAVID H. KISTENBROKER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	1.5041%
ADAM R. KLEIN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6098%
ANDREW G. KLEVORN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.9756%
TYE J. KLOOSTER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
MICHAEL J. KLYCE, JR.	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
CHARLES H. KNAUSS	2900 K ST., N.W.	200	WASHINGTON	DC	20007	1.3008%
STACEY D. McKEE KNIGHT	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%
NICOLE L. KOBRINE	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
ROBERT L. KOHL	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.3252%
GREGORY S. KORMAN	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%
BRUCE E. KOSUB	5215 N. O'CONNOR BLVD.	200	IRVING	TX	75039	0.6504%
JOHN KROL	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4065%
ERIC A. KUWANA	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.7317%
DEREK F. LADGENSKI	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4065%
DAVID H. LANDAU	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.4268%
DANIEL B. LANGE	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
CHARLES D. LANSDEN	550 S. TRYON ST.	2900	CHARLOTTE	NC	28202	0.0000%
HOWARD S. LANZNAR	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.9756%
RYAN J. LARSEN	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%
LORIE SOARES LAZARUS	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.4878%
THOMAS J. LEANSE	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	1.2195%
LAWRENCE D. LEVIN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.9756%
MARK A. LIMARDO	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
ARTHUR S. LINKER	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
TIMOTHY G. LITTLE	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.6504%
STEPHEN J. LOMBARDI III	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
TIMOTHY J. LYNES	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.8130%
SCOTT E. LYONS	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
SETH R. MADORSKY	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4675%
RORI H. MALECH	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
FLOYD A. MANDELL, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.8943%
JONATHAN L. MARKS	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4472%
LAURA KEIDAN MARTIN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6504%
BELINDA I. MATHIE	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
WILLIAM E. MATTINGLY, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
THOMAS J. McFADDEN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
KENNETH W. MILLER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6504%
LESLIE D. MINIER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
ZIA F. MODABBER	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.4878%
LISA-MARIE C. MONSANTO	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
KATHLEEN H. MORIARTY	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5285%
S. SCOTT MORRISON	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.9756%
RAYMOND MOUHADEB	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
JOHN D. MUIR, JR	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
MICHAEL P. MURPHY	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.5081%
PHILIP A. NEMECEK	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%

KATTEN MUCHIN ROSENMAN LLP
FEB. 29, 2012 PARTNER LISTING

PARTNER	STREET ADDRESS	SUITE	CITY	STATE	ZIP CODE	PERCENT OF OWNERSHIP
TERRY E. NEWMAN, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.7317%
KRISTIN A. NICHOLS	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
KENNETH E. NOBLE	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.8130%
DOUGLAS L. NOREN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
J. PHILLIP O'BRIEN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
MARILYN SELBY OKOSHI	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5285%
MATTHEW W. OLSEN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
STEVEN R. OLSON	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6098%
KENNETH J. OTTAVIANO	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.8943%
ANTHONY L. PACCIONE	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5285%
GEORGE J. PAGANO	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
JOHN S. PANIAGUAS	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
MATTHEW D. PARROTT	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
TIMOTHY J. PATENODE	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.5691%
JEFFREY R. PATT	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.5488%
ROSS PAZZOL	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
BRADLEY E. PEARCE	550 S. TRYON ST.	2900	CHARLOTTE	NC	28202	0.0000%
DAVID A. PENTLOW	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
GREGORY P.L. PIERCE	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4065%
DANIEL J. POLATSEK	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
ELLIOT PRESS	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5285%
JOHN W. REALE	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
WILLIAM M. REGAN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
SCOTT A. RESNIK	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.4878%
NANCY J. RICH	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
STUART M. RICHTER	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.5691%
PETER J. RIEBLING	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
ETHAN E. RII	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
ERIC R. ROCK	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
DAVID C. ROHRBACH	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
KENNETH M. ROSENZWEIG	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6098%
JOSHUA S. RUBENSTEIN	575 MADISON AVE.	1100	NEW YORK	NY	10022	1.5041%
HOWARD R. RUBIN	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.6098%
SAUL E. RUDO	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.9756%
JENNIFER C. RYAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
BRUCE M. SABADOS	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
FRED M. SANTO	575 MADISON AVE.	1100	NEW YORK	NY	10022	1.4228%
HOWARD M. SCHICKLER	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.6911%
STEVEN C. SCHNITZER	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.4065%
CRAIG M. SCULLY	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.3862%
VINCENT A.F. SERGI, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.9756%
CARLTON A. SHANNON	550 S. TRYON ST.	2900	CHARLOTTE	NC	28202	0.0000%
DANIEL P. SHAPIRO	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.7317%
STEVEN A. SHAPIRO, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.2439%
NATHANIEL S. SHAPO	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.5488%
PETER J. SHEA	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
DAVID R. SHEVITZ, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6098%
STEVEN E. SHIFFMAN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
JEFFREY L. SHUCHAT	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
STUART P. SHULRUFF	525 W. MONROE ST.	1900	CHICAGO	IL	60661	1.3008%
VICTORIA SHUSTERMAN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
PETER A. SIDDIQUI	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
JOHN P. SIEGER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.8130%
ROSS O. SILVERMAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	1.3008%
MARK C. SIMON	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6301%
ANN MARIE SINK	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
ERIC A. SMITH	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
PAMELA G. SMITH	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.3862%
BRIAN SODIKOFF	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
GIL M. SOFFER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.9756%
STEVEN P. SOLOW	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.9756%
DAVID J. STAGMAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
EMILY STERN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
NANCY LAETHEM STERN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
JOEL W. STERNMAN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5691%

KATTEN MUCHIN ROSENMAN LLP
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PARTNER	STREET ADDRESS	SUITE	CITY	STATE	ZIP CODE	PERCENT OF OWNERSHIP
BONITA L. STONE	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4268%
MARCIA W. SULLIVAN, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6504%
IRA J. SWIDLER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
JAN TAMULEWICZ	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
GAIL MIGDAL TITLE	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.5285%
JOSEPH P. TOPOLSKI	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5081%
PHILIP J. TORTORICH	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
MARC M. TRACT	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.6301%
BETH D. TRACTENBERG	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.4878%
MARTIN T. TULLY	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
ANDREW TURNER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
SAMUEL W. TYFIELD	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
JAMES D. VAN DE GRAAFF	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6911%
BRUCE G. VANYO	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	1.3008%
MICHAEL I. VERDE	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5691%
ALEXANDER S. VESSELINOVITCH	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4878%
SCOTT M. VETRI	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
TIMOTHY J. VEZEAU	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.3252%
CARL E. VOLZ	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
KATHRYN VON MATTHIESSEN	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
ZACHARY D. WAGMAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6504%
MILTON S. WAKSCHLAG	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4065%
HERBERT S. WANDER, P.C.	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.8943%
MARYANN A. WARYJAS	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4675%
JOSHUA D. WAYSER	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	1.0569%
ELIZABETH F. WEBER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
NEIL H. WEINBERG	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
WALTER S. WEINBERG	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.6504%
JOEL R. WEINER	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%
M. DAVID WEISMAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
ROBERT WEISS	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
JEFFREY M. WERTHAN	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.4675%
BENZION J. WESTREICH	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.5285%
MERYL E. WIENER	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
KRISTIN C. WIGNESS	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
ROBERT J. WILD	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
JOSEPH V. WILLEY	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.5285%
JENNIFER I. WOLFE	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
CATHERINE SUN WOOD	2900 K ST., N.W.	200	WASHINGTON	DC	20007	0.0000%
MARK D. WOOD	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.4878%
A. VICTOR WRAY	550 S. TRYON ST.	2900	CHARLOTTE	NC	28202	0.0000%
FENG XUE	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.0000%
ALLISON C. YACKER	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.0000%
JOEL A. YUNIS	575 MADISON AVE.	1100	NEW YORK	NY	10022	0.7317%
RICHARD H. ZELICHOV	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%
SHELDON T. ZENNER	525 W. MONROE ST.	1900	CHICAGO	IL	60661	1.0569%
LANCE A. ZINMAN	525 W. MONROE ST.	1900	CHICAGO	IL	60661	0.8130%
KRASSIMIRA ZOURKOVA	2029 CENTURY PARK EAST	2600	LOS ANGELES	CA	90067	0.0000%

100.0000%

=====

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Burke Burns & Pinelli, Ltd.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 70 West Madison Street, Suite 4300

Chicago, Illinois 60602

C. Telephone: (312) 541-8600 Fax: (312) 541-8603 Email: mburns@bbp-chicago.com

D. Name of contact person: Mary Patricia Burns

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

City of Chicago, Chicago O'Hare International Airport General Airport Third Lien Revenue Bonds

G. Which City agency or department is requesting this EDS? Finance Department

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☐ No ☒ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>Mary Patricia Burns</u>	<u>President/Treasurer/Sole Director</u>
<u>Mary Ann Murray</u>	<u>Vice President/Secretary</u>
<u>Vincent D. Pinelli</u>	<u>Vice President</u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Mary Patricia Burns	70 West Madison Street, Suite 4300	51%
Edward J. Burke	70 West Madison Street, Suite 4300	25%
Vincent D. Pinelli	70 West Madison Street, Suite 4300	24%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes ☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes ☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
_____	_____	_____
_____	_____	_____
_____	_____	_____

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Burke Burns & Pinelli, Ltd.

(Print or type name of Disclosing Party)

By: 

(Sign here)

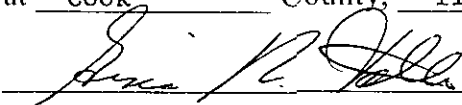
Mary Patricia Burns

(Print or type name of person signing)

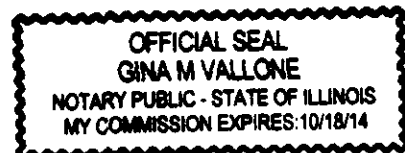
President

(Print or type title of person signing)

Signed and sworn to before me on (date) February 3, 2012,
at Cook County, Illinois (state).

 Notary Public.

Commission expires: 10/18/14.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Burke, Warren, MacKay & Serritella, P.C.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 330 N. Wabash Avenue, Suite 2200
Chicago, IL 60611

C. Telephone: (312) 840-7000 Fax: (312) 840-7900 Email: cmanning@burkelaw.com

D. Name of contact person: Richard W. Burke

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other under which this EDS pertains. (Include project number and location of property, if applicable): _____ s the "Matter") to

City of Chicago, Chicago O'Hare International Airport, 2012 General Airport Refunding Bonds

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input checked="" type="checkbox"/> Other (please specify) |
| | <u>Professional Corporation</u> |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☐ No ☒ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>Jeffrey D. Warren</u>	<u>President and Manager</u>
<u>Douglas E. Wambach .</u>	<u>Vice President and Manager</u>
<u>James A. Serritella</u>	<u>Vice President and Manager</u>
<u>Edward J. Lesniak</u>	<u>Vice President, Secretary and Director</u>
<u>See attached list for additional names</u>	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
N/A		

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes ☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☒ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

 N/A

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations. N/A

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available online at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

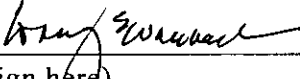
F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

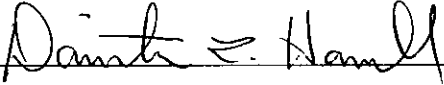
Burke, Warren, MacKay & Serritella, P.C.
(Print or type name of Disclosing Party)

By: 
(Sign here)

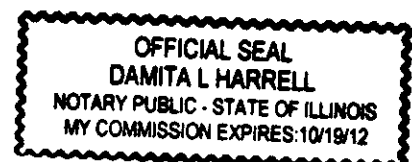
Douglas E. Wambach
(Print or type name of person signing)

Vice President and Manager
(Print or type title of person signing)

Signed and sworn to before me on (date) February 6, 2012,
at Cook County, IL (state).

 Notary Public.

Commission expires: 10/19/12.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

DISCLOSURE AFFIDAVIT
SCHEDULE OF DIRECTORS
AND SHAREHOLDERS
OF APPLICANT

Bruks, Patrick J.*	Mendelsohn, Frederic A.*
Burke, Richard W.	Michael, Jonathan*
Carlson, Patricia B.	Nelson, Christina Y.
Collado, Victoria R.	Pope, LeAnn Pedersen*
Darrow, John A.*	Richman, Kenneth H.*
Denby, Stephanie H.*	Ring, Gerard D.*
Dobrutsky, Jay S.	Roddy, Joseph P.
Flaherty, Nora E.	Ryan, Martin*
Geoly, James C.*	Serritella, James A.*
Horner, Susan M.	Shifrin, Shana A.
Kelly, William H., Jr.*	Stanton, Aaron H.
Klapman, Daniel S.	Statland, Jay L.*
Kobus, John J., Jr.	Stephens, John P.*
LaMar, Andrew D.	Stern, Mark O.
LaPointe, Martin*	Szukala, Danielle
Lesniak, Edward J.*	Thompson, Patrick D.*
Levin, Ira M.*	Virgil, Michael S.*
Lieberman, Richard L.	von Meier, Joseph E.
Lynch, George J.*	Voris, Stephen C.*
MacKay, Karen K.*	Wambach, Douglas E.*
Manning, Christopher R.*	Warren, Jeffrey D.*
Marks, Alex D.	Wonroy, Rachel D.
McCrohon, Craig*	Winters, Gregory M.
McWilliams, Mary K.	Witt, Melanie
Meinertzhagen, Stephen R.	

*Denotes Shareholder as well as Director; all Shareholders currently own 4.166% of outstanding shares

The Business address for all persons listed is: 330 N. Wabash Ave., Suite 2200, Chicago, IL 60611

**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Greene and Letts

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☒ the Applicant

OR

2. ☐ a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: _____

OR

3. ☐ a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 111 W. Washington St., Suite 1650
Chicago, IL 60602

C. Telephone: 312-346-1100 Fax: 312-346-4571 Email: apwalker@greeneandletts.com

D. Name of contact person: Allen P. Walker

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable):

2012 City of Chicago O'Hare Airport (GARBS, PFC's Line of Credit)

G. Which City agency or department is requesting this EDS? Finance

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input checked="" type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Illinois

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

☐ Yes ☐ No ☒ N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>Martin P. Greene</u>	<u>Partner</u>
<u>Eileen M. Letts</u>	<u>Partner</u>

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
------	------------------	---

Martin P. Greene	111 W. Washington St., Chicago, IL 60602	50%
Eileen M. Letts	111 W. Washington St., Chicago, IL 60602	50%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

☐ Yes

☒ No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated to be retained)	Business Address	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
--	------------------	--	--

(Add sheets if necessary)

☒ Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☒ No ☐ No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

None

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

☐ is ☒ is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

☐ Yes

☒ No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

☐ Yes

☐ No

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name

Business Address

Nature of Interest

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

☐ Yes

☐ No

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

☐ Yes

☐ No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

☐ Yes

☐ No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☐ Yes

☐ No

If you checked "No" to question 1. or 2. above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Greene and Letts

(Print or type name of Disclosing Party)

By: [Signature]

(Sign here)

Eileen M. Letts

(Print or type name of person signing)

Partner

(Print or type title of person signing)

Signed and sworn to before me on (date) 2-7-12,
at Cook County, Illinois (state).

Mary L. Krue

Notary Public.

Commission expires: 06-11-14



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A**

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

☐ Yes

☒ No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.
