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CERTIFICATE OF COMPLETION

PURSUANT TO Section 7.01 of the Ziegler Companies Redevelopment Agreement (the "Agreement") dated as of March 10, 2008, by and between the City of Chicago, an Illinois municipal corporation (the "City"), and The Ziegler Companies, Inc. (the "Ziegler Companies"), a Wisconsin corporation, and B.C. Ziegler and Company ("B.C. Ziegler"), a Wisconsin corporation and wholly-owned subsidiary of Ziegler Companies (Ziegler Companies and B.C. Ziegler, jointly and severally, the "Developer"), the City, by and through its Department of Planning and Development, hereby certifies as follows:

The Developer has fulfilled its obligations with respect to the following (as more completely described in the Agreement), in accordance with the terms of the Agreement:

- (i) completed the rehabilitation of the Ziegler Space located on the property legally described on Exhibit A hereto, in accordance with the terms of the Agreement;
- (ii) submitted proof that the total cost for relocating the Developer's Headquarters to the Ziegler Space and for rehabilitating, building out, setting up, and moving into the Ziegler Space for the first project year equaled or exceeded \$6,758,860;
- (iii) obtained a certificate of occupancy for the Ziegler Space;
- (iv) established Headquarters operations by all of the Developer Entities in the Ziegler Space in accordance with the terms of the Agreement;
- (v) fulfilled all MBE, WBE, prevailing wage and City residency requirements of the Agreement;

(vi) provided proof of its employment of at least 56 Full-Time Employees at the Ziegler Space, and filed a Jobs Certificate, as set forth in Section 8.06 of the Agreement;

(vii) provided proof of having incurred at least \$241,600 in TIF-Eligible Improvements, and thus exceeded the initial disbursement of City Funds contemplated by the Agreement;

(viii) provided cancelled checks and lien waivers, or the General Contractors' sworn statement and final lien waiver and invoice, for all amounts referenced in subsections (i), (v) and (vii) above;

(ix) provided proof of its registration of the Ziegler Space for, and progress toward the receiving of, basic LEED certification for corporate interiors; and

(x) provided proof of having contributed the full amount of the Public Benefits contribution;

all in connection with the rehabilitation of the Ziegler Space located on the property legally described on Exhibit A hereto.

All capitalized terms shown above are defined in the Agreement unless otherwise defined in this Certificate.

All executory terms and conditions of the Agreement and all representations and covenants contained therein remain in force and effect. The issuance of this Certificate of Completion shall not be construed as a waiver by the City of any of its rights and remedies pursuant to such executory terms.

IN WITNESS WHEREOF, the City has caused this Certificate of Completion to be executed this ____ day of August, 2008.

**CITY OF CHICAGO, by and through its
Department of Planning and Development**

By: 
Arnold L. Randall, Commissioner

EXHIBIT A

Legal Description of the Property

[see attached]

Floors 20 and 21 in

THAT PART OF LOTS 13 AND 14 IN BLOCK 83 IN RESUBDIVISION OF BLOCKS 83, 92 AND 140 IN SCHOOL SECTION ADDITION TO CHICAGO, IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14 EAST OF THE THIRD PRINCIPAL MERIDIAN, DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTH EAST CORNER OF SAID LOT 13; THENCE SOUTH 90 DEGREES WEST ALONG THE NORTH LINE OF SAID LOT 13 (ALSO BEING THE SOUTH LINE OF WEST ADAMS STREET), 54.00 FEET TO THE WEST LINE OF WACKER DRIVE, AS DEDICATED, AND THE PLACE OF BEGINNING OF THE HEREIN DESCRIBED TRACT OF LAND; THENCE SOUTH 0 DEGREES 13 MINUTES 30 SECONDS EAST ALONG SAID WEST LINE OF SOUTH WACKER DRIVE, 166.04 FEET TO THE SOUTH LINE OF SAID LOT 14 (ALSO BEING THE NORTH LINE OF WEST QUINCY STREET); THENCE NORTH 89 DEGREES 57 MINUTES 40 SECONDS WEST ALONG THE SOUTH LINE OF SAID LOT 14, 148.00 FEET TO A POINT; THENCE NORTH 9 DEGREES 47 MINUTES 46 SECONDS WEST, 84.20 FEET TO A POINT ON THE NORTH LINE OF SAID LOT 14; THENCE NORTH 10 DEGREES 27 MINUTES 59 SECONDS WEST, 84.36 FEET TO THE NORTH LINE OF SAID LOT 13; THENCE NORTH 90 DEGREES EAST ALONG THE NORTH LINE OF SAID LOT 13, 177.00 FEET TO THE PLACE OF BEGINNING, IN COOK COUNTY, ILLINOIS.