

**ASSIGNMENT OF LEASE**

This Assignment of Lease (“Assignment”) entered into as of the 30<sup>th</sup> day of April, 2011, between PROLOGIS LAND LLC, a Delaware limited liability company qualified to do business in the State of Illinois (“ProLogis”), and the CITY OF ROCHELLE, an Illinois municipal corporation (“City”):

**WITNESSETH**

**THAT WHEREAS**, Stocking Family Trust, as lessor, and National Advertising Company, a Delaware corporation, d/b/a 3M Media, as lessee, entered into a certain Lease Agreement dated December 23, 1996, a true copy of which is attached hereto as Exhibit A (“Lease”); and

**WHEREAS**, ProLogis has represented to the City that it is the lessor under the Lease and CBS OUTDOOR, INC., a Delaware corporation qualified to do business in the State of Illinois, f/k/a National Advertising Company d/b/a 3M MEDIA (“CBS”), has represented to the City that it is the lessee under the Lease; and

**WHEREAS**, ProLogis and CBS have represented that all rent payments under the Lease are current through April 30, 2011, and the next lease payment is due May 1, 2011; and

**WHEREAS**, ProLogis wishes to assign to City, and City wishes to assume, all of the rights and obligations of ProLogis under the Lease as of May 1, 2011; and

**WHEREAS**, CBS has agreed to consent to said assignment and assumption;

**NOW THEREFORE**, for valuable consideration, the receipt and sufficiency of which is acknowledged, ProLogis does hereby assign to City, and City does hereby assume, all of ProLogis’ rights and obligations under the Lease, as of May 1, 2011, including all rights to the

May 1, 2011 lease payment. CBS hereby consents to the assignment of the Lease by ProLogis to City, and releases ProLogis from any further obligation under the Lease.

CITY OF ROCHELLE, an Illinois municipal corporation

By: \_\_\_\_\_  
City Manager

Attest: \_\_\_\_\_  
City Clerk

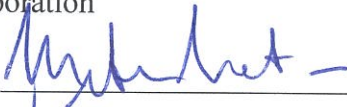
PROLOGIS LAND LLC, a Delaware limited liability company

By: ProLogis, a Maryland real estate investment trust, its sole member

By: \_\_\_\_\_

Its: \_\_\_\_\_

CBS OUTDOOR, INC., a Delaware corporation

By: 

Its: VICE PRESIDENT of REAL ESTATE

STATE OF ILLINOIS        )  
  ) ss.  
COUNTY OF OGLE         )

I, the undersigned notary public, do hereby certify that Meggon McKinley and Bruce McKinney, the City Manager and City Clerk, respectively, of the City of Rochelle, an Illinois municipal corporation, personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that they signed and delivered the said instrument in said capacity, pursuant to authority of the governing body of the City.

Given under my hand and official seal, this \_\_\_\_\_ day of \_\_\_\_\_,  
20\_\_.

(SEAL)

\_\_\_\_\_  
NOTARY PUBLIC

STATE OF \_\_\_\_\_ )  
  ) ss.  
COUNTY OF \_\_\_\_\_ )

I, the undersigned notary public, do hereby certify that \_\_\_\_\_ the \_\_\_\_\_ of ProLogis, a Maryland Real Estate Investment Trust, which is the sole member of ProLogis Land LLC, a Delaware limited liability company, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that he/she signed and delivered the said instrument in said capacity, pursuant to authority of the governing bodies and governing instruments of said real estate investment trust and said limited liability company.

Given under my hand and official seal, this \_\_\_\_\_ day of \_\_\_\_\_,  
20\_\_.

(SEAL)

\_\_\_\_\_  
NOTARY PUBLIC

