

ASSIGNMENT OF LEASE

This Assignment of Lease (“Assignment”) entered into as of the 30th 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, Henry A. Knetsch, as lessor, and OUTDOOR SYSTEMS ADVERTISING, as lessee, entered into a certain Lease Agreement dated May 1, 1998, 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 OUTDOOR SYSTEMS ADVERTISING (“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: [Signature]

Its: VICE PRESIDENT of PEER 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)

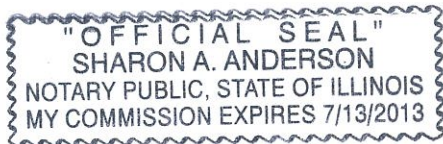
NOTARY PUBLIC

LESSEE ACKNOWLEDGEMENT

STATE OF IL)
)ss
COUNTY OF COOK)

On this 28th day of APRIL, 2011, before me, SHARON A. ANDERSON, a Notary Public in and for said State, personally appeared MITCH MATSON who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity, and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of IL that the foregoing paragraph is true and correct.



WITNESS my hand and official seal.

Sharon A. Anderson

PREPARED BY:
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