



November 28, 2016

Mark Sagun  
Fiscal Administrator  
City of Chicago – Housing and Economic Development  
121 N. LaSalle Street Room 1006  
Chicago, IL 60602

**Re: USG Corporation Certificate of Compliance**

Dear Mr. Sagun:

As you may be aware, USG Corporation (“USG”) and the City of Chicago are parties to that certain document titled “550 Adams LLC With a Limited Joinder by USG Corporation, a Delaware Corporation, Redevelopment Agreement for 550 West Adams Street Project”, dated November 8, 2004 (the “Redevelopment Agreement”). In order to receive payment under the TIF note issued pursuant to the Redevelopment Agreement, we hereby submit a requisition form, as set forth in Exhibit K to the Redevelopment Agreement. Paragraph H of that form requires USG to certify as to its compliance with the covenants set forth in the Redevelopment Agreement.

Please accept this correspondence as USG’s certification that, to its knowledge, it is in compliance with the applicable covenants in the Redevelopment Agreement; including, but not limited to the USG Jobs Covenant which requires USG to lease at least 225,000 square feet at the Building and employ 500 FTEs in the City, as required by Section 4 of the Limited Joinder.

Very truly yours,

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Kenneth R. Banas  
V.P. & Treasurer  
USG Corporation

**USG - CONFIDENTIAL**