CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of Disclosing Party submitting thi	is EDS. Includ	le d/b/a/ if applicable:	
Chicago Loop Parking, LLC			
Check ONE of the following three boxes:			
Indicate whether Disclosing Party submitting this 1. [x] the Applicant OR	EDS is:		
2. [] a legal entity holding a direct or indirect Applicant in which Disclosing Party holds at OR	interest in the n interest:	Applicant. State the le	gal name of the
3. [] a specified legal entity with a right of conthe entity in which Disclosing Party holds a r	ntrol (see Sect right of contro	ion II.B.1.b.) State the	legal name of
B. Business address of Disclosing Party:	1585 Broad		
	New York,	NY 10036	
C. Telephone: 212 761 5126 Fax: 212 404	4 9735	Email: frederick.poll	ock@morganstanley.co
D. Name of contact person: Fred Pollock			· ·
E. Federal Employer Identification No. (if you have	e one):	20-5631046	
F. Brief description of contract, transaction or othe which this EDS pertains. (Include project number	r undertaking and location o	(referred to below as the f property, if applicable	e "Matter") to
Chicago Downtown Parking System			
G. Which City agency or department is requesting	this EDS?	Finance Dept.	
If the Matter is a contract being handled by the Complete the following:	City's Departm	ent of Procurement Ser	vices, please
Specification #	and Contract #	!	

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party: [] Person [x] Limited liability company* [] Publicly registered business corporation [] Limited liability partnership* [] Privately held business corporation [] Joint venture* [] Sole proprietorship [] Not-for-profit corporation [] General partnership* (Is the not-for-profit corporation also a 501(c)(3))? [] Limited partnership* []Yes []No [] Trust [] Other (please specify) * Note B.1.b below. 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? [x] Yes []No [] N/A B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY: List below the full names and titles of all executive officers and all directors of the entity. 1.a. 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). Name Title

1.b. If you checked "General partnership," "Limited partnership," "Limited liability company," "Limited liability partnership" or "Joint venture" in response to Item A.1. above (Nature of Disclosing Party), 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
CMP A Holdin	gs, LLC	Member
CMP B Holdin	gs, LLC	Member
indirect beneficial of such an interest interest of a member estate or other sim Municipal Code of	l interest (including ownership) t include shares in a corporation ber or manager in a limited liab hilar entity. If none, state "Non	concerning each person or entity having a direct or in excess of 7.5% of the Disclosing Party. Examples in, partnership interest in a partnership or joint venture, ility company, or interest of a beneficiary of a trust, e." NOTE: Pursuant to Section 2-154-030 of the , the City may require any such additional information to achieve full disclosure.
Name	Business Address	Percentage Interest in the Disclosing Party
See Attachme	ent A	
SECTION III 1	BUSINESS RELATIONSHIP	S WITH CITY ELECTED OFFICIALS
		ionship," as defined in Chapter 2-156 of the Municipal of the date this EDS is signed?
[] Yes	[x] No	
If yes, please ident relationship(s):	tify below the name(s) of such	City elected official(s) and describe such

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 anticipat to be retained)	Busi Addi ed		Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated)
See Exhibit	I			
(Add sheets if neces	sary)			
[] Check here if the entities.	Disclosing	party has	not retained, nor expects to retain, a	ny such persons or
SECTION V CEI	RTIFICAT	IONS		
A. COURT-ORDER	ED CHILI	SUPPOF	RT COMPLIANCE	
Under Municipal the City must remain contract.	Code Section in complia	on 2-92-41 nce with t	5, substantial owners of business en heir child support obligations throug	ntities that contract with shout the term of the
Has any person who arrearage on any chil	directly or i	ndirectly o	owns 10% or more of the Disclosing by any Illinois court of competent j	Party been declared in urisdiction?
[]Yes	[] No	[x] No p	erson owns 10% or more of the Disc	closing Party.
If "Yes," has the pers is the person in comp	on entered liance with	into a cou that agree	rt-approved agreement for payment ment?	of all support owed and
[]Yes [] No			

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;

• any responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Applicable Party, nor any Affiliated Entity of either the Disclosing Party or any Applicable Party nor any Agents have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party'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).
- 3. Neither the Disclosing Party, Affiliated Entity or Applicable Party, 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.
- 4. 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.
- 5. The Disclosing Party understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

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:
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, securitie 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 [X] 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."

Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in

2-32 of the Munic	ripal Code, explain here (attach add	itional pages if necessary):
	" the word "None," or no response a amed that the Disclosing Party certi	appears on the lines above, it will be fied to the above statements.
D. CERTIFICAT	ION REGARDING INTEREST IN	CITY BUSINESS
Any words or term meanings when us		of the Municipal Code have the same
	financial interest in his or her own	funicipal Code: Does any official or employee name or in the name of any other person or
	ecked "Yes" to Item D.1., proceed t	to Items D.2. and D.3. If you checked "No" to
elected official or any other person of for taxes or assess "City Property Sal	employee shall have a financial into r entity in the purchase of any prop ments, or (iii) is sold by virtue of le	we bidding, or otherwise permitted, no City erest in his or her own name or in the name of erty that (i) belongs to the City, or (ii) is sold gal process at the suit of the City (collectively, en pursuant to the City's eminent domain powerning of this Part D.
Does the Matter in	volve a City Property Sale?	
[] Yes	[] No	
•	ked "Yes" to Item D.1., provide the yees having such interest and identify	names and business addresses of the City fy 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

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.

2.

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. 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 RECARDING LORDWING

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):

(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.

If the Matter is federally funded and any funds other than federally appropriated funds have been or will be paid to any person or entity for influencing or attempting 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 Matter, the Disclosing Party must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at http://www.whitehouse.gov/omb/grants/sflllin.pdf, linked on the page http://www.whitehouse.gov/omb/grants/forms.html.

- 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 I	irty the Applicant?
[]Yes	[] No
If "Yes," answer t	e three questions below:
-	veloped and do you have on file affirmative action programs pursuant to egulations? (See 41 CFR Part 60-2.) [] No
Contract Complian	ed with the Joint Reporting Committee, the Director of the Office of Federal ce Programs, or the Equal Employment Opportunity Commission all reports due e filing requirements?
[]Yes	[] No
3. Have you p equal opportunity	rticipated in any previous contracts or subcontracts subject to the lause?
[]Yes	[] No
If you checked "N	" 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.

- D. 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, void or voidable), 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.
- E. 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.
- F. 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.

The Disclosing Party represents and warrants that:

G. The Disclosing Party has not withheld or reserved any disclosures as to economic interests in the Disclosing Party, or as to the Matter, or any information, data or plan as to the intended use or purpose for which the Applicant seeks City Council or other City agency action.

For purposes of the certifications in H.1. and H.2. below, the term "affiliate" means any 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

- H.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 affiliates 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.
- H.2 If the Disclosing Party is the Applicant, the Disclosing Party and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the Matter for the duration of time that such facility remains on the list.

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.

Chicago Loop Parking, LLC	Date: October 23, 2006
(Print or type name of Disclosing Party)	· · · · · · · · · · · · · · · · · · ·
By: (sign here)	
(sign here)	
Peter R. Vogelsang	
(Print or type name of person signing)	_
Authorized Signatury (Print or type fitle of person signing)	
(Print or type fitle of person signing)	_
Signed and sworn to before me on (date) at	Dero Ber 23, 2006, by Peter R. Vogel sarg, (state).
Manifs-Caus	
Commission expires: September 6, 2	Chromes in National County Commission Expires: September 6, 20_7

Attachment A (Applicant)

Name	Business Address	Percentage Interest To Disclosing Party
CMP A Holdings, LLC	1585 Broadway New York, NY 10036	50% (direct)
CMP B Holdings, LLC	1585 Broadway New York, NY 10036	50% (direct)
Morgan Stanley Infrastructure Partners LP	1585 Broadway New York, NY 10036	50% (indirect)
Morgan Stanley Infrastructure Investors LP	1585 Broadway New York, NY 10036	50% (indirect)
Morgan Stanley Infrastructure GP LP	1585 Broadway New York, NY 10036	99% (indirect)
Morgan Stanley Infrastructure Partners Inc.	1585 Broadway New York, NY 10036	99% (indirect)
MS Holdings Incorporated.	1585 Broadway New York, NY 10036	99% (indirect)
Morgan Stanley	1585 Broadway New York, NY 10036	99% (indirect)

Exhibit I

KPMG LLP 750 B Street, Suite 1500 San Diego, California 92101 Relationship: Adviser Estimated Fees: \$55,000

Marsh USA Inc. One California Street San Francisco, California 94111 Relationship: Adviser Estimated Fees: \$20,000

Ice Miller LLP
One American Square, Suite 3100
Indianapolis, Indianapolis 46282
Relationship: Attorney
Estimated Fees: \$150,000

Kay Management Associates P.O. Box 906 South Windsor, Connecticut 06074 Relationship: Advisor Estimated Fees: \$25,000

LAZ Parking Inc.
Services 15 Lewis Street
Hartford, Connecticut 06103
Relationship: Operator
Estimated Fees: \$250,000

Ernst & Young LLP 5 Times Square New York, New York 10036 Relationship: Adviser Estimated Fees: \$135,000

Freshfields Bruckaus Deringer LLP 520 Madison Avenue New York, New York 10022 Relationship: Attorney Estimated Fees: \$1,000,000

Desman Associates Inc. 20 North Clark Street, 4th Floor Chicago, Illinois 60602 Relationship: Adviser Estimated Fees: \$150,000

Madison Energy Group, LLC 255 Main Street, Suite 30 Hartford, Connecticut 06106 Relationship: Advisor Estimated Fees: \$15,000

Transwestern Commercial 17 East Monroe Street Chicago, Illinois 60603 Relationship: Adviser Estimated Fees: \$15,000

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:
CMP A Holdings, LLC
Check ONE of the following three boxes:
Indicate whether Disclosing Party submitting this EDS is: 1. [] the Applicant OR
2. [x] 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: Chicago Loop Parking, LLC 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:
B. Business address of Disclosing Party: 1585 Broadway
New York, NY 10036
C. Telephone: 212 761 5126 Fax: 212 404 9735 Email: frederick.pollock@morganstanley.com
D. Name of contact person: Fred Pollock
E. Federal Employer Identification No. (if you have one):20-5630999
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):
Chicago Downtown Parking System
G. Which City agency or department is requesting this EDS?Finance Dept.
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 DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party: [] Person [x] Limited liability company* [] Publicly registered business corporation [] Limited liability partnership* [] Privately held business corporation [] Joint venture* [] Sole proprietorship [] Not-for-profit corporation [] General partnership* (Is the not-for-profit corporation also a 501(c)(3))? [] Limited partnership* []Yes []No [] Trust [] Other (please specify) * Note B.1.b below. 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 [X [] N/A B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY: List below the full names and titles of all executive officers and all directors of the entity. 1.a. 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). Name Title

1.b. If you checked "General partnership," "Limited partnership," "Limited liability company," "Limited liability partnership" or "Joint venture" in response to Item A.1. above (Nature of Disclosing Party), 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 Morgan Stanley Infrastructure Partners LP Member Morgan Stanley Infrastructure Investors LP 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 See Attachment 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 [x] 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 anticipate to be retained)	Business Address ed	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated)
See Exhibit	I		
(Add sheets if necess	sary)		
[] Check here if the entities.	Disclosing party l	has not retained, nor expects to retain, a	ny such persons or
SECTION V CEF	RTIFICATIONS		
A. COURT-ORDER	ED CHILD SUP	PORT COMPLIANCE	
Under Municipal (the City must remain contract.	Code Section 2-92 in compliance wi	2-415, substantial owners of business en th their child support obligations throug	tities that contract with shout the term of the
Has any person who carrearage on any child	lirectly or indirec l support obligati	tly owns 10% or more of the Disclosing ons by any Illinois court of competent ju	Party been declared in prisdiction?
[]Yes [] No [x] N	lo person owns 10% or more of the Disc	closing Party.
If "Yes," has the person in compl	on entered into a liance with that ag	court-approved agreement for payment greement?	of all support owed and
[]Yes [] No		

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;

• any responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Applicable Party, nor any Affiliated Entity of either the Disclosing Party or any Applicable Party nor any Agents have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party'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).
- 3. Neither the Disclosing Party, Affiliated Entity or Applicable Party, 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.
- 4. 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.
- 5. The Disclosing Party understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

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:
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 underwriter, municipal securities underwriter, investmen 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 [x] 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

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

business with the City."

2-32 of the Mun	icipal Code, explain here (attach ac	lditional pages if necessary):
	," the word "None," or no response umed that the Disclosing Party cer	appears on the lines above, it will be tified to the above statements.
D. CERTIFICAT	TION REGARDING INTEREST II	N CITY BUSINESS
	ms that are defined in Chapter 2-15 sed in this Part D.	6 of the Municipal Code have the same
	financial interest in his or her own	Municipal Code: Does any official or employee name or in the name of any other person or
NOTE: If you cl Item D.1., procee		to Items D.2. and D.3. If you checked "No" to
elected official or any other person of for taxes or assess "City Property Sa	employee shall have a financial into or entity in the purchase of any prop ements, or (iii) is sold by virtue of l	tive bidding, or otherwise permitted, no City terest in his or her own name or in the name of perty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, ken pursuant to the City's eminent domain power aning of this Part D.
Does the Matter in	avolve a City Property Sale?	
[] Yes	[] No	
	ked "Yes" to Item D.1., provide the yees having such interest and identi	e names and business addresses of the City fy 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

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.

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,
r slaveholder insurance policies and/or the names of any slaves or slaveholders. The Disclosing
arty 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):	
	_
	-

(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.

If the Matter is federally funded and any funds other than federally appropriated funds have been or will be paid to any person or entity for influencing or attempting 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 Matter, the Disclosing Party must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at http://www.whitehouse.gov/omb/grants/sflllin.pdf, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

- 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 I	arty the Applicant?
[]Yes	[] No
If "Yes," answer t	he three questions below:
	eveloped and do you have on file affirmative action programs pursuant to regulations? (See 41 CFR Part 60-2.) [] No
Contract Complian	led with the Joint Reporting Committee, the Director of the Office of Federal ace Programs, or the Equal Employment Opportunity Commission all reports due le filing requirements?
[]Yes	[] No
3. Have you p equal opportunity	articipated in any previous contracts or subcontracts subject to the clause?
[]Yes	[] No
If you checked "N	o" to question 1. or 2. above, please provide an explanation:
	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.

- D. 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, void or voidable), 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.
- E. 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.
- F. 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.

The Disclosing Party represents and warrants that:

G. The Disclosing Party has not withheld or reserved any disclosures as to economic interests in the Disclosing Party, or as to the Matter, or any information, data or plan as to the intended use or purpose for which the Applicant seeks City Council or other City agency action.

For purposes of the certifications in H.1. and H.2. below, the term "affiliate" means any 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

- H.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 affiliates 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.
- H.2 If the Disclosing Party is the Applicant, the Disclosing Party and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the Matter for the duration of time that such facility remains on the list.

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.

CMP A Holdings, LLC	Date:	9/29/06
(Print or type name of Disclosing Party)	-	7.7
By:		
(sign here)		
Peter R. Vogelsang		
(Print or type name of person signing)		
Authorized Signatory		
(Print or type title of person signing)		
Signed and sworn to before me on (date) at Cook County, Illinois	9/29/00 (state).	, by Peter R. Vogelsang
Joann Clarloston	_ Notary Public.	OFFICIAL SEAL JOANN CLARKSTON
Commission expires: 3/15/08	·	NOTARY PUBLIC - STATE OF ILLINOIS MY COMMISSION EXPIRES 03/15/08

Exhibit I

KPMG LLP

750 B Street, Suite 1500 San Diego, California 92101 Relationship: Adviser Estimated Fees: \$55,000

Marsh USA Inc.
One California Street
San Francisco, California 94111
Relationship: Adviser
Estimated Fees: \$20,000

Ice Miller LLP One American Square, Suite 3100 Indianapolis, Indianapolis 46282 Relationship: Attorney Estimated Fees: \$150,000

Kay Management Associates P.O. Box 906 South Windsor, Connecticut 06074 Relationship: Advisor Estimated Fees: \$25,000

LAZ Parking Inc.
Services 15 Lewis Street
Hartford, Connecticut 06103
Relationship: Operator
Estimated Fees: \$250,000

Ernst & Young LLP 5 Times Square New York, New York 10036 Relationship: Adviser Estimated Fees: \$135,000

Freshfields Bruckaus Deringer LLP 520 Madison Avenue New York, New York 10022 Relationship: Attorney Estimated Fees: \$1,000,000

Desman Associates Inc. 20 North Clark Street, 4th Floor Chicago, Illinois 60602 Relationship: Adviser Estimated Fees: \$150,000

Madison Energy Group, LLC 255 Main Street, Suite 30 Hartford, Connecticut 06106 Relationship: Advisor Estimated Fees: \$15,000

Transwestern Commercial 17 East Monroe Street Chicago, Illinois 60603 Relationship: Adviser Estimated Fees: \$15,000

Attachment A (CMP)

<u>Name</u>	Business Address	Percentage Interest To Disclosing Party
Morgan Stanley Infrastructure Partners LP	1585 Broadway New York, NY 10036	50% (direct)
Morgan Stanley Infrastructure Investors LP	1585 Broadway New York, NY 10036	50% (direct)
Morgan Stanley Infrastructure GP LP	1585 Broadway New York, NY 10036	99% (indirect)
Morgan Stanley Infrastructure Partners Inc.	1585 Broadway New York, NY 10036	99% (indirect)
MS Holdings Incorporated	1585 Broadway New York, NY 10036	99% (indirect)
Morgan Stanley	1585 Broadway New York, NY 10036	99% (indirect)

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of Disclosing Party submitting th	nis EDS. Includ	le d/b/a/ if applicable:
CMP B Holdings, LLC		orium.
Check ONE of the following three boxes:		
Indicate whether Disclosing Party submitting thi 1. [] the Applicant OR 2. [x] a legal entity holding a direct or indirect Applicant in which Disclosing Party holds OR	et interest in the	
3. [] a specified legal entity with a right of c the entity in which Disclosing Party holds a	,	,
B. Business address of Disclosing Party:	1585 Broad	way
	New York,	NY 10036
C. Telephone: 212 761 5126 Fax: 212 4	04 9735	Email: frederick.pollock@morganstanley.com
D. Name of contact person: Fred Pollock		
E. Federal Employer Identification No. (if you ha	ave one):	20-5631021
F. Brief description of contract, transaction or oth which this EDS pertains. (Include project number		
Chicago Downtown Parking Syste	m	
G. Which City agency or department is requesting	g this EDS?	Finance Dept.
If the Matter is a contract being handled by the complete the following:	e City's Departn	nent of Procurement Services, please
Specification #	_ and Contract	#

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party: [] Person [X] Limited liability company* [] Publicly registered business corporation [] Limited liability partnership* [] Privately held business corporation [] Joint venture* [] Sole proprietorship [] Not-for-profit corporation [] General partnership* (Is the not-for-profit corporation also a 501(c)(3))? [] Limited partnership* [] Yes []No [] Trust [] Other (please specify) * Note B.1.b below. 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 [X] No [] N/A B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY: List below the full names and titles of all executive officers and all directors of the entity. 1.a. 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). Name Title

1.b. If you checked "General partnership," "Limited partnership," "Limited liability company," "Limited liability partnership" or "Joint venture" in response to Item A.1. above (Nature of Disclosing Party), 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. Each legal entity listed below must submit an EDS on its own behalf.			
Name	Title		

Morgan	Stanley	Infrastructure	Partners LP	Member	
Morgan	Stanley	Infrastructure	Investors LP	Member	
				:	
2. Ple	ease prov	vide the following	ng information	concerning each person or entity having a direct or	
indirect b	eneficial	interest (includ	ling ownership)) in excess of 7.5% of the Disclosing Party. Example	les
of such an	n interes	t include shares	in a corporation	n, partnership interest in a partnership or joint ventu	re,
interest of	f a meml	oer or manager i	n a limited liab	ility company, or interest of a beneficiary of a trust,	,
estate or o	other sim	ilar entity. If n	one, state "Non	e." NOTE: Pursuant to Section 2-154-030 of the	
Municipa	l Code o	f Chicago ("Mu	nicipal Code")	, the City may require any such additional informati	on
from any	applican	t which is reaso	nably intended	to achieve full disclosure.	
Name		Busin	ess Address	Percentage Interest in the	
				Disclosing Party	
See A	ttachmer	nt A			
n					
					
40417-1					
SECTIO	N III I	BUSINESS RE	LATIONSHIP	PS WITH CITY ELECTED OFFICIALS	
Has the	Disclos	ing Party had a	"business relati	ionship," as defined in Chapter 2-156 of the Munici	pal
Code, with	h any Ci	ty elected officia	al in the 12 mor	nths before the date this EDS is signed?	
[]Yes	3	[x] No			
If yes, ple relationsh		tify below the na	ame(s) of such	City elected official(s) and describe such	
	·····				
			-		

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.

(indicate whether retained or anticipate to be retained)	Address	(subcontractor, attorney, lobbyist, etc.)	(indicate whether paid or estimated)
See Exhibit	I		
(Add sheets if necess	ary)		
[] Check here if the lentities.	Disclosing party h	as not retained, nor expects to retain, a	any such persons or
SECTION V CER	TIFICATIONS		
A. COURT-ORDER	ED CHILD SUPP	PORT COMPLIANCE	
		-415, substantial owners of business e th their child support obligations throu	
- -	•	tly owns 10% or more of the Disclosin ons by any Illinois court of competent j	~ ,
[]Yes [] No [x] N	o person owns 10% or more of the Dis	sclosing Party.
If "Yes," has the person in compl		court-approved agreement for payment reement?	of all support owed and
「lYes 「	1 No		

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;

• any responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Applicable Party, nor any Affiliated Entity of either the Disclosing Party or any Applicable Party nor any Agents have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party'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).
- 3. Neither the Disclosing Party, Affiliated Entity or Applicable Party, 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.
- 4. 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.
- 5. The Disclosing Party understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

6. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Furthe
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.
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 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 [X] 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 Mun	icipal Code, explain here (attach ad	ditional pages if necessary):
	," the word "None," or no response umed that the Disclosing Party cert	appears on the lines above, it will be ified to the above statements.
D. CERTIFICAT	TION REGARDING INTEREST IN	I CITY BUSINESS
	ns that are defined in Chapter 2-150 sed in this Part D.	6 of the Municipal Code have the same
	financial interest in his or her own	Municipal Code: Does any official or employee name or in the name of any other person or
NOTE: If you cl Item D.1., procee	-	to Items D.2. and D.3. If you checked "No" to
elected official or any other person of for taxes or assess "City Property Sa	employee shall have a financial int or entity in the purchase of any prop ements, or (iii) is sold by virtue of le	ve bidding, or otherwise permitted, no City erest in his or her own name or in the name of erty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, ten pursuant to the City's eminent domain powering of this Part D.
Does the Matter in	avolve a City Property Sale?	
[]Yes	[] No	
	ked "Yes" to Item D.1., provide the yees having such interest and identi	names and business addresses of the City fy 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

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
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):	
	-
	_

(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.

If the Matter is federally funded and any funds other than federally appropriated funds have been or will be paid to any person or entity for influencing or attempting 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 Matter, the Disclosing Party must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at http://www.whitehouse.gov/omb/grants/sflllin.pdf, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

- 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 Pa	ty the Applicant?
[]Yes	[] No
If "Yes," answer the	three questions below:
•	reloped and do you have on file affirmative action programs pursuant to gulations? (See 41 CFR Part 60-2.) [] No
Contract Complianc	d with the Joint Reporting Committee, the Director of the Office of Federal e Programs, or the Equal Employment Opportunity Commission all reports due filing requirements? [] No
	ticipated in any previous contracts or subcontracts subject to the
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.

- D. 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, void or voidable), 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.
- E. 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.
- F. 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.

The Disclosing Party represents and warrants that:

G. The Disclosing Party has not withheld or reserved any disclosures as to economic interests in the Disclosing Party, or as to the Matter, or any information, data or plan as to the intended use or purpose for which the Applicant seeks City Council or other City agency action.

For purposes of the certifications in H.1. and H.2. below, the term "affiliate" means any 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

- H.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 affiliates 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.
- H.2 If the Disclosing Party is the Applicant, the Disclosing Party and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the Matter for the duration of time that such facility remains on the list.

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.

CMP B Holdings, LLC	Date	: 9/2/	1/06	
(Print or type name of Disclosing Party)			1	
By: Muyly				
(sign here) / Peter R. Voge/sang				
(Print or type name of person signing)				
Authorized Signatory				
(Print or type title of person signing)				
Signed and sworn to before me on (date) at County,	9/29/06 (state).	, by <u>*</u>	Peter R. Vogel	sang
Joann Clarliston	Notary Public.			
Commission expires: $3/15/08$	·	NOTAR MY CY	OFFICIAL SEAL IOANN CLARKSTON Y PUBLIC - STATE OF ILLINON WANSON EVENTS	s s
		- Luni	**************************************	

Exhibit I

KPMG LLP 750 B Street, Suite 1500 San Diego, California 92101 Relationship: Adviser Estimated Fees: \$55,000

Marsh USA Inc.
One California Street
San Francisco, California 94111
Relationship: Adviser
Estimated Fees: \$20,000

Ice Miller LLP
One American Square, Suite 3100
Indianapolis, Indianapolis 46282
Relationship: Attorney
Estimated Fees: \$150,000

Kay Management Associates P.O. Box 906 South Windsor, Connecticut 06074 Relationship: Advisor Estimated Fees: \$25,000

LAZ Parking Inc.
Services 15 Lewis Street
Hartford, Connecticut 06103
Relationship: Operator
Estimated Fees: \$250,000

Ernst & Young LLP 5 Times Square New York, New York 10036 Relationship: Adviser Estimated Fees: \$135,000

Freshfields Bruckaus Deringer LLP 520 Madison Avenue New York, New York 10022 Relationship: Attorney Estimated Fees: \$1,000,000

Desman Associates Inc. 20 North Clark Street, 4th Floor Chicago, Illinois 60602 Relationship: Adviser Estimated Fees: \$150,000

Madison Energy Group, LLC 255 Main Street, Suite 30 Hartford, Connecticut 06106 Relationship: Advisor Estimated Fees: \$15,000

Transwestern Commercial 17 East Monroe Street Chicago, Illinois 60603 Relationship: Adviser Estimated Fees: \$15,000

Attachment A (CMP)

Name	Business Address	Percentage Interest To Disclosing Party
Morgan Stanley Infrastructure Partners LP	1585 Broadway New York, NY 10036	50% (direct)
Morgan Stanley Infrastructure Investors LP	1585 Broadway New York, NY 10036	50% (direct)
Morgan Stanley Infrastructure GP LP	1585 Broadway New York, NY 10036	99% (indirect)
Morgan Stanley Infrastructure Partners Inc.	1585 Broadway New York, NY 10036	99% (indirect)
MS Holdings, Incorporated	1585 Broadway New York, NY 10036	99% (indirect)
Morgan Stanley	1585 Broadway New York, NY 10036	99% (indirect)

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:
Morgan Stanley Infrastructure Investors LP
Check ONE of the following three boxes:
Indicate whether Disclosing Party submitting this EDS is: 1. [] the Applicant OR
2. [x] 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:
B. Business address of Disclosing Party: 1585 Broadway
New York, NY 10036
C. Telephone: 212 761 5126 Fax: 212 404 9735 Email: frederick.pollock@morganstanley.com
D. Name of contact person: Fred Pollock
E. Federal Employer Identification No. (if you have one): 20-5630954
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):
Chicago Downtown Parking System
G. Which City agency or department is requesting this EDS? Finance Dept.
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 DISCLOSING PARTY

 Indicate the nature of the Disclosing Pa Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership* Limited partnership* Trust 	[] Limited liability company* [] Limited liability partnership* [] Joint venture* [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
* Note B.1.b below.	
2. For legal entities, the state (or foreign co	ountry) of incorporation or organization, if applicable:
Delaware	
3. For legal entities not organized in the St business in the State of Illinois as a foreign ent	ate of Illinois: Has the organization registered to do ity?
[] Yes [x] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
t of not-tor-profit corporations, also list below a	es of all executive officers and all directors of the entity all members, if any, which are legal entities. If there are sts, estates or other similar entities, list below the legal
Name	Title

1.b. If you checked "General partnership," "Limited partnership," "Limited liability company," "Limited liability partnership" or "Joint venture" in response to Item A.1. above (Nature of Disclosing Party), list below the name and title of each general partner, managing member, manager or

Name		Title
Morgan Stanl	ey Infrastructure GP LP	General Partner
of such an intere interest of a men estate or other sin Municipal Code	at interest (including ownerships st include shares in a corporation liber or manager in a limited lia milar entity. If none, state "No	n concerning each person or entity having a direct or p) in excess of 7.5% of the Disclosing Party. Example on, partnership interest in a partnership or joint venture ability company, or interest of a beneficiary of a trust, one." NOTE: Pursuant to Section 2-154-030 of the '), the City may require any such additional information d to achieve full disclosure.
Name	Business Address	Percentage Interest in the
See Attachme	nt A	Disclosing Party
SECTION III]	BUSINESS RELATIONSHI	PS WITH CITY ELECTED OFFICIALS
Has the Disclos Code, with any Ci	ing Party had a "business relat ty elected official in the 12 mo	tionship," as defined in Chapter 2-156 of the Municipal on the date this EDS is signed?
[] Yes	[x] No	•
f yes, please ident elationship(s):	ify below the name(s) of such	City elected official(s) and describe such

any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE:

Page 3 of 13

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	Busii Addr		Relationship to Disclosing Party (subcontractor, attorney,	Fees (indicate whether
retained or anticipat to be retained)	ea		lobbyist, etc.)	paid or estimated)
See Exhibit	I			
,				
		~~~		
(Add sheets if neces	sary)			
[] Check here if the entities.	Disclosing	party ha	as not retained, nor expects to retain, a	ny such persons or
SECTION V CE	RTIFICAT	IONS		
A. COURT-ORDEF	RED CHILD	SUPP	ORT COMPLIANCE	
Under Municipal the City must remain contract.	Code Section in complia	on 2-92- nce witl	415, substantial owners of business en h their child support obligations throug	tities that contract with hout the term of the
Has any person who arrearage on any chil	directly or i	ndirectl bligatio	y owns 10% or more of the Disclosing ns by any Illinois court of competent ju	Party been declared in prisdiction?
[]Yes	[] No	[X] No	person owns 10% or more of the Disc	closing Party.
If "Yes," has the persis the person in comp	son entered	into a co	ourt-approved agreement for payment reement?	of all support owed and
[]Yes	[] No			

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:
 - 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;

• any responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Applicable Party, nor any Affiliated Entity of either the Disclosing Party or any Applicable Party nor any Agents have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party'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).
- 3. Neither the Disclosing Party, Affiliated Entity or Applicable Party, 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.
- 4. 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.
- 5. The Disclosing Party understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

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:
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 [X] 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 Mun	icipal Code, explain here (attach ac	lditional pages if necessary):
Marie 1, 100 marie 1		·
If the letters "NA conclusively pres	," the word "None," or no response sumed that the Disclosing Party cer	e appears on the lines above, it will be tified to the above statements.
D. CERTIFICAT	TION REGARDING INTEREST II	N CITY BUSINESS
	ms that are defined in Chapter 2-15 sed in this Part D.	6 of the Municipal Code have the same
of the City have a entity in the Matt	a financial interest in his or her own er?	Municipal Code: Does any official or employee name or in the name of any other person or
[]Yes	[X] No	
NOTE: If you cl Item D.1., procee	necked "Yes" to Item D.1., proceed d to Part E.	to Items D.2. and D.3. If you checked "No" to
elected official or any other person of for taxes or assess "City Property Sa	employee shall have a financial in or entity in the purchase of any prop sments, or (iii) is sold by virtue of h	ive bidding, or otherwise permitted, no City terest in his or her own name or in the name of perty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, ken pursuant to the City's eminent domain power uning of this Part D.
Does the Matter is	avolve a City Property Sale?	
[] Yes	[] No	
3. If you checofficials or emplo	ked "Yes" to Item D.1., provide the yees having such interest and identi	e names and business addresses of the City fy 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

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
i	respect to the Matter: (Begin list here, add sheets as 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.

If the Matter is federally funded and any funds other than federally appropriated funds have been or will be paid to any person or entity for influencing or attempting 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 Matter, the Disclosing Party must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at http://www.whitehouse.gov/omb/grants/sflllin.pdf, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

- 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.

	[]	
Contract Complian	led with the Joint Reporting Committee, the Director of the Office of Federal ce Programs, or the Equal Employment Opportunity Commission all reports due to filing requirements? [] No	3
	eveloped and do you have on file affirmative action programs pursuant to regulations? (See 41 CFR Part 60-2.) [] No	
If "Yes," answer th	ne three questions below:	
[]Yes	[] No	

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.

- D. 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, void or voidable), 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.
- E. 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.
- F. 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.

The Disclosing Party represents and warrants that:

G. The Disclosing Party has not withheld or reserved any disclosures as to economic interests in the Disclosing Party, or as to the Matter, or any information, data or plan as to the intended use or purpose for which the Applicant seeks City Council or other City agency action.

For purposes of the certifications in H.1. and H.2. below, the term "affiliate" means any 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

- H.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 affiliates 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.
- H.2 If the Disclosing Party is the Applicant, the Disclosing Party and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the Matter for the duration of time that such facility remains on the list.

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.

Morgan Stanley Infrastructure Investors	rb D	ate:	9/29/06		
(Print or type name of Disclosing Party)			-//		
By: Morgan Stanley Infrastructure GP LP,	its general pa	artner			
By: Morgan Stanley Infrastructure Partner	rs Inc., its g	eneral pa	rtner		
fum for					
(sign here)					
Peter R. Vogelsang					
(Print or type name of person signing)					
Vice President					
(Print or type title of person signing)					
Signed and sworn to before me on (date)	9/29/06		, by <u>Peter</u>	R Vogels	sang
at COOK County, Illinois	(state).			/	/
Gram Clayston	Notary Publ	ic.	****		,
Commission expires: $3/5/\delta$	•		OFFICIAL JOANN CLA NOTARY PUBLIC - S	SEAL ARKSTON))))
· ·		Ę	MY COMMISSION E	OPRES:03/15/06	

Exhibit I

KPMG LLP 750 B Street, Suite 1500 San Diego, California 92101 Relationship: Adviser Estimated Fees: \$55,000

Marsh USA Inc.
One California Street
San Francisco, California 94111
Relationship: Adviser
Estimated Fees: \$20,000

Ice Miller LLP
One American Square, Suite 3100
Indianapolis, Indianapolis 46282
Relationship: Attorney
Estimated Fees: \$150,000

Kay Management Associates P.O. Box 906 South Windsor, Connecticut 06074 Relationship: Advisor Estimated Fees: \$25,000

LAZ Parking Inc.
Services 15 Lewis Street
Hartford, Connecticut 06103
Relationship: Operator
Estimated Fees: \$250,000

Ernst & Young LLP 5 Times Square New York, New York 10036 Relationship: Adviser Estimated Fees: \$135,000

Freshfields Bruckaus Deringer LLP 520 Madison Avenue New York, New York 10022 Relationship: Attorney Estimated Fees: \$1,000,000

Desman Associates Inc. 20 North Clark Street, 4th Floor Chicago, Illinois 60602 Relationship: Adviser Estimated Fees: \$150,000

Madison Energy Group, LLC 255 Main Street, Suite 30 Hartford, Connecticut 06106 Relationship: Advisor Estimated Fees: \$15,000

Transwestern Commercial 17 East Monroe Street Chicago, Illinois 60603 Relationship: Adviser Estimated Fees: \$15,000

Attachment A (Fund)

Name	Business Address	Percentage Interest To Disclosing Party
Morgan Stanley Infrastructure GP LP	1585 Broadway New York, NY 10036	99% (direct)
Morgan Stanley Infrastructure Partners Inc.	1585 Broadway New York, NY 10036	99% (indirect)
MS Holdings Incorporated	1585 Broadway New York, NY 10036	99% (indirect)
Morgan Stanley	1585 Broadway New York, NY 10036	99% (indirect)

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:
Morgan Stanley Infrastructure Partners LP
Check ONE of the following three boxes:
Indicate whether Disclosing Party submitting this EDS is: 1. [] the Applicant OR
2. [x] 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 Chicago Loop Parking, LLC
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:
B. Business address of Disclosing Party:
New York, NY 10036
C. Telephone: 212 761 5126 Fax: 212 404 9735 Email: frederick.pollock@morganstanley.com
D. Name of contact person: Fred Pollock
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):
Chicago Downtown Parking System
G. Which City agency or department is requesting this EDS? Finance Dept.
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 DISCLOSING PARTY

[] Person	e nature of the Disclosing Patered business corporation	[] Limited liability company*
	business corporation	[] Limited liability partnership* [] Joint venture*
[] Sole proprieto	-	[] Not-for-profit corporation
[] General partne	-	(Is the not-for-profit corporation also a 501(c)(3))?
[X] Limited partne	-	[] Yes [] No
[] Trust	•	[] Other (please specify)
* Note B.1.b below	w.	
For legal er	itities, the state (or foreign c	ountry) of incorporation or organization, if applicable:
	(o me or polation of organization, if applicable.
Delaware		
3. For legal er business in the Sta	ntities not organized in the St te of Illinois as a foreign ent	tate of Illinois: Has the organization registered to do ity?
[]Yes	[^k] No	[] N/A
B. IF THE DISCL	OSING PARTY IS A LEGA	AL ENTITY:
For not-for-profit of	corporations, also list below a	es of all executive officers and all directors of the entity all members, if any, which are legal entities. If there are estates or other similar entities, list below the legal
Name		Title

1.b. If you checked "General partnership," "Limited partnership," "Limited liability company," "Limited liability partnership" or "Joint venture" in response to Item A.1. above (Nature of Disclosing Party), list below the name and title of each general partner, managing member, manager or

Name		Title
Morgan Stanley	/ Infrastructure GP LP	General Partner
of such an interest interest of a mem estate or other sin Municipal Code	al interest (including ownership) in e st include shares in a corporation, pa ber or manager in a limited liability milar entity. If none, state "None." I	cerning each person or entity having a direct or excess of 7.5% of the Disclosing Party. Example or extremely interest in a partnership or joint venture company, or interest of a beneficiary of a trust, NOTE: Pursuant to Section 2-154-030 of the City may require any such additional information chieve full disclosure.
Name	Business Address	Percentage Interest in the Disclosing Party
Has the Disclos		TITH CITY ELECTED OFFICIALS uip," as defined in Chapter 2-156 of the Municipa before the date this EDS is signed?
[] Yes	[x] No	Č
f yes, please iden elationship(s):	tify below the name(s) of such City	elected official(s) and describe such

any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE:

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)
See Exhibit I	<u> </u>		
(Add sheets if necessary))		
[] Check here if the Disc entities.	losing party ha	s not retained, nor expects to retain, ar	ny such persons or
SECTION V CERTII	FICATIONS		
A. COURT-ORDERED	CHILD SUPPO	ORT COMPLIANCE	
Under Municipal Code the City must remain in cocontract.	Section 2-92-ompliance with	415, substantial owners of business entering their child support obligations through	tities that contract with hout the term of the

[] Yes [] No person owns 10% or more of the Disclosing Party.

arrearage on any child support obligations by any Illinois court of competent jurisdiction?

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?

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in

[] Yes [] No

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;

• any responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Applicable Party, nor any Affiliated Entity of either the Disclosing Party or any Applicable Party nor any Agents have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party'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).
- 3. Neither the Disclosing Party, Affiliated Entity or Applicable Party, 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.
- 4. 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.
- 5. The Disclosing Party understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

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:
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.
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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, securitie 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
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[] is [X] 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 Mun	icipal Code, explain here (attach ad	ditional pages if necessary):
	," the word "None," or no response umed that the Disclosing Party cert	appears on the lines above, it will be ified to the above statements.
D. CERTIFICAT	TION REGARDING INTEREST IN	CITY BUSINESS
Any words or term meanings when u		6 of the Municipal Code have the same
	financial interest in his or her own	Municipal Code: Does any official or employee name or in the name of any other person or
NOTE: If you cl Item D.1., procee		to Items D.2. and D.3. If you checked "No" to
elected official or any other person of for taxes or assess "City Property Sa	employee shall have a financial into or entity in the purchase of any prop ments, or (iii) is sold by virtue of lo	ve bidding, or otherwise permitted, no City derest in his or her own name or in the name of perty that (i) belongs to the City, or (ii) is sold regal process at the suit of the City (collectively, seen pursuant to the City's eminent domain power uning of this Part D.
Does the Matter in	volve a City Property Sale?	
[]Yes	[] No	
	ked "Yes" to Item D.1., provide the yees having such interest and identi	names and business addresses of the City fy 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

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

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
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):	

(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.

If the Matter is federally funded and any funds other than federally appropriated funds have been or will be paid to any person or entity for influencing or attempting 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 Matter, the Disclosing Party must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at http://www.whitehouse.gov/omb/grants/sflllin.pdf, linked on the page http://www.whitehouse.gov/omb/grants/grants forms.html.

- 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 t	he three questions below:	
applicable federal	leveloped and do you have on file aft regulations? (See 41 CFR Part 60-2	firmative action programs pursuant to
[] Yes	[ ] No	
Contract Complian	iled with the Joint Reporting Commince Programs, or the Equal Employmele filing requirements?  [] No	ttee, the Director of the Office of Federal nent Opportunity Commission all reports due
3. Have you p equal opportunity	articipated in any previous contracts clause?	or subcontracts subject to the
[] Yes	[ ] No	
If you checked "No	o" to question 1. or 2. above, please p	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 <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, 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.

- D. 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, void or voidable), 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.
- E. 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.
- F. 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.

The Disclosing Party represents and warrants that:

G. The Disclosing Party has not withheld or reserved any disclosures as to economic interests in the Disclosing Party, or as to the Matter, or any information, data or plan as to the intended use or purpose for which the Applicant seeks City Council or other City agency action.

For purposes of the certifications in H.1. and H.2. below, the term "affiliate" means any 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

- H.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 affiliates 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.
- H.2 If the Disclosing Party is the Applicant, the Disclosing Party and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the Matter for the duration of time that such facility remains on the list.

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.

Morgan Stanley Infrastructure Partners LP	D	ate:	9/29/06
(Print or type name of Disclosing Party)			7-7-
By: Morgan Stanley Infrastructure GP LP,	its general pa	artner	
By: Morgan Stanley Infrastructure Partner	Inc., its gen	neral pa	rtner
(sign here)			
Vice President			
(Print or type name of person signing)			
Print or type title of person signing)	<del></del>		
Signed and sworn to before me on (date) at County, Illinois	$\frac{9/29/0}{\text{(state)}}$	4	, by Peter R. Vogelsang
Commission expires: 3/15/08	Notary Publi	c.	OFFICIAL SEAL JOANN CLARKSTON
			MY COMMISSION EXPIRES: 05 FELINOIS

#### Exhibit I

KPMG LLP 750 B Street, Suite 1500 San Diego, California 92101 Relationship: Adviser Estimated Fees: \$55,000

Marsh USA Inc.
One California Street
San Francisco, California 94111
Relationship: Adviser
Estimated Fees: \$20,000

Ice Miller LLP
One American Square, Suite 3100
Indianapolis, Indianapolis 46282
Relationship: Attorney
Estimated Fees: \$150,000

Kay Management Associates P.O. Box 906 South Windsor, Connecticut 06074 Relationship: Advisor Estimated Fees: \$25,000

LAZ Parking Inc.
Services 15 Lewis Street
Hartford, Connecticut 06103
Relationship: Operator
Estimated Fees: \$250,000

Ernst & Young LLP 5 Times Square New York, New York 10036 Relationship: Adviser Estimated Fees: \$135,000

Freshfields Bruckaus Deringer LLP 520 Madison Avenue New York, New York 10022 Relationship: Attorney Estimated Fees: \$1,000,000

Desman Associates Inc. 20 North Clark Street, 4th Floor Chicago, Illinois 60602 Relationship: Adviser Estimated Fees: \$150,000

Madison Energy Group, LLC 255 Main Street, Suite 30 Hartford, Connecticut 06106 Relationship: Advisor Estimated Fees: \$15,000

Transwestern Commercial 17 East Monroe Street Chicago, Illinois 60603 Relationship: Adviser Estimated Fees: \$15,000

## Attachment A (Fund)

Name	Business Address	Percentage Interest To Disclosing Party
Morgan Stanley Infrastructure GP LP	1585 Broadway New York, NY 10036	99% (direct)
Morgan Stanley Infrastructure Partners Inc.	1585 Broadway New York, NY 10036	99% (indirect)
MS Holdings, Incorporated	1585 Broadway New York, NY 10036	99% (indirect)
Morgan Stanley	1585 Broadway New York, NY 10036	99% (indirect)

## 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:
Morgan Stanley Infrastructure GP LP
Check ONE of the following three boxes:
Indicate whether Disclosing Party submitting this EDS is:  1. [] the Applicant OR  2. [x] 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:  Chicago Loop Parking, LLC
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:
B. Business address of Disclosing Party:  1585 Broadway
New York, NY 10036
C. Telephone: 212 761 5126 Fax: 212 404 9735 Email: frederick.pollock@morganstanley.com  D. Name of contact person: Fred Pollock
E. Federal Employer Identification No. (if you have one): 20-5630897
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):
Chicago Downtown Parking System
G. Which City agency or department is requesting this EDS?Finance Dept.
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 DISCLOSING PARTY	
<ol> <li>Indicate the nature of the Disclosing Parallel</li> <li>Person</li> <li>Publicly registered business corporation</li> <li>Privately held business corporation</li> <li>Sole proprietorship</li> <li>General partnership*</li> <li>Limited partnership*</li> <li>Trust</li> </ol>	[] Limited liability company* [] Limited liability partnership* [] Joint venture* [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify)
* Note B.1.b below.	
2. For legal entities, the state (or foreign c	country) of incorporation or organization, if applicable:
3. For legal entities not organized in the S business in the State of Illinois as a foreign entitle	tate of Illinois: Has the organization registered to do tity?
[] Yes [X] No	[] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
For not-for-profit corporations, also list below	les of all executive officers and all directors of the entity all members, if any, which are legal entities. If there are usts, estates or other similar entities, list below the legal
Name	Title

1.b. If you checked "General partnership," "Limited partnership," "Limited liability company," "Limited liability partnership" or "Joint venture" in response to Item A.1. above (Nature of Disclosing Party), list below the name and title of each general partner, managing member, manager or

Name		Title	
Morgan Stanley Infr	astructure Partners Inc.	General Part	mer
*			
2. Please provide	the following information concern	ning each per	Son or entity having a direct or
indirect beneficial into	erest (including ownership) in exc	ess of 7.5% o	of the Disclosing Party. Example
of such an interest inc	lude shares in a corporation, partn	ership interes	st in a partnership or joint venture
interest of a member of	or manager in a limited liability co	mpany, or in	terest of a beneficiary of a trust.
estate or other similar	entity. If none, state "None." NO	TE: Pursuan	t to Section 2-154-030 of the
from any applicant wh	nicago ("Municipal Code"), the Cinich is reasonably intended to achie	ty may requir	re any such additional information
nom any apphoant wi	non is reasonably intellect to acm	and this disci-	osure.
Name	Business Address	Percen	stage Interest in the
			sing Party
		····	
organ Stanley Infrast	ructure Partners Inc. 1585 Broad	way, New York	, NY 10036 99% (direct)
MS Holdings Incorpora	ited 1585 Broadway, New York, N	7 10036	99% (indirect)
Morgan Stanley	1585 Broadway, New York, NY	10036	99% (indirect)
SECTION III BUS	INESS RELATIONSHIPS WIT	H CITV FI	FCTFD OFFICIALS
	The state of the s	H CITTEL	ECTED OFFICIALS
Has the Disclosing	Party had a "business relationship,	" as defined i	in Chapter 2-156 of the Municipa
Code, with any City el	ected official in the 12 months bef	ore the date t	his EDS is signed?
[]Voc	fol N.		
	[x] No		
[]Yes			
	pelow the name(s) of such City elec	cted official(	s) and describe such
f yes, please identify b	pelow the name(s) of such City ele	cted official(	s) and describe such

any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE:

## 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

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)
See Exhibit I			
(Add sheets if necessar	ry)		
[] Check here if the Deentities.	isclosing party h	nas not retained, nor expects to retain, a	ny such persons or
SECTION V CERT	TIFICATIONS		
A. COURT-ORDERE	D CHILD SUPI	PORT COMPLIANCE	
		2-415, substantial owners of business en th their child support obligations throu	
Has any person who dis arrearage on any child s	rectly or indirect support obligation	tly owns 10% or more of the Disclosingons by any Illinois court of competent j	g Party been declared in urisdiction?
[] Yes []	No [x] N	o person owns 10% or more of the Dis	sclosing Party.
If "Yes," has the person is the person in complia	n entered into a conce with that ag	court-approved agreement for payment greement?	of all support owed and
[] Yes []	No		

#### **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;

• any responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Applicable Party, nor any Affiliated Entity of either the Disclosing Party or any Applicable Party nor any Agents have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party'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).
- 3. Neither the Disclosing Party, Affiliated Entity or Applicable Party, 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-retating 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.
- 4. 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.
- 5. The Disclosing Party understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

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:
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 [x] 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 Mun	icipal Code, explain here (attach ad	ditional pages if necessary):
	," the word "None," or no response sumed that the Disclosing Party certi	appears on the lines above, it will be fied to the above statements.
D. CERTIFICAT	TION REGARDING INTEREST IN	CITY BUSINESS
-	ms that are defined in Chapter 2-156 sed in this Part D.	of the Municipal Code have the same
	a financial interest in his or her own er?	Aunicipal Code: Does any official or employee name or in the name of any other person or
[]Yes	[x] No	•
NOTE: If you contains D.1., proceed	<del>-</del>	to Items D.2. and D.3. If you checked "No" to
elected official or any other person for taxes or assess "City Property Sa	employee shall have a financial into or entity in the purchase of any prop sments, or (iii) is sold by virtue of le	we bidding, or otherwise permitted, no City erest in his or her own name or in the name of erty that (i) belongs to the City, or (ii) is sold gal process at the suit of the City (collectively, ten pursuant to the City's eminent domain power ning of this Part D.
Does the Matter i	nvolve a City Property Sale?	•
[]Yes	[ ] No	
	eked "Yes" to Item D.1., provide the yees having such interest and identi-	names and business addresses of the City fy 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

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 alcusors the alcusing to the search of the first of the search of

2. The Disclosing Party vertices 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):
•

(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.

If the Matter is federally funded and any funds other than federally appropriated funds have been or will be paid to any person or entity for influencing or attempting 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 Matter, the Disclosing Party must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at http://www.whitehouse.gov/omb/grants/sflllin.pdf, linked on the page http://www.whitehouse.gov/omb/grants/grants forms.html.

- 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.

If you checked "No	to question 1. or 2. above, please provide an explanation:
[] Yes	[ ] No
equal opportunity of	
[] Yes	[] No
Contract Complian under the applicable	ed with the Joint Reporting Committee, the Director of the Office of Federal e Programs, or the Equal Employment Opportunity Commission all reports due filing requirements?
	reloped and do you have on file affirmative action programs pursuant to egulations? (See 41 CFR Part 60-2.) [] No
	three questions below:
[] Yes	[] No
is the Disclosing P	rty the Applicant?

# 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 <a href="https://www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, 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.

- D. 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, void or voidable), 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.
- E. 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.
- F. 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.

The Disclosing Party represents and warrants that:

G. The Disclosing Party has not withheld or reserved any disclosures as to economic interests in the Disclosing Party, or as to the Matter, or any information, data or plan as to the intended use or purpose for which the Applicant seeks City Council or other City agency action.

For purposes of the certifications in H.1. and H.2. below, the term "affiliate" means any 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

- H.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 affiliates 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.
- H.2 If the Disclosing Party is the Applicant, the Disclosing Party and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the Matter for the duration of time that such facility remains on the list.

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.

Morgan Stanley Infrastructure GP LP		Date:	9/29/06		
(Print or type name of Disclosing Party)					
By: Morgan Stanley Infrastructure Partners	Inc., its	general	partner		
(sign here) / Peter R. Vogelsang					
(Print or type name of person signing)					
Vice President					
(Print or type title of person signing)				~	
Signed and sworn to before me on (date) atCookCounty,	9/29/00 (state).	<u> </u>	_, by <u>feter</u>	R. Vogels	sang
Commission expires: 3/15/08	Notary Pul	blic.	JOANN NOTARY PUBLI	CIAL SEAL CLARKSTON C-STATE OF ILLINOIS	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~
· · · · · · · · · · · · · · · · · · ·			MY COMMISSI	ON EXPIRES:03/15/08	<b>\$</b>

#### Exhibit I

KPMG LLP 750 B Street, Suite 1500 San Diego, California 92101 Relationship: Adviser Estimated Fees: \$55,000

Marsh USA Inc.
One California Street
San Francisco, California 94111
Relationship: Adviser
Estimated Fees: \$20,000

Ice Miller LLP
One American Square, Suite 3100
Indianapolis, Indianapolis 46282
Relationship: Attorney
Estimated Fees: \$150,000

Kay Management Associates P.O. Box 906 South Windsor, Connecticut 06074 Relationship: Advisor Estimated Fees: \$25,000

LAZ Parking Inc.
Services 15 Lewis Street
Hartford, Connecticut 06103
Relationship: Operator
Estimated Fees: \$250,000

Ernst & Young LLP 5 Times Square New York, New York 10036 Relationship: Adviser Estimated Fees: \$135,000

Freshfields Bruckaus Deringer LLP 520 Madison Avenue New York, New York 10022 Relationship: Attorney Estimated Fees: \$1,000,000

Desman Associates Inc. 20 North Clark Street, 4th Floor Chicago, Illinois 60602 Relationship: Adviser Estimated Fees: \$150,000

Madison Energy Group, LLC 255 Main Street, Suite 30 Hartford, Connecticut 06106 Relationship: Advisor Estimated Fees: \$15,000

Transwestern Commercial 17 East Monroe Street Chicago, Illinois 60603 Relationship: Adviser Estimated Fees: \$15,000

## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

## SECTION I -- GENERAL INFORMATION

A. Legal name of Disclosing Party submitting t	this EDS. Include d/b/a/ if applicable:
Morgan Stanley Infrastructure Partners Inc.	
Check ONE of the following three boxes:	
Indicate whether Disclosing Party submitting the 1. [] the Applicant OR	is EDS is:
2. [x] a legal entity holding a direct or indirect Applicant in which Disclosing Party holds OR	ct interest in the Applicant. State the legal name of the an interest: Chicago Loop Parking, LLC
3. [] a specified legal entity with a right of c the entity in which Disclosing Party holds a	control (see Section II.B.1.b.) State the legal name of a right of control:
B. Business address of Disclosing Party:	1585 Broadway
	New York, NY 10036
C. Telephone: 212 761 5126 Fax: 212 4  D. Name of contact person: Fred Pollock	Email: frederick.pollock@morganstanley
E. Federal Employer Identification No. (if you ha	eve one):20-5628462
F. Brief description of contract, transaction or oth which this EDS pertains. (Include project number	ner undertaking (referred to below as the "Matter") to r and location of property, if applicable):
Chicago Downtown Parking System	n
3. Which City agency or department is requesting	g this EDS?Finance Dept.
If the Matter is a contract being handled by the complete the following:	City's Department of Procurement Services, please
Specification #	and Contract#

## SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF DISCLOSING PARTY

## 1. Indicate the nature of the Disclosing Party: [] Person [] Limited liability company* [] Publicly registered business corporation [] Limited liability partnership* [x] Privately held business corporation [] Joint venture* [] Sole proprietorship [] Not-for-profit corporation [] General partnership* (Is the not-for-profit corporation also a 501(c)(3))? [] Limited partnership* []Yes []No [] Trust [] Other (please specify) * Note B.1.b below. 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: List below the full names and titles of all executive officers and all directors of the entity. 1.a. 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). Name Title See Attachment II.B.1.a.

1.b. If you checked "General partnership," "Limited partnership," "Limited liability company," "Limited liability partnership" or "Joint venture" in response to Item A.1. above (Nature of Disclosing Party), list below the name and title of each general partner, managing member, manager or

Name	Title	
of such an interest in interest of a member estate or other similar Municipal Code of	de the following information concerning each per nterest (including ownership) in excess of 7.5% of nclude shares in a corporation, partnership interest or or manager in a limited liability company, or in- ar entity. If none, state "None." NOTE: Pursuan Chicago ("Municipal Code"), the City may require which is reasonably intended to achieve full disclar	of the Disclosing Party. Examplest in a partnership or joint venture terest of a beneficiary of a trust, to Section 2-154-030 of the
Name		tage Interest in the sing Party
MS Holdings Incorpo	orated 1585 Broadway, New York, NY 10036	100% (direct)
Morgan Stanley	1585 Broadway, New York, NY 10036	100% (indirect)
Has the Disclosing	SINESS RELATIONSHIPS WITH CITY ELL  Party had a "business relationship," as defined in elected official in the 12 months before the date the same of t	Charl 2.166 as as
yes, please identify slationship(s):	below the name(s) of such City elected official(s	) and describe such

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 wheth retained or antic to be retained)	er Ad	siness dress	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated)
See Exh	ibit I			
(Add sheets if n	ecessary)			
[] Check here if entities.	the Disclosin	g party has r	not retained, nor expects to retain, an	y such persons or
SECTION V	CERTIFICA	TIONS		
A. COURT-ORI	DERED CHIL	D SUPPOR	T COMPLIANCE	•
Under Munici the City must ren contract.	pal Code Sect nain in compli	ion 2-92-41: ance with th	5, substantial owners of business ent eir child support obligations through	ities that contract with nout the term of the
Has any person warrearage on any	tho directly or child support	indirectly o	wns 10% or more of the Disclosing by any Illinois court of competent jur	Party been declared in risdiction?
[] Yes	[]No	[X] No pe	rson owns 10% or more of the Discl	osing Party.
If "Yes," has the l is the person in co	person entered empliance with	into a court that agreen	-approved agreement for payment of nent?	f all support owed and
[] Yes	[]No			

## 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;

• any responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Applicable Party, nor any Affiliated Entity of either the Disclosing Party or any Applicable Party nor any Agents have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party'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).
- 3. Neither the Disclosing Party, Affiliated Entity or Applicable Party, 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.
- 4. 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.
- 5. The Disclosing Party understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

6. If the Disclosing Party is unable to certify to any of the above statements in the	de Deux De (Press)
Certifications), the Disclosing Party must explain below:	is Part B (Further
If the letters "NA," the word "None," or no response appears on the lines above, it will 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 "final means a bank, savings and loan association, thrift, credit union, mortgage banker, mortrust company, savings bank, investment bank, securities broker, municipal securities dealer, municipal securities dealer, securities underwriter, municipal securities underwriters, venture capital company, bank holding company, financial services holding complicensee under the Consumer Installment Loan Act, the Sales Finance Agency Act, or Mortgage Licensing Act. However, "financial institution" specifically shall not include whose predominant business is the providing of tax deferred, defined contribution, per public employees in accordance with Sections 403(b) and 457 of the Internal Revenue (Additional definitions may be found in Municipal Code Section 2-32-455(b).)	rtgage broker, broker, securities vriter, investment pany, or any the Residential le any entity
1. CERTIFICATION	
The Disclosing Party certifies that the Disclosing Party (check one)	
[] is [x] is not	and comment of the co
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 pledge	es:
"We are not and will not become a predatory lender as defined in Chapter 2-32 of the M Code. We further pledge that none of our affiliates is, and none of them will become, a lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming lender or becoming an affiliate of a predatory lender may result in the loss of the privile business with the City."	predatory

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

business with the City."

2-32 of the M	Iunicipal Code, explain here (attach a	dditional pages if necessary):
If the letters "I conclusively p	NA," the word "None," or no response resumed that the Disclosing Party cer	e appears on the lines above, it will be tified to the above statements.
D. CERTIFIC	ATION REGARDING INTEREST I	N CITY BUSINESS
Any words or meanings when	terms that are defined in Chapter 2-15 n used in this Part D.	6 of the Municipal Code have the same
entity in the M	e a financial interest in his or her own atter?	Municipal Code: Does any official or employee name or in the name of any other person or
[]Yes	[X] No	
NOTE: If you Item D.1., proc	checked "Yes" to Item D.1., proceed eed to Part E.	to Items D.2. and D.3. If you checked "No" to
any other person for taxes or assor "City Property S	or employee shall have a financial into n or entity in the purchase of any propessments, or (iii) is sold by virtue of le	ve bidding, or otherwise permitted, no City erest in his or her own name or in the name of perty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, sen pursuant to the City's eminent domain power ning of this Part D.
Does the Matter	involve a City Property Sale?	
[]Yes	[] No	en e
3. If you che officials or empl	ecked "Yes" to Item D.1., provide the loyees having such interest and identi	names and business addresses of the City fy 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

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.

,

# 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):

(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.

If the Matter is federally funded and any funds other than federally appropriated funds have been or will be paid to any person or entity for influencing or attempting 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 Matter, the Disclosing Party must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at http://www.whitehouse.gov/omb/grants/sflllin.pdf, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

- 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	he three questions below:
1. Have you capplicable federal	eveloped and do you have on file affirmative action programs pursuant to regulations? (See 41 CFR Part 60-2.)  [] No
Contract Complian	iled with the Joint Reporting Committee, the Director of the Office of Federal ace Programs, or the Equal Employment Opportunity Commission all reports due le filing requirements?
() 200	[ ] [ ]
3. Have you p equal opportunity	articipated in any previous contracts or subcontracts subject to the clause?
[] Yes	[] No
If you checked "N	o" to question 1. or 2. above, please provide an explanation:
SECTION VII COMPLIANCE,	ACKNOWLEDGMENTS, CONTRACT INCORPORATION, PENALTIES, DISCLOSURE
The Disclosing Par	ty 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 <a href="www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, 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.

- D. 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, void or voidable), 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.
- E. 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.
- F. 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.

The Disclosing Party represents and warrants that:

G. The Disclosing Party has not withheld or reserved any disclosures as to economic interests in the Disclosing Party, or as to the Matter, or any information, data or plan as to the intended use or purpose for which the Applicant seeks City Council or other City agency action.

For purposes of the certifications in H.1. and H.2. below, the term "affiliate" means any 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

- H.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 affiliates 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.
- H.2 If the Disclosing Party is the Applicant, the Disclosing Party and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the Matter for the duration of time that such facility remains on the list.

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.

Morgan Stanley Infrastructure Partners Inc	Date:	October 26, 2006
(Print or type name of Disclosing Party)		
By:  Muyyly		
(sign here)		
Peter R. Vogelsang		
(Print or type name of person signing)		
Authorized Signatory		
(Print or type title of person signing)		
Signed and sworn to before me on (date)	Ochler sas	xxx by Dela K lóglsong,
at County. Fine the A	_ (state).	(V
Shaw & Pauce	_ Notary Public.	MARIA G. CARRO Notary Public, State of New York
Commission expires: 35 5 2009	·	No. 01CA6133114 Qualified in Nassau County Commission Expires: September 6, 20

### Exhibit I

KPMG LLP 750 B Street, Suite 1500 San Diego, California 92101 Relationship: Adviser Estimated Fees: \$55,000

Marsh USA Inc. One California Street San Francisco, California 94111 Relationship: Adviser Estimated Fees: \$20,000

Ice Miller LLP
One American Square, Suite 3100
Indianapolis, Indianapolis 46282
Relationship: Attorney
Estimated Fees: \$150,000

Kay Management Associates P.O. Box 906 South Windsor, Connecticut 06074 Relationship: Advisor Estimated Fees: \$25,000

LAZ Parking Inc.
Services 15 Lewis Street
Hartford, Connecticut 06103
Relationship: Operator
Estimated Fees: \$250,000

Ernst & Young LLP 5 Times Square New York, New York 10036 Relationship: Adviser Estimated Fees: \$135,000

Freshfields Bruckaus Deringer LLP 520 Madison Avenue New York, New York 10022 Relationship: Attorney Estimated Fees: \$1,000,000

Desman Associates Inc. 20 North Clark Street, 4th Floor Chicago, Illinois 60602 Relationship: Adviser Estimated Fees: \$150,000

Madison Energy Group, LLC 255 Main Street, Suite 30 Hartford, Connecticut 06106 Relationship: Advisor Estimated Fees: \$15,000

Transwestern Commercial 17 East Monroe Street Chicago, Illinois 60603 Relationship: Adviser Estimated Fees: \$15,000

## Attachment II.B.1.a (Managing GP)

### **DIRECTORS**

**OFFICERS** 

Markus Hottenrott Owen D. Thomas Sadek Wahba

#### .

Sadek Wahba
Jeffrey D. Hahn
Markus Hottenrott
Eric J. Marmoll
John Meyers
Fred Pollock
Walter E. Rein
Elliot Tannenbaum
Peter R. Vogelsang'

Peter R. Vogelsang Martin M. Cohen Charlene R. Herzer Susan M. Krause

William J. Forsell Jacqueline T. Brody MaryAnn Fappiano Director Director Director

Title

Title

President and Chief Executive Officer Vice President and Chief Financial Officer

Vice President Vice President Vice President Vice President Vice President Vice President

Vice President and Assistant Secretary

Secretary

Assistant Secretary Assistant Secretary

Treasurer

Assistant Treasurer Assistant Treasurer

## 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:
MS Holdings Incorporated
Check ONE of the following three boxes:
Indicate whether Disclosing Party submitting this EDS is:  1. [] the Applicant OR
2. [x] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of th Applicant in which Disclosing Party holds an interest:  OR  Chicago Loop Parking, LLC
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:
B. Business address of Disclosing Party:  1585 Broadway
New York, NY 10036
C. Telephone: 212 761 5126 Fax: 212 404 9735 Email: frederick.pollock@morganstar  D. Name of contact person: Fred Pollock
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):
Chicago Downtown Parking System
6. Which City agency or department is requesting this EDS? Finance Dept.
If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

### SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF DISCLOSING PARTY

## 1. Indicate the nature of the Disclosing Party: [ ] Person [] Limited liability company* [ ] Publicly registered business corporation [ ] Limited liability partnership* [x] Privately held business corporation [] Joint venture* [] Sole proprietorship [] Not-for-profit corporation [] General partnership* (Is the not-for-profit corporation also a 501(c)(3))? [ ] Limited partnership* []Yes [] No [] Trust [] Other (please specify) * Note B.1.b below. 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 [X] No [] N/A B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY: 1.a. List below the full names and titles of all executive officers and all directors of the entity. 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). Name Title See Attachment II.B.1.a.

1.b. If you checked "General partnership," "Limited partnership," "Limited liability company," "Limited liability partnership" or "Joint venture" in response to Item A.1. above (Nature of Disclosing Party), list below the name and title of each general partner, managing member, manager or

Name		Title
indirect benefici of such an interesinterest of a mer estate or other si Municipal Code	ial interest (including ownership) i est include shares in a corporation, mber or manager in a limited liabil imilar entity. If none, state "None.	oncerning each person or entity having a direct or n excess of 7.5% of the Disclosing Party. Examples partnership interest in a partnership or joint venture ity company, or interest of a beneficiary of a trust, "NOTE: Pursuant to Section 2-154-030 of the he City may require any such additional information achieve full disclosure.
Name	Business Address	Percentage Interest in the Disclosing Party
Morgan Stanley	y 1585 Broadway, New York, 1	NY 10036 100% (direct)
SECTION III	- BUSINESS RELATIONSHIPS	WITH CITY ELECTED OFFICIALS
Has the Discle Code, with any C	osing Party had a "business relation City elected official in the 12 montl	nship," as defined in Chapter 2-156 of the Municipa hs before the date this EDS is signed?
[] Yes	[x] No	
lf yes, please ider relationship(s):	ntify below the name(s) of such Ci	ty elected official(s) and describe such
	ntify below the name(s) of such Ci	ty elected official(s) and describe such

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)
See Exhibit I			
(Add sheets if necessar	у)		
[] Check here if the Dientities.	sclosing party ha	as not retained, nor expects to retain, a	ny such persons or
SECTION V CERT	IFICATIONS		
A. COURT-ORDEREI	O CHILD SUPP	ORT COMPLIANCE	
Under Municipal Co the City must remain in contract.	de Section 2-92- compliance with	415, substantial owners of business en h their child support obligations throug	ntities that contract with shout the term of the
Has any person who dir arrearage on any child s	ectly or indirectl upport obligation	ly owns 10% or more of the Disclosing ns by any Illinois court of competent j	g Party been declared in urisdiction?
[] Yes []	No [x] No	person owns 10% or more of the Dis	closing Party.
If "Yes," has the person is the person in complia	entered into a conce with that aga	ourt-approved agreement for payment reement?	of all support owed and
[]Yes []]	No		

#### 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;

• any responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Applicable Party, nor any Affiliated Entity of either the Disclosing Party or any Applicable Party nor any Agents have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party'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).
- 3. Neither the Disclosing Party, Affiliated Entity or Applicable Party, 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.
- 4. 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.
- 5. The Disclosing Party understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

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:
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 [X] 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 Munic	cipal Code, explain here (attach ad	ditional pages if necessary):
76.1 1 127.1		
	the word "None," or no response med that the Disclosing Party cert	appears on the lines above, it will be ified to the above statements.
D. CERTIFICATI	ON REGARDING INTEREST IN	CITY BUSINESS
Any words or term meanings when us		6 of the Municipal Code have the same
1. In accordant of the City have a sentity in the Matter	financial interest in his or her own	Municipal Code: Does any official or employee name or in the name of any other person or
[]Yes	[x] No	
NOTE: If you che Item D.1., proceed		to Items D.2. and D.3. If you checked "No" to
elected official or e any other person or for taxes or assessn "City Property Sale	employee shall have a financial int entity in the purchase of any prop nents, or (iii) is sold by virtue of le	we bidding, or otherwise permitted, no City erest in his or her own name or in the name of erty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, ten pursuant to the City's eminent domain power ning of this Part D.
Does the Matter inv	volve a City Property Sale?	
[] Yes	[ ] No	
3. If you check officials or employe	ed "Yes" to Item D.1., provide the ses having such interest and identi-	names and business addresses of the City fy 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

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 2.

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 person	s or entities registered ur	nder the federal Lobbying	
Disclo	osure Act of 1995 who have made lo	obbying contacts on beha	lf of the Disclosing Party w	ith
respec	ct to the Matter: (Begin list here, add	d sheets as 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.

If the Matter is federally funded and any funds other than federally appropriated funds have been or will be paid to any person or entity for influencing or attempting 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 Matter, the Disclosing Party must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at http://www.whitehouse.gov/omb/grants/sflllin.pdf, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

- 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 Pa	iffy the Applicant?
[]Yes	[ ] No
If "Yes," answer the	e three questions below:
	veloped and do you have on file affirmative action programs pursuant to egulations? (See 41 CFR Part 60-2.) [] No
Contract Compliand under the applicable	ed with the Joint Reporting Committee, the Director of the Office of Federal e Programs, or the Equal Employment Opportunity Commission all reports due filing requirements?
[]Yes	[ ] No
3. Have you parequal opportunity cl	ticipated in any previous contracts or subcontracts subject to the ause?
[]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 <a href="www.cityofchicago.org/Ethics">www.cityofchicago.org/Ethics</a>, 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.

- D. 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, void or voidable), 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.
- E. 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.
- F. 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.

The Disclosing Party represents and warrants that:

G. The Disclosing Party has not withheld or reserved any disclosures as to economic interests in the Disclosing Party, or as to the Matter, or any information, data or plan as to the intended use or purpose for which the Applicant seeks City Council or other City agency action.

For purposes of the certifications in H.1. and H.2. below, the term "affiliate" means any 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

- H.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 affiliates 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.
- H.2 If the Disclosing Party is the Applicant, the Disclosing Party and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the Matter for the duration of time that such facility remains on the list.

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.

MS Holdings Incorporated	Date:	9/29/2006
(Print or type name of Disclosing Party)		
By: (sign here)	· -	
Eric J. Marmoll		
(Print or type name of person signing)	-	
Vice President		
(Print or type title of person signing)	•	
Signed and sworn to before me on (date)  at Du Page County, Illinois  Commission expires: 5/7/08	(state).  Notary Public.	_, by <u>ERIC MARMOLL</u> ,
OFFICIAL SEAL LAURA POLICH NOTARY PUBLIC - STATE OF ILLINOIS MY COMMISSION EXPIRES:05/07/08		

#### Exhibit I

KPMG LLP 750 B Street, Suite 1500 San Diego, California 92101 Relationship: Adviser Estimated Fees: \$55,000

Marsh USA Inc.
One California Street
San Francisco, California 94111
Relationship: Adviser
Estimated Fees: \$20,000

Ice Miller LLP
One American Square, Suite 3100
Indianapolis, Indianapolis 46282
Relationship: Attorney
Estimated Fees: \$150,000

Kay Management Associates P.O. Box 906 South Windsor, Connecticut 06074 Relationship: Advisor Estimated Fees: \$25,000

LAZ Parking Inc.
Services 15 Lewis Street
Hartford, Connecticut 06103
Relationship: Operator
Estimated Fees: \$250,000

Ernst & Young LLP 5 Times Square New York, New York 10036 Relationship: Adviser Estimated Fees: \$135,000

Freshfields Bruckaus Deringer LLP 520 Madison Avenue
New York, New York 10022
Relationship: Attorney
Estimated Fees: \$1,000,000

Desman Associates Inc. 20 North Clark Street, 4th Floor Chicago, Illinois 60602 Relationship: Adviser Estimated Fees: \$150,000

Madison Energy Group, LLC 255 Main Street, Suite 30 Hartford, Connecticut 06106 Relationship: Advisor Estimated Fees: \$15,000

Transwestern Commercial 17 East Monroe Street Chicago, Illinois 60603 Relationship: Adviser Estimated Fees: \$15,000

### Attachment II.B.1.a (Holdings)

#### **DIRECTORS**

William J. Forsell Harvey B. Mogenson

### **OFFICERS**

Harvey B. Mogenson R. Putnam Coes III Noel Langlois Eric J. Marmoll Lorraine Maruffi Louis A. Palladino, Jr. Walter E. Rein Bruce R. Sandberg Elliot Tannenbaum W. Gary Beeson

Charlene R. Herzer Susan M. Krause William J. Forsell

Jacqueline T. Brody

#### Title

Director Director

#### Title

President
Vice President
Secretary
Assistant Secret

Assistant Secretary Assistant Secretary Vice President Treasurer

Assistant Treasurer

## CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

# SECTION I -- GENERAL INFORMATION

Morgan Stanley	
Check ONE of the following three boxes:	
Indicate whether Disclosing Party submitting 1. [] the Applicant OR	this EDS is:
2. [x] a legal entity holding a direct or indi	irect interest in the Applicant. State the legal name of the lds an interest: Chicago Loop Parking, LLC
3. [] a specified legal entity with a right of the entity in which Disclosing Party hold	of control (see Section II.B.1.b.) State the legal name of ds a right of control:
B. Business address of Disclosing Party:	1585 Broadway
	New York, NY 10036
D. Name of contact person: Peter Voge	
3. Federal Employer Identification No. (if you	have one):
F. Brief description of contract, transaction or which this EDS pertains. (Include project num	other undertaking (referred to below as the "Matter") to aber and location of property, if applicable):
F. Brief description of contract, transaction or which this EDS pertains. (Include project num	iber and location of property, if applicable):
Chicago Downtown Parking Sys	ber and location of property, if applicable):
Chicago Downtown Parking Sys  G. Which City agency or department is request	ber and location of property, if applicable):

# SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF DISCLOSING PARTY

1. Indicate the nature of the Disclosing Pa	artv.
[] Person	[] Limited liability company*
[] Publicly registered business corporation	[] Limited liability partnership*
[] Privately held business corporation	[] Joint venture*
[] Sole proprietorship	[] Not-for-profit corporation
[] General partnership*	(Is the not-for-profit corporation also a 501(c)(3))?
[ ] Limited partnership*	[] Yes [] No
[] Trust	[X] Other (please specify)
	Holding Company
* Note B.1.b below.	
2. For legal entities, the state (or foreign c	country) of incorporation or organization, if applicable:
	ound)) of moorporation of organization, if applicable.
Delaware	
3. For legal entities not organized in the State of Illinois as a foreign ent  [] Yes  [X] No	tate of Illinois: Has the organization registered to do tity?  [] N/A
B. IF THE DISCLOSING PARTY IS A LEGA	AL ENTITY:
For not-for-profit corporations, also list below	es of all executive officers and all directors of the entity all members, if any, which are legal entities. If there are asts, estates or other similar entities, list below the legal
Name	Title
See Exhibit A	

1.b. If you checked "General partnership," "Limited partnership," "Limited liability company," "Limited liability partnership" or "Joint venture" in response to Item A.1. above (Nature of Disclosing Party), list below the name and title of each general partner, managing member, manager or

Name		Title
indirect beneficial	nterest (including ownership) in	ncerning each person or entity having a direct or excess of 7.5% of the Disclosing Party. Examples
interest of a member estate or other simil	er or manager in a limited liability lar entity. If none, state "None."	artnership interest in a partnership or joint venture, y company, or interest of a beneficiary of a trust,  NOTE: Pursuant to Section 2-154-030 of the
from any applicant	which is reasonably intended to a	e City may require any such additional information achieve full disclosure.
Name	Business Address	Percentage Interest in the Disclosing Party
der item 2(e) of the DS) promulgated pure tate Street") is not ass of other third make periodic filichange Act". A cop	ot required to separately file a party investors. "Under the Rulings with the federal Securities y of SEC schedule 13G filed on I is attached. No individual und	
SECTION III BI	USINESS RELATIONSHIPS V	VITH CITY ELECTED OFFICIALS
Has the Disclosin Code, with any City	g Party had a "business relations elected official in the 12 months	hip," as defined in Chapter 2-156 of the Municipal before the date this EDS is signed?
[] Yes	[x] No	
f yes, please identif elationship(s):	y below the name(s) of such City	elected official(s) and describe such

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 whet retained or ant to be retained)	her Add icipated	iness Iress	Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated)
(Add sheets if	necessary)			
[x] Check here entities.	if the Disclosing	g party has no	ot retained, nor expects to retain, a	ny such persons or
SECTION V -	- CERTIFICA	<b>FIONS</b>		
A. COURT-OF	RDERED CHIL	D SUPPORT	Г COMPLIANCE	
Under Munic the City must re contract.	cipal Code Secti emain in complia	on 2-92-415 ance with the	, substantial owners of business en eir child support obligations throug	tities that contract with hout the term of the
Has any person arrearage on any	who directly or child support o	indirectly ov	vns 10% or more of the Disclosing y any Illinois court of competent ju	Party been declared in risdiction?
[]Yes	[] No	[x] No per	rson owns 10% or more of the Disc	losing Party.
If "Yes," has the	e person entered compliance with	into a court- that agreem	approved agreement for payment of ent?	of all support owed and
[]Yes	[]No			

#### 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;

• any responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Applicable Party or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Applicable Party, nor any Affiliated Entity of either the Disclosing Party or any Applicable Party nor any Agents have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party'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).
- 3. Neither the Disclosing Party, Affiliated Entity or Applicable Party, 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.
- 4. 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.
- 5. The Disclosing Party understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

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:

Morgan Stanley is currently involved with litigation brought by Coleman (Parent) Holdings Inc. This action alleges, among other things, that Morgan Stanley aided and abetted fraud in connection with Coleman's merger with Sunbeam, Inc. in 1998. Morgan Stanley is currently appealing the lower court verdict. In addition, Morgan Stanley recently entered into a settlement with the SEC, NASD and NYSE related to production of e-mail in the research analyst and IPO investigations.

For further descriptions of these and other significant legal matters involving Morgan Stanley and affiliates, please refer to Morgan Stanley's Annual Report on Form 10K for the fiscal year ended November 30, 2005 and Morgan Stanley's 2006 Quarterly Reports on Form 10Q. Morgan Stanley does not believe that any of the aforementioned matters will have a material impact on the Applicant's ability to acquire and operate the parking garage.

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)

[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 Mun	cipal Code, explain here (attach a	dditional pages if necessary):
If the letters "NA conclusively pres	" the word "None," or no response umed that the Disclosing Party cer	e appears on the lines above, it will be tified to the above statements.
D. CERTIFICAT	ION REGARDING INTEREST I	N CITY BUSINESS
Any words or term meanings when us	ns that are defined in Chapter 2-15 sed in this Part D.	66 of the Municipal Code have the same
1. In accordant of the City have a entity in the Matte	financial interest in his or her owr	Municipal Code: Does any official or employee name or in the name of any other person or
[] Yes	[x] No	
Item D.1., proceed	to Part E.	to Items D.2. and D.3. If you checked "No" to
elected official or any other person of for taxes or assessi City Property Salo	employee shall have a financial in r entity in the purchase of any prop nents, or (iii) is sold by virtue of le	ive bidding, or otherwise permitted, no City terest in his or her own name or in the name of perty that (i) belongs to the City, or (ii) is sold regal process at the suit of the City (collectively, ken pursuant to the City's eminent domain powering of this Part D.
Does the Matter in	volve a City Property Sale?	
[]Yes	[] No	
3. If you check officials or employed	ed "Yes" to Item D.1., provide the ees having such interest and identi	names and business addresses of the City fy the nature of such interest:
lame	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

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.

	1. The Disclosing Party verifies that (a) the Disclosing Party has searched any and all record 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 four 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):

(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.

If the Matter is federally funded and any funds other than federally appropriated funds have been or will be paid to any person or entity for influencing or attempting 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 Matter, the Disclosing Party must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at http://www.whitehouse.gov/omb/grants/sflllin.pdf, linked on the page http://www.whitehouse.gov/omb/grants/forms.html.

- 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	g Party the Applicant?
[]Yes	[] No
If "Yes," answer	the three questions below:
1. Have you applicable federa	developed and do you have on file affirmative action programs pursuant to l regulations? (See 41 CFR Part 60-2.) [] No
Conduct Compile	filed with the Joint Reporting Committee, the Director of the Office of Federal ance Programs, or the Equal Employment Opportunity Commission all reports due ble filing requirements?  [] No
3. Have you equal opportunity	participated in any previous contracts or subcontracts subject to the clause?
[]Yes	[ ] No
If you checked "N	lo" to question 1. or 2. above, please provide an explanation:
SECTION VII COMPLIANCE,	ACKNOWLEDGMENTS, CONTRACT INCORPORATION, PENALTIES, DISCLOSURE
The Disclosing Pa	rty understands and agrees that:
Tooks and the perso	and filing this EDS, the Disclosing Party acknowledges and agrees, on behalf of ns or entities named in this EDS, that the City may investigate the some or all of the persons or entities named in this EDS.
B. The certificatio	ns, disclosures, and acknowledgments contained in this EDS will become part of

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.

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.

D. 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, void or voidable), 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.

E. 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.

F. 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.

The Disclosing Party represents and warrants that:

G. The Disclosing Party has not withheld or reserved any disclosures as to economic interests in the Disclosing Party, or as to the Matter, or any information, data or plan as to the intended use or purpose for which the Applicant seeks City Council or other City agency action.

For purposes of the certifications in H.1. and H.2. below, the term "affiliate" means any 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

- H.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 affiliates 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.
- H.2 If the Disclosing Party is the Applicant, the Disclosing Party and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the Matter for the duration of time that such facility remains on the list.

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.

Morgan Stanley	Date:	9/29/08
(Print or type name of Disclosing Party)		
By:  Musuffy		
(sign here)		
Peter R. Vogelsang		
(Print or type name of person signing)		
Anthorized Signatory (Print or type title of person signing)		
Signed and sworn to before me on (date) _at _Cook _ County, _Illinois	9/29/06 (state).	_, by Peter R. Vogelsang
( Joann ( ) (ulston	Notary Public.	ş
Commission expires: $3/15/08$	•	OFFICIAL SEAL JOANN CLARKSTON NOTARY PUBLIC - STATE OF BLINOIS MY COMMISSION EXPIRES:03/15/08

#### **EXHIBIT A**

#### **BOARD OF DIRECTORS**

John J. Mack

Roy J. Bostock

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#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

#### SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 ANNUAL FILING

MORGAN STANLEY
(NAME OF ISSUER)
COMMON STOCK
(TITLE CLASS OF SECURITIES)
617446448
(CUSIP NUMBER)
12/31/2005
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

- (X) RULE 13D-1(B)
- () RULE 13D-1(C).
- () RULE 13D-1(D)

*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT CONTAINING INFORMATION WHICH WOULD ALTER THE DISCLOSURES PROVIDED IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED IN THE REMAINDER OF THIS COVER PAGE SHALL NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

CUSIP NO. 617446448

SCHEDULE 13G

PAGE 2 OF 5 PAGES

- NAME OF REPORTING PERSON
   SS OR IRS IDENTIFICATION NO. OF PERSON
   STATE STREET BANK AND TRUST COMPANY, ACTING IN VARIOUS FIDUCIARY
   CAPACITIES. 04-1867445
- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP. *

NOT APPLICABLE

A __

- SEC USE ONLY
- 4. CITIZENSHIP OR PLACE OF ORGANIZATION BOSTON, MASSACHUSETTS
- 5. SOLE VOTING POWER 29,244,065 SHARES

- 6. SHARED VOTING POWER 59,538,325 SHARES
- 7. SOLE DISPOSITIVE POWER 0 SHARES
- 8. SHARED DISPOSITIVE POWER 88,782,390 SHARES
- AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 88,782,390 SHARES
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

NOT APPLICABLE

- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.4%
- 12. TYPE OF REPORTING PERSON*

BK

SCHEDULE 13G

PAGE 3 OF 5 PAGES

ITEM 1.

- (A) NAME OF ISSUER
  MORGAN STANLEY
- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1585 BROADWAY NEW YORK, NY 10036

ITEM 2.

- (A) NAME OF PERSON FILING
  STATE STREET BANK AND TRUST COMPANY, TRUSTEE
- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

225 FRANKLIN STREET, BOSTON, MA 02110

(C) CITIZENSHIP

BOSTON, MASSACHUSETTS

(D) TITLE OF CLASS OF SECURITIES

COMMON STOCK

(E) CUSIP NUMBER

617446448

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

(B) _X_ BANK AS DEFINED IN SECTION 3(A)(6) OF THE ACT

SCHEDULE 13G

PAGE 4 OF 5 PAGES

ITEM 4. OWNERSHIP

(A) AMOUNT BENEFICIALLY OWNED

88,782,390 SHARES

(B) PERCENT OF CLASS

8.4%

- (C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
  - (I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE 29,244,065 SHARES
- (II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE 59,538,325 SHARES
- (III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF O SHARES
- (IV) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF 88,782,390 SHARES
- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.
  - 1) MORGAN STANLEY UNIVERSAL TRUST AND
  - 2) SUPPLEMENTAL RETIREMENT PLAN II = 5.65%
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

NOT APPLICABLE

- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

  NOT APPLICABLE
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

SCHEDULE 13G PAGE 5 OF 5 PAGES

ITEM 10. CERTIFICATION

THE FOLLOWING CERTIFICATION SHALL BE INCLUDED IF THE STATEMENT IS FILED PURSUANT TO RULE 13D-1(B):

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

THIS REPORT IS NOT AN ADMISSION THAT STATE STREET BANK AND TRUST COMPANY IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY THIS REPORT, AND STATE STREET BANK AND TRUST COMPANY EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN PURSUANT TO RULE 13D-4.

#### SIGNATURE

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

14 FEBRUARY 2006

STATE STREET CORPORATION
STATE STREET BANK AND TRUST COMPANY,
TRUSTEE

/s/ SUSAN C. DANIELS VICE PRESIDENT