

**ILLINOIS FINANCE AUTHORITY  
VARIABLE RATE DEMAND REVENUE BONDS, SERIES 2007A  
(PLANNED PARENTHOOD/CHICAGO AREA PROJECT)**

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**Date and Time of Closing:** May 24, 2007 at 9:00 a.m.

**Preclosing:** May 23, 2007 at 11:00 a.m.

**Place of Closing:** Katten Muchin Rosenman LLP  
525 West Monroe Street  
Chicago, Illinois 60661

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**Terms Used Herein:**

Borrowers:	Planned Parenthood (“PP”) Gemini Office Development LLC (“Gemini”), (both, the “Borrowers”)
21st Century Office Development, LLC	(“21st Century”)
Issuer:	Illinois Finance Authority (“IFA”)
Bank and Tender Agent:	Charter One Bank, N. A. (“Charter One”)
Trustee:	Amalgamated Bank of Chicago (“Amalgamated”)
Underwriter and Remarketing Agent:	RBC Dain Rauscher Inc. (“RBC”)
Counsel to the Issuer	Kevin M. Cahill, Esq. (“Cahill”)
Counsel to the Bank	Chapman and Cutler LLP (“Chapman/B”)
Special Counsel to the Borrowers	Sonnenschein Nath & Rosenthal LLP (“Sonnenschein”)
Underwriter’s Counsel	Chapman and Cutler LLP (“Chapman/U”)
Bond Counsel	Katten Muchin Rosenman LLP (“Katten”)
Rating Agency	Moody’s Investment Service (“Moody’s”)

## LIST OF CLOSING DOCUMENTS

### I. BASIC DOCUMENTS

1. Trust Indenture, dated as of May 1, 2007 (the “*Indenture*”), between the Issuer and the Trustee. (Katten)
2. Loan Agreement, dated as of May 1, 2007 (the “*Loan Agreement*”), between the Issuer and the Borrowers. (Katten)
3. Specimen Promissory Note, dated the date of delivery of the Bonds (the “*Note*”), from the Borrowers to the Issuer. (Katten)
4. Bond Purchase Agreement, dated May 23, 2007 (the “*Bond Purchase Agreement*”), among the Issuer, the Borrowers and the Underwriter. (Chapman/U)
5. Specimen Bond. (Katten)
6. Specimen Irrevocable Letter of Credit (the “*Letter of Credit*”), issued by the Bank in favor of the Trustee. (Chapman/B)
7. Reimbursement Agreement, dated as of May 1, 2007 (the “*Reimbursement Agreement*”), between the Bank and the Borrowers. (Chapman/B)
8. Remarketing Agreement, dated as of May 24, 2007 (the “*Remarketing Agreement*”), between the Remarketing Agent and the Borrowers. (Chapman/U)]
9. Official Statement, dated May 16, 2007, relating to the Bonds. (Chapman/U)
10. Tax Compliance Agreement, dated May 24, 2007, among the Issuer, the Borrowers and the Trustee, including as Exhibits the following: (Katten)
  - A. Definitions
  - B. Description of Bonds
  - C. Planned Parenthood’s 501(c)(3) Determination Letter
  - D. Bond Purchaser’s Certificate
  - E. Form 8038
  - F. Form of Excess Earnings Report
  - G. Bank’s Certificate
  - H. Form of Investment Certificates
  - I. Publisher’s Affidavit and Transcript of Public Hearing
  - J. Approval of Elected Representative
  - K. Qualified 501(c)(3) Bond Tests
  - L. Reimbursement Proceeds
  - M. Rebate Elections
  - N. Financial Statements of Corporation
  - O. Campaign Literature

- P. Projected Draw Down Schedules
- Q. Weighted Average Economic Life of New Money Project
- R. Amortization Schedule

## **II. ISSUER DOCUMENTS**

- 11. General Certificate of the Issuer, including as Exhibits the following: (Katten)
  - A-1. Bond Resolution
  - A-2. Notice of meeting
  - B. List of Members and Officers as of the date of the Bond Resolution and Incumbency Certificate
  - C. Appointment and confirmation
  - D. Certified copy of By-laws
- 12. UCC-1 Financing Statement of the Authority, as Debtor, with the Trustee and Bank, as Secured Parties, and of PP and Gemini as Debtors with the Trustee and the Bank as Secured Parties.

## **III. BORROWERS DOCUMENTS**

- 13. Certificate of PP, including as Exhibits the following: (Katten/Sonnenschein)
  - A. Articles of Incorporation (PP)
  - B. By-Laws (PP)
  - C. Certificate of Good Standing (PP)
  - D. 501(c)(3) Determination Letter (PP)
  - E. Authorizing Resolution (PP)
- 14. Certificate of Gemini, including as Exhibits the following: (Katten/Sonnenschein)
  - A. Articles of Organization (Gemini)
  - B. Articles of Organization (21st Century)
  - C. Certificate of Good Standing (Gemini)
  - D. Certificate of Good Standing (21st Century)
  - E. Operating Agreement (Gemini)
  - F. Operating Agreement (21st Century)
  - G. Authorizing Resolution (PP)

## **IV. BANK DOCUMENTS**

- 15. Incumbency Certificate of the Bank. (Chapman/B)
- 16. Incumbency Certificate of the Bank with respect to the Letter of Credit. (Chapman/B)

**V. TRUSTEE DOCUMENTS**

17. Closing Certificate of the Trustee, including as Exhibits (Amalgamated):
  - A. Evidence of the Trustee's trust powers.
  - B. Certified copy of an extract of By-laws authorizing certain officers to act on behalf of the Trustee.
18. Receipt for Bond Proceeds. (Amalgamated)

**VI. REVOLVING NOTE PAYMENT DOCUMENTS**

19. Copy of Charter One Bank, N.A. Revolving Note. (Katten)
20. Charter One Bank, N.A. Pay-Off Letter. (Katten/Charter One)
21. Charter One Bank, N.A. Receipt for Payment of Pay-Off amount. (Katten/Charter One)
22. Cancelled Revolving Note. (Charter-One)

**VII. OPINIONS OF COUNSEL**

23. Opinion of Bond Counsel. (Katten)
24. Supplemental Opinion of Bond Counsel. (Katten)
25. Opinion of Special Counsel to Borrowers. (Sonnenschein)
26. Opinion of Issuer's Counsel. (Cahill)
27. Opinion of Underwriter's Counsel. (Chapman/U)
28. Opinion of Counsel to the Bank. (Chapman/B)

**VIII. MISCELLANEOUS DOCUMENTS**

29. Receipt for the Bonds executed by the Underwriter. (Katten)
30. Certificate of the Remarketing Agent. (Katten)
31. DTC Letter of Representations. (Katten)
32. Rating Letter. (Katten/Moody's)
33. Requisition Certificate for Project Fund. (Katten)
34. Omitted
35. Blue Sky Memorandum. (Chapman/U)

**IX. ADDITIONAL ITEMS REQUIRED BY REIMBURSEMENT AGREEMENT**

36. Construction contract for the Project. (Borrowers/Sonnenschein)
37. Certified copy of the Project Budget and construction schedule. (Borrowers/Sonnenschein)
38. Permits, Licenses and Certificates, if any.
39. Certificates of Insurance.