

RECEIVED  
SECRETARY OF STATE  
UNIFORM COMM CODE DIV.

**UCC FINANCING STATEMENT**

2014 OCT -7 PM 1:13

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) <b>Manatt, Phelps &amp; Phillips, LLP</b> 7 Times Square, 23rd Floor New York, NY 10036 Attention: Peter F. Olberg, Esq.

UCU110/07/14:01:9418:  
20.00 CCI  
SOSIL 13:40 19700534 FS

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here  and provide the Individual Debtor Information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME <b>IFF Pay for Success I, LLC</b>				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
<b>1 North LaSalle Street, Suite 700</b>	<b>Chicago</b>	<b>IL</b>	<b>60602</b>	<b>USA</b>

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here  and provide the Individual Debtor Information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME <b>Goldman Sachs Social Impact Fund, L.P.</b>				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
<b>200 West Street</b>	<b>New York</b>	<b>NY</b>	<b>10282</b>	<b>USA</b>

4. COLLATERAL: This financing statement covers the following collateral:  
**See Exhibit A attached hereto.**

5. Check only if applicable and check only one box: Collateral is  held in a Trust (see UCC1Ad, item 17 and Instructions)  being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:  
 Public-Finance Transaction  Manufactured-Home Transaction  A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:  
 Agricultural Lien  Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable):  Lessee/Lessor  Consignee/Consignor  Seller/Buyer  Bailee/Bailor  Licensee/Licenser

8. OPTIONAL FILER REFERENCE DATA:  
**GSSIF-Chicago SIB, Pledge and Security Agreement**

45175828

**COPY**

# UCC FINANCING STATEMENT ADDITIONAL PARTY

## FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing Statement; if line 1b was left blank because Individual Debtor name did not fit, check here

18a. ORGANIZATION'S NAME <b>IFF Pay for Success I, LLC</b>	
OR	
18b. INDIVIDUAL'S SURNAME	
FIRST PERSONAL NAME	
ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

19. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a. ORGANIZATION'S NAME			
OR			
19b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
19c. MAILING ADDRESS	CITY	STATE	POSTAL CODE COUNTRY

20. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

20a. ORGANIZATION'S NAME			
OR			
20b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
20c. MAILING ADDRESS	CITY	STATE	POSTAL CODE COUNTRY

21. ADDITIONAL DEBTOR'S NAME: Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

21a. ORGANIZATION'S NAME			
OR			
21b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
21c. MAILING ADDRESS	CITY	STATE	POSTAL CODE COUNTRY

22.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (22a or 22b)

22a. ORGANIZATION'S NAME <b>The Northern Trust Company</b>			
OR			
22b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
22c. MAILING ADDRESS <b>50 South LaSalle Street</b>	CITY <b>Chicago</b>	STATE <b>IL</b>	POSTAL CODE COUNTRY <b>60603 USA</b>

23.  ADDITIONAL SECURED PARTY'S NAME or  ASSIGNOR SECURED PARTY'S NAME: Provide only one name (23a or 23b)

23a. ORGANIZATION'S NAME <b>Pritzker Family Foundation</b>			
OR			
23b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
23c. MAILING ADDRESS <b>111 South Wacker Drive, Suite 4000</b>	CITY <b>Chicago</b>	STATE <b>IL</b>	POSTAL CODE COUNTRY <b>60606 USA</b>

24. MISCELLANEOUS:

**EXHIBIT A**  
**DESCRIPTION OF COLLATERAL**

**DEBTOR:** IFF Pay for Success I, LLC  
**SECURED PARTIES:** Goldman Sachs Social Impact Fund, L.P.  
The Northern Trust Company  
Pritzker Family Foundation

Debtor hereby collaterally sells, assigns, mortgages, hypothecates, conveys, transfers and grants to Senior Lenders a first priority lien and security interest in and to, and to Subordinate Lender a second lien and security interest in and to:

All of the Debtor's present and future rights, title and interests in and to the rights and interests described below (all of which is collectively called the "**Collateral**"):

- (a) the Designated Accounts effective when and as the same shall be established;
- (b) all rights of Debtor in, to and under the City PFS Agreement effective when and as the same shall be executed by the parties thereto;
- (c) all rights of Debtor as Assignee under and pursuant to the Intergovernmental Agreement effective when and as the same shall be executed by the parties thereto; and

For purposes of this financing statements the following terms shall have the following meanings:

"City PFS Agreement" means that certain pay for success agreement between Debtor and the City of Chicago.

"Designated Accounts" means the deposit accounts established at BMO Harris Bank, N.A and maintained by IFF Pay for Success I, LLC.

"Intergovernmental Agreement" means that certain intergovernmental agreement between Child Parents Center, an unincorporated division of the Board of Education of the City of Chicago, and the City of Chicago.

"Senior Lenders" means, collectively, Goldman Sachs Social Impact Fund, L.P. and The Northern Trust Company.

"Subordinate Lender" means Pritzker Family Foundation.