Initial Project Financing Agreements and Financing Assignments

1. Indenture of Trust, dated as of July 1, 2012, between Virginia Small Business Financing Authority (the “Issuer”) and U.S. Bank National Association (the “Trustee”).

2. Loan Agreement, dated as of July 1, 2012, between Virginia Small Business Financing Authority (the “Issuer”) and 95 Express LLC (the “Borrower”).

3. Collateral Agency and Account Agreement dated as of July 1, 2012, by and among 95 Express LLC (the “Borrower”), U.S. Bank National Association (the “Trustee”) and U.S. Bank National Association (the “Collateral Agent” and the “Securities Intermediary”).

4. Subordination and Intercreditor Agreement, dated as of November 20, 2012, by and among the United States Department of Transportation acting by and through the Federal Highway Administrator (the “TIFIA Lender”), U.S. Bank National Association (the “Trustee”) and U.S. Bank National Association (the “Collateral Agent”).

5. Security Agreement, dated as of July 1, 2012, between 95 Express LLC (the “Grantor”) and U.S. Bank National Association (the “Collateral Agent”).

6. Transurban Membership Interest Pledge Agreement, dated as of July 1, 2012 between DRIVe Investments USA LLC (the “Pledgor”) and U.S. Bank National Association (the “Collateral Agent”).

7. Fluor Membership Interest Pledge Agreement, dated as of July 1, 2012, between Fluor Enterprises, Inc. (the “Pledgor”) and U.S. Bank National Association (the “Collateral Agent”).

8. Equity Funding Agreement, dated as of July 1, 2012, by and among DRIVe USA Investments LLC (the “DRIVe Member”), 95 Express LLC (the “Borrower”) and U.S. Bank National Association (the “Collateral Agent”).

9. Equity Funding Agreement, dated as of July 1, 2012, by and among between Fluor Enterprises, Inc. (the “Fluor Member”), 95 Express LLC (the “Borrower”) and U.S. Bank National Association (the “Collateral Agent”).


11. Fluor Equity Funding Guaranty, dated as of July 1, 2012, by and among Fluor Corporation (the “Fluor Guarantor”), 95 Express LLC (the “Borrower”) and U.S. Bank National Association (the “Collateral Agent”).
395 Project Financing Agreements and Financing Assignments

1. First Supplemental Indenture of Trust between Virginia Small Business Financing Authority (the “Issuer”) and U.S. Bank National Association (the “Trustee”).

2. First Amendment to Loan Agreement between Virginia Small Business Financing Authority (the “Issuer”) and 95 Express Lanes LLC (the “Borrower”).

3. Second Amended and Restated Collateral Agency and Account Agreement by and among 95 Express Lanes LLC (the “Borrower”), U.S. Bank National Association, as trustee (the “Trustee”), and U.S. Bank National Association, as collateral agent (the “Collateral Agent”) and as securities intermediary (the “Securities Intermediary”).

4. Amended and Restated Subordination and Intercreditor Agreement by and among U.S. Bank National Association, as trustee (the “Trustee”), United States Department of Transportation, acting by and through the Executive Director of the Build America Bureau, replacing the Federal Highway Administrator as successor in delegation of authority to act (the “TIFIA Lender”), Virginia Resources Authority, as manager of Virginia Transportation Infrastructure Bank (the “VTIB Lender”), and U.S. Bank National Association, as collateral agent (the “Collateral Agent”).

5. Amendment No. 1 to TIFIA Loan Agreement by and between 95 Express Lanes LLC (the “Borrower”) and United States Department of Transportation, acting by and through the Executive Director of the Build America Bureau, replacing the Federal Highway Administrator as successor in delegation of authority to act (the “TIFIA Lender”).

6. VTIB Loan Agreement by and between 95 Express Lanes LLC (the “Borrower”) and Virginia Resources Authority, as manager of Virginia Transportation Infrastructure Bank (the “VTIB Lender”).

7. Transurban Membership Interest Pledge Agreement between Transurban Express Lanes LLC (the “Pledgor”) and U.S. Bank National Association (the “Collateral Agent”).

8. Amended and Restated Transurban Drive Membership Interest Pledge Agreement between DRIVe Investments USA LLC (the “Pledgor”) and U.S. Bank National Association (the “Collateral Agent”).

9. Equity Funding Agreement by and among DRIVe USA Investments LLC (the “DRIVe Member”), 95 Express Lanes LLC (the “Borrower”) and U.S. Bank National Association (the “Collateral Agent”).

10. Equity Funding Agreement by and among Transurban Express Lanes LLC (the “TEL Member”), 95 Express Lanes LLC (the “Borrower”) and U.S. Bank National Association (the “Collateral Agent”).

11. Equity Funding Guaranty by and among Transurban Holdings Limited (“Holdings”), Transurban International Limited (“International”) and Transurban Infrastructure Management Limited in its capacity as responsible entity of the Transurban Holding Trust (“Trust”), 95 Express LLC (the “Borrower”), and U.S. Bank National Association (the “Collateral Agent”).
Fred Ex Project Financing Agreements and Financing Assignments

1. Equity Funding Agreement by and among Transurban Express Lanes LLC, 95 Express Lanes LLC and U.S. Bank National Association.

2. Equity Funding Guaranty by and among Transurban Holdings Limited, Transurban International Limited and Transurban Infrastructure Management Limited in its capacity as responsible entity of the Transurban Holding Trust, 95 Express LLC, and U.S. Bank National Association.