



00133290

TICOR TITLE INSURANCE

Ticor # 454215 1 All Boxes

CERTIFICATION

I, DANIEL K. WILBERG, A SENIOR ADVISORY TITLE OFFICER FOR TICOR TITLE INSURANCE COMPANY, HEREBY CERTIFY AS FOLLOWS:

1. ATTACHED AS EXHIBIT A IS A CERTIFIED COPY OF THE MOTION DATED MARCH 5, 1998 ENTERED IN THE NOTED BANKRUPTCY PROCEEDING FOR MONTGOMERY WARD HOLDING CORP., ET AL.

2. ATTACHED AS EXHIBIT B IS A CERTIFIED COPY OF THE ORDER DATED MARCH 31, 1998 ENTERED IN SAID PROCEEDING REJECTING SAID DEBTOR'S LEASES WHICH WERE SPECIFIED IN EXHIBIT A HEREOF.

ONE OF THE LEASES SO REJECTED RELATED TO PROPERTY IN LANSING, ILLINOIS. THE FOLLOWING EXHIBITS ARE NOT PART OF THE AFORESAID MOTION OR ORDER, BUT ARE SET FORTH HERE SO AS TO BETTER DESCRIBE THE SUBJECT LEASED PREMISES IN LANSING, ILLINOIS AND, AS A RESULT, EVIDENCE THE REJECTION OF SAID LEASE OF RECORD IN COOK COUNTY, ILLINOIS.

3. ATTACHED AS EXHIBIT C IS A RECITATION OF THE RECORD ORIGIN OF THE SUBJECT LEASE AND OF PERTINENT SUBSEQUENTLY RECORDED INSTRUMENTS ASSIGNING AMENDING, ETC. SAID LEASE.

4. THE RECORDED LEASE AND SUBSEQUENT RECORDED INSTRUMENTS AS TO IT BORE A LEGAL DESCRIPTION FOR WHAT CAME TO BE COMMONLY KNOWN AS THE LANSING LANDINGS SHOPPING CENTER. DUE TO VERY POOR QUALITY SUCH LEGAL DESCRIPTION IS NOT SUSCEPTIBLE TO CLEAR REPRODUCTION. HOWEVER, ATTACHED AS EXHIBIT D IS A CURRENT LEGAL DESCRIPTION FOR THE WHOLE OF SAID SHOPPING CENTER, TO INCLUDE THE AFFECTED PERMANENT INDEX NUMBERS.

DATED: FEBRUARY 21, 2000

DANIEL K. WILBERG

PREPARED BY DANIEL K. WILBERG, TICOR TITLE INSURANCE COMPANY, 203 N. LASALLE STREET, CHICAGO, IL 60601.

Box 15  
DKW



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Hearing Date: 3/31/98 @ 2:00 p.m.  
(Negative Notice)

Objection Deadline: 3/16/98 @ 4:00 p.m.

## UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

IN RE: : Chapter 11  
: :  
Montgomery Ward Holding Corp., : Case No. 97-1409 (PJW)  
a Delaware corporation, et al., : :  
: Jointly Administered  
Debtors. : :

### MOTION OF DEBTORS AND DEBTORS IN POSSESSION FOR AN ORDER AUTHORIZING REJECTION OF NONRESIDENTIAL REAL PROPERTY LEASES (KLAFF) PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE

The above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby request the entry of an order authorizing the rejection of nonresidential real property leases (the "Leases") by and between Montgomery Ward & Co., Incorporated ("Montgomery Ward") and the Lessors listed on Exhibit A hereto (the "Lessors") pursuant to section 365 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"). These Leases relate to property used by Montgomery Ward as retail stores (the "Stores"). In support of this Motion, the Debtors respectfully represent as follows:

#### Background

1. On July 7, 1997 (the "Petition Date"), the Debtors commenced their respective reorganization cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly.

RLF3-1005433-1

CERTIFIED:  
AS A TRUE COPY: 3/19/98  
ATTEST:  
STEPHEN D. TAYLOR, CLERK  
U.S. BANKRUPTCY COURT

BY

Deputy Clerk

**EXHIBIT A**

1813

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2019-07-11 14:14

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EXHIBIT A

CLERK OF SUPERIOR COURT  
STEPHEN D. TAYLOR, CLERK  
STATE OF ILLINOIS  
ATTEST  
UNOFFICIAL COPY  
DATE: 07/11/2019

Deputy Clerk

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2. The Debtors are continuing in possession of their respective properties and are operating and managing their businesses, as debtors in possession, pursuant to sections 1107 and 1108 of the Bankruptcy Code.

3. On July 18, 1997, the United States trustee for the District of Delaware (the "United States Trustee") appointed a statutory committee of unsecured creditors in these chapter 11 cases (the "Creditors' Committee") pursuant to section 1102 of the Bankruptcy Code.

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

5. Montgomery Ward Holding Corp. ("MW Corp.") and Montgomery Ward, the wholly owned subsidiary of MW Corp., are engaged in retail merchandising and direct response marketing in the United States.

6. Founded in 1872, Montgomery Ward is one of the largest retail merchandising organizations in the United States. Montgomery Ward is among the nation's largest retailers of prominent name brand electronics, appliances, furniture and fine jewelry. Other major product offerings include apparel and automotive parts and services. Montgomery Ward operates 301 retail stores in 37 states (with approximately 23 million total square feet of selling space). In addition, Montgomery Ward operates six liquidation centers that sell overstock merchandise, 15 distribution facilities and 82 product service centers.

7. On February 11, 1998, Montgomery Ward entered into a certain Asset Purchase Agreement and Agreement with Respect to Leases, as amended (the "Agreement") with Klaff Realty, L.P. ("Klaff"). Klaff later assigned its rights under the Agreement to HK-MW, L.L.C. (the "Purchaser").

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8. The Agreement provides the Purchaser with the right to direct Montgomery Ward to reject its nonresidential real property leases. Pursuant to that authority, the Purchaser directed Montgomery Ward to reject the Leases on the list attached hereto as Exhibit B and incorporated herein by reference. The Stores have all been closed and, therefore, Montgomery Ward no longer needs the property subject to the Leases to operate its business.

## Relief Requested

9. The Debtors, pursuant to section 365 of the Bankruptcy Code, hereby seek the entry of an Order authorizing the rejection of the Leases.

10. Section 365(a) of the Bankruptcy Code provides that a debtor, "subject to the court's approval, may assume or reject an executory contract or an unexpired lease." See University Medical Center v. Sullivan (In re University Medical Center), 973 F.2d 1065, 1075 (3d Cir. 1992). The assumption or rejection of an unexpired lease by a debtor is subject to review under the business judgment standard. If the debtor's business judgment has been reasonably exercised, a court should approve the assumption or rejection. See, e.g., NLRB v. Bildisco and Bildisco, 465 U.S. 513, 523 (1984); Group of Institutional Investors v. Chicago, M. St. P., & P.R.R. Co., 318 U.S. 523 (1943); Sharon Steel Corp. v. National Fuel Gas Distribution, 872 F.2d 36, 39-40 (3d Cir. 1989); In re Minges, 602 F.2d 38, 42 (2d Cir. 1979); In re RLR Celestial Homes Inc., 108 B.R. 36, 46 (Bankr. S.D.N.Y. 1989); In re Fashion Two Twenty, Inc., 16 B.R. 784, 787 (Bankr. N.D. Ohio 1982).

11. In the Debtors' business judgment, it is in the best interests of Montgomery Ward's estate and creditors to reject the Leases. As set forth above, because the Stores have been closed and Montgomery Ward no longer plans to operate stores at the locations that are the subject of the Leases, Montgomery Ward no longer has any use for the Leases. Further, as set forth above, the Debtors sold the right to make the decision regarding the assumption and assignment or rejection

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of the Leases to Klaff who assigned this right to the Purchaser. The Purchaser has directed the Debtors to reject the Leases. Accordingly, the Debtors should be allowed to reject the Leases.

## Notice

12. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion has been given to (a) the United States Trustee, (b) counsel for the Creditors' Committee, (c) counsel for General Electric Capital Corporation, (d) the members of the official service list established in these chapter 11 cases, (e) the Lessors and (f) parties affiliated with the Lessors. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice need be given.

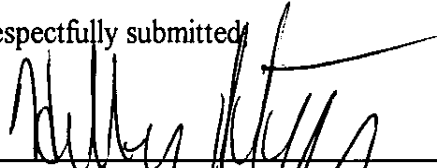
## No Prior Request

13. No previous request for the relief sought in this Motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request the Court enter an order, substantially in the form attached hereto as Exhibit C: (i) authorizing the rejection of the Leases and (ii) granting such other and further relief as the Court may deem just and proper.

Dated: March 5, 1998  
Wilmington, Delaware

Respectfully submitted,



Thomas L. Ambro (Atty No. 677)  
Daniel J. DeFranceschi (Atty No. 2732)  
Hillary C. Steinberg (Atty No. 3439)  
RICHARDS, LAYTON & FINGER  
One Rodney Square  
Wilmington, Delaware 19801  
(302) 658-6541

David S. Kurtz (IL 03126561)  
Jeffrey W. Linstrom (IL 06209380)  
JONES, DAY, REAVIS & POGUE  
77 West Wacker  
Chicago, Illinois 60601-1692  
(312) 782-3939

Richard M. Cieri, (OH 0032464)  
JONES, DAY, REAVIS & POGUE  
901 Lakeside Avenue  
Cleveland, Ohio 44114  
(216) 586-3939

ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION

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## EXHIBIT A

LESSOR	ATTORNEY	LEASE
Imperial Trust Company-F/B/O Acct 0111-0010-00 201 N. Figueroa Street, #610 Los Angeles, CA 90012 ATTN: Ken Meister/Bankers Trust Company Ph.: (213) 620-8335 Fax: (213) 975-1257	DeCarlo Connor Selvo 500 Virgil Avenue 4th Floor Los Angeles, CA 90020 ATTN: Pat Connor Ph.: (213) 738-7959	Hawthorne, CA
Narvid, Glickman, Harrison & Scott Trust Account c/o Michael Narvid 15060 Ventura Blvd., Suite 490 Sherman Oaks, CA 91403 Ph.: (818) 907-9896 Fax: (818) 907-9896		Hawthorne, CA
The Lincoln National Life Insurance c/o Lincoln Investment Management Corp. 200 East Berry Street Ft. Wayne, IN 4680 ATTN: Christine Konrath Fax: (219) 455-9729	Nea Gerber & Eisenberg 2 N. La Salle Street Suite 2100 Chicago, IL 60602 ATTN: Jill Ann Coleman Ph.: (312) 269-8094 Fax: (312) 269-1747	Victorville, CA



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LESSOR	ATTORNEY	LEASE
<p>Watch Holdings, LLC                      Casselberry Plaza                      c/o RMC Realty Companies Ltd.                      1733 W. Fletcher Ave.                      Tampa, FL 33612                      ATTN: Marcia Labrie                      Ph.: (813) 960-8154                      Fax: (813) 960-2596</p>	<p>Michelle Larson                      Andrews &amp; Kurth                      1717 Main St., Suite 1700                      Dallas, TX 75201                      Ph.: (214)659-4583                      Fax: (214) 659-4401</p> <p>With Notice To:                      Watch Holdings, LLC                      Casselberry Plaza                      c/o GE Capital Realty Group,                      Inc.                      Two Bent Tree Tower                      16479 Dallas Parkway,                      Suite 400                      Dallas, TX 75248-2661                      ATTN: Charles Cameal &amp;                      Legal Dept.                      and                      General Electric Capital Corp                      292 Long Ridge Road                      Stamford, CT 06927                      ATTN: Legal Operation --                      Comm. RE</p>	<p>Altamonte Springs, FL</p>
<p>Columbia National Bank of Chicago                      Trust #3987                      321 N. Clark Street                      Suite 900                      Chicago, IL 60610                      Fax: (312) 245-5033</p>	<p>Hollis and Johnson                      11 E. Adams Street                      Suite 501                      Chicago, IL 60603                      Ph.: (312) 427-0700                      Fax: (312) 427-8407</p>	<p>Aurora, IL</p>
<p>* Amalgamated Trust &amp; Savings                      Bank                      U/T #4951                      c/o 1st National Realty Management                      Co.                      415 N. LaSalle Street, Suite 200                      Chicago, IL 60610                      ATTN: Maria Goldstein                      Ph.: (312) 527-9818                      Fax: (312) 527-4664</p>	<p>Braun &amp; Rivkin Ltd.                      33 N. Dearborn Street                      Suite 500                      Chicago, IL 60602                      ATTN: Ira Helfcot                      Ph.: (312) 580-0001                      Fax: (312) 580-0828</p>	<p>Lansing, IL</p>

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LESSOR	ATTORNEY	LEASE
Lakehurst Dept. Store J.V. c/o Richard E. Jacobs & David Jacobs Group 25425 Center Ridge Road West Lake, OH 44145 ATTN: Bob Taylor Ph.: (440) 871-4800 Fax: (440) 892-2391	Robert A. Taylor-in house	Waukegan, IL
Ramco-Gershenson Inc. ATTN: VP Real Estate 27600 Northwestern Hwy., Ste. 200 Southfield, MI 48034 Fax: (810) 350-9925	Honigman Miller Schwartz and Cohn 2290 First National Building Detroit, MI 48226 Ph.: (313) 256-7740 Fax: (313) 256-4179	Sterling Heights, MI
4340 Multifoods Tower c/o Brookfield Development, Inc. City Center Associates L.P. 33 South Sixth Street Minneapolis, MN 55402 Ph.: (612) 372-1500 Fax: (612) 372-1510	Fredrikson & Byron, PA 1100 International Centre 200 Second Avenue Minneapolis, MN 55402 ATTN: John Koneck Ph.: (612) 347-7000 Fax: (612) 347-7077	Minneapolis, MN
Reklaw Partners, Inc. c/o Blue Chip Partners 675 Third Avenue New York, NY 10017 ATTN: Arthur Walker Ph.: (212) 661-0400 Fax: (212) 599-1450	Rubin H. Marcus Marcus, Borg, Rosenborg & Diamond 488 Madison Avenue New York, NY 10022 Ph.: (212) 755-7500	Kansas City, MO
Cadillac Fairview S/C, (US) LTD c/o Saratoga Mall Mgmt. Office 3035 Route 50 Saratoga Springs, NY 12866 Fax: (518) 587-1142	Bartlett, Pontiff, Stewart & Rhodes P.C. 1 Washington Street Glen Falls, NY 12801-2168 ATTN: Mark Lebowitz Ph.: (518) 792-2117 Fax: (518) 792-3309	Saratoga Springs, NY

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LESSOR	ATTORNEY	LEASE
Bellaire Capital Partnership, LP c/o Centeramerica Property Trust LP 3901 Bellaire Boulevard Houston, TX 77025 Fax: (713) 668-3394		Dallas/Wynnewood, TX
Juster Management Co. 303 South Broadway, Ste. 450 Tarrytown, N.Y. 10591-5410 ATTN: Gary Juster Ph.: (914) 524-7700 Fax: (914) 524-0322		Rutland, VT

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## EXHIBIT B

### LEASE

Hawthorne, CA (Retail and Corresponding TBA)

Hawthorne, CA (Retail and Corresponding TBA)

Victorville, CA (Retail and Corresponding TBA)

Altamonte Springs, FL (TBA Only)

Aurora, IL (TBA)

\* Lansing, IL (Retail Only)

Waukegan, IL (Retail Only)

Sterling Heights, MI (Retail and Corresponding TBA)

Minneapolis, MN (Retail Only)

Kansas City, MO (Retail and Corresponding TBA)

Saratoga Springs, NY (Retail and Corresponding TBA)

Dallas/Wynnewood, TX (Retail and Corresponding TBA)

Rutland, VT (Retail and Corresponding TBA)

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EXHIBIT C

Property of Cook County Clerk's Office

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

IN RE: : Chapter 11  
: :  
Montgomery Ward Holding Corp., : Case No. 97-1409 (PJW)  
a Delaware corporation, et al., : :  
: : Jointly Administered  
Debtors. : :

**ORDER AUTHORIZING REJECTION OF NONRESIDENTIAL REAL PROPERTY  
LEASES (KLAFF) PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession for an Order Authorizing Rejection of Nonresidential Real Property Leases (Klaff) Pursuant to Section 365 of the Bankruptcy Code (the "Motion"),<sup>1</sup> filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); the Court having reviewed the Motion; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (c) notice of this Motion was sufficient under the circumstances; and the Court having determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein;

THE COURT HEREBY FURTHER FINDS THAT:

A. The relief requested in this Motion is in the best interests of the Debtors' estates and is appropriate under section 365 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"); and

---

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

B. The rejection of the Leases (as such term is defined in the Motion) is a reasonable and valid exercise of the Debtors' business judgment. Accordingly,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Leases are hereby deemed rejected, pursuant to section 365 of the Bankruptcy Code, as of March 16, 1998.

Dated: March \_\_, 1998

\_\_\_\_\_  
UNITED STATES BANKRUPTCY JUDGE

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UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

IN RE: : Chapter 11  
: :  
Montgomery Ward Holding Corp., : Case No. 97-1409 (PJW)  
a Delaware corporation, et al., : :  
: : Jointly Administered  
Debtors. : :

CERTIFIED: 5:00 PM 1/19/00  
AS A TRUE COPY: 1/19/00  
ATTEST: RYCY  
STEPHEN D. TAYLOR, CLERK  
U.S. BANKRUPTCY COURT  
BY [Signature] Deputy Clerk

ORDER AUTHORIZING REJECTION OF NONRESIDENTIAL REAL PROPERTY  
LEASES (KLAFF) PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE

This matter coming before the Court on the Motion of Debtors and Debtors in Possession for an Order Authorizing Rejection of Nonresidential Real Property Leases (Klaff) Pursuant to Section 365 of the Bankruptcy Code (the "Motion"),<sup>1</sup> filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); the Court having reviewed the Motion; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (c) notice of this Motion was sufficient under the circumstances; and the Court having determined that the legal and factual basis set forth in the Motion establish just cause for the relief granted herein;

THE COURT HEREBY FURTHER FINDS THAT:

A. The relief requested in this Motion is in the best interests of the Debtors' estates and is appropriate under section 365 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"); and

**EXHIBIT B**

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

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DEPARTMENT OF PUBLIC SAFETY  
POLICE TRAINING ACADEMY  
100 SOUTH WASHINGTON STREET  
CHICAGO, ILLINOIS 60604  
OFFICE OF THE CHIEF OF POLICE  
430 NORTH DEARBORN STREET  
CHICAGO, ILLINOIS 60610

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EXHIBIT B

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B. The rejection of the Leases (as such term is defined in the Motion) is a reasonable and valid exercise of the Debtors' business judgment. Accordingly,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Leases are hereby deemed rejected, pursuant to section 365 of the Bankruptcy Code, as of March 16, 1998.

Dated: March 31, 1998

  
UNITED STATES BANKRUPTCY JUDGE

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LEASE MADE BY AMALGAMATED TRUST AND SAVINGS BANK TRUST NO. 4951 TO ZAYRE CORP. DATED OCTOBER 21, 1985, A MEMORANDUM OF WHICH WAS RECORDED DECEMBER 18, 1985 AS DOCUMENT NO. 85-329,730, DEMISING THE LAND FOR A TERM OF 20 YEARS AND A FRACTION OF A MONTH BEGINNING ON THE "COMMENCEMENT DATE" AS THEREIN DEFINED AND ENDING ON THE LAST DAY OF THE MONTH IN WHICH THE 20TH ANNIVERSARY OF THE "COMMENCEMENT DATE" OCCURS, AND ALL RIGHTS THEREUNDER OF, AND ALL ACTS DONE OR SUFFERED THEREUNDER BY, SAID LESSEE OR BY ANY PARTY CLAIMING BY, THROUGH, OR UNDER SAID LESSEE.

SAID LEASE CONTAINS VARIOUS OPTIONS TO EXTEND AS SET FORTH THEREIN.

NOTICE OF LEASE ASSIGNMENT FROM ZAYRE, INC. TO ZAYRE ILLINOIS CORP. RECORDED MARCH 30, 1989 AS DOCUMENT NO. 89-138,346.

ASSIGNMENT AND ASSUMPTION OF SAID LEASEHOLD INTEREST BETWEEN ZAYRE ILLINOIS CORPORATION AND, AS ASSIGNEE, MONTGOMERY WARD & CO., INCORPORATED RECORDED NOVEMBER 5, 1990 AS DOCUMENT NO. 90-540,136.

FIRST AMENDMENT THEREOF BETWEEN AMALGAMATED TRUST AND SAVINGS BANK TRUST NO. 4951 AND MONTGOMERY WARD & CO., INCORPORATED DATED FEBRUARY 8, 1991 AND AS DISCLOSED BY THE MEMORANDUM THEREOF RECORDED FEBRUARY 25, 1991 AS DOCUMENT NO. 91-085,167. AMONG OTHER THINGS, SAID MEMORANDUM DISCLOSES AN EXPANSION OF THE LEASED PREMISES.

EXHIBIT C

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LEGAL DESCRIPTION FOR THE WHOLE OF THE LANSING LANDINGS SHOPPING CENTER:

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LOTS 1 THROUGH 17, BOTH INCLUSIVE, AND OUTLOTS A AND B IN THE LANDINGS PLANNED UNIT DEVELOPMENT, A SUBDIVISION OF PART OF THE SOUTHWEST 1/4 OF SECTION 19, TOWNSHIP 36 NORTH, RANGE 15 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED AUGUST 15, 1985 AS DOCUMENT NO. 85-148127, IN COOK COUNTY, ILLINOIS.

PERMANENT INDEX NUMBERS:

30-19-300-012  
30-19-300-013  
30-19-300-014  
30-19-300-015  
30-19-300-016  
30-19-300-017  
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30-19-300-028  
30-19-300-029  
30-19-300-030

EXHIBIT D

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EXHIBIT D