

UNOFFICIAL COPY



1903734074

Doc# 1903734074 Fee \$58.00

RHSP FEE:\$9.00 RPRF FEE: \$1.00

EDWARD M. HOODY

COOK COUNTY RECORDER OF DEEDS

DATE: 02/06/2019 03:27 PM PG: 1 OF 11

THIS COVER PAGE IS FOR RECORDING PURPOSES

NOTICE

INDEX UNDER

BONSTORES REALTY TWO, LLC

AND

PTD EDEN PLAZA, LLC

SEE EXHIBIT FOR PREPARED BY/RETURN TO PARTIES

ADDRESS AND TAX PARCEL NUMBER

910955-17

R


UNOFFICIAL COPY

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
THE BON-TON STORES, INC., <i>et al.</i> , ¹	Case No. 18-10248 (MFW)
Debtors.	Jointly Administered

**CERTIFIED:
AS A TRUE COPY;
ATTEST:**

UNA-M. O'BOYLE
U. S. BANKRUPTCY COURT

By 
Deputy Clerk
1/28/19

NOTICE OF DESIGNATION OF ASSET PURCHASER

PLEASE TAKE NOTICE that, pursuant to that certain *Order Approving Debtors' Entry Into Agency Agreement and Consummation of the Transactions Contemplated Thereby* (the "Approval Order") [D.I. 532],² the Bon-Ton Purchaser³ hereby designates BTD Eden Plaza, LLC, a Delaware limited liability company (the "Designee") as (i) the grantee of the real property and appurtenant rights thereto described in Exhibit A (the "Edens Plaza Property") to the quitclaim deed between Debtor Bonstores Realty Two, LLC (the "Seller"), and Designee, which is annexed hereto as Exhibit 1 (the "Edens Plaza Deed"), and (ii) the assignee of the Debtors' assets as described in Exhibit 2 (together with the Edens Plaza Property, the "Designated Assets").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Approval Order, the Designated Assets shall be deemed conveyed to the Designee free and clear of all liens, claims, encumbrances, and other interests of any kind.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: The Bon-Ton Stores, Inc. (5229); The Bon-Ton Department Stores, Inc. (9309); The Bon-Ton Giftco, LLC (2805); Carson Pirie Scott II, Inc. (2140); Bon-Ton Distribution, LLC (5855); McRIL, LLC (5548); Bonstores Holdings One, LLC (8574); Bonstores Realty One, LLC (8931); Bonstores Holdings Two, LLC (8775); and Bonstores Realty Two, LLC (9075). The mailing address for the above-captioned Debtors is P.O. Box 20159, York, Pennsylvania 17402.

² Capitalized terms used but not defined in this Notice have the meanings given thereto in the Approval Order.

³ The Bon-Ton Purchaser is (i) a contractual joint venture comprised of GA Retail, Inc. and Tiger Capital Group, LLC (together, the "Agent") and (ii) Wilmington Savings Fund Society, FSB, as the indenture agent and collateral trustee for the 8.00% second-lien senior secured notes due 2021 issued by The Bon-Ton Department Stores, Inc.

NCS-9109J-12
1374 3/4

UNOFFICIAL COPY

PLEASE TAKE FURTHER NOTICE that the assignment of the Designated Assets shall be automatically effective, without further notice or order of the Court, on the date of this Notice.⁴

PLEASE TAKE FURTHER NOTICE that questions regarding this Notice and the Edens Plaza Deed, as applicable, shall be directed to (i) counsel to Tiger Capital Group, LLC, c/o Tiger Capital Group, LLC, 350 North LaSalle Street, 11th Floor, Chicago, Illinois 60654 (Attn: Mark P. Naughton; mnaughton@tigergroup.com) and (ii) counsel to the Bon-Ton Purchaser, Jones Day, 250 Vesey Street, New York, New York 10281-1047 (Attn: Sidney P. Levinson; slevinson@jonesday.com; Genna L. Ghaul; gghaul@jonesday.com and Furqaan M. Siddiqui; fsiddiqui@jonesday.com).

Dated: January 25, 2019

COLE SCHOTZ P.C.

/s/ J. Kate Stickles

Norman L. Pernick (No. 2290)

J. Kate Stickles (No. 2917)

500 Delaware Avenue, Suite 1410

Wilmington, DE 19801

Telephone: (302) 652-3131

Facsimile: (302) 652-3117

Email: npernick@coleschotz.com

kstickles@coleschotz.com

JONES DAY

Sidney P. Levinson

Genna L. Ghaul

Furqaan M. Siddiqui

250 Vesey Street

New York, NY 10281

Telephone: (212) 326-3939

Facsimile: (212) 755-7306

Email: slevinson@jonesday.com

gghaul@jonesday.com

fsiddiqui@jonesday.com

Counsel for the Bon-Ton Purchaser

⁴ By written agreement of the Debtors and the Bon-Ton Purchaser, the deadline for the Bon-Ton Purchaser to designate the assignees of Assets has been extended until January 31, 2019. With respect to any Assets as to which the assignees of such Assets have not yet been designated, the Bon-Ton Purchaser reserves all rights to designate the assignees of any such remaining Assets on or before January 31, 2019 or as further extended.

UNOFFICIAL COPY

EXHIBIT 1

(Edens Plaza Deed)

COOK COUNTY
RECORDER OF DEEDS

COOK COUNTY
RECORDER OF DEEDS

COOK COUNTY
RECORDER OF DEEDS

Property of Cook County Clerk's Office

UNOFFICIAL COPY

Exh. B.16

THIS DEED PREPARED BY:

Tito Escobar, Esquire
250 Vesey Street
New York, NY 10281

AFTER RECORDING RETURN TO:

BTD Eden Plaza, LLC
c/o Tiger Capital Group LLC
Attn: Mark P. Naughton
350 N. LaSalle Street, 11th Floor
Chicago, IL 60654

SEND SUBSEQUENT TAX BILLS TO:

BTD Eden Plaza, LLC
c/o Tiger Capital Group LLC
Attn: Mark P. Naughton
350 N. LaSalle Street, 11th Floor
Chicago, IL 60654

FOR RECORDER'S USE ONLY

QUIT CLAIM DEED

BONSTORES REALTY TWO, LLC, a Delaware limited liability company ("Grantor"), having an address at c/o Tiger Capital Group, LLC, 350 North LaSalle St., 11th Floor, Chicago, Illinois 60654, for and in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration in hand paid, does hereby CONVEY and QUIT CLAIM to BTD EDEN PLAZA, LLC, a Delaware limited liability company ("Grantee"), having an address at c/o Tiger Capital Group, LLC, 350 North LaSalle St., 11th Floor, Chicago, Illinois 60654, all of Grantor's interest in the following described real estate situated in the City of Wilmette, in the County of Cook, in the State of Illinois, together with all of Grantor's interest in the rights, interests, easements, and hereditaments appurtenant thereto, to wit:

See Exhibit A, attached hereto and incorporated herein.

THIS QUIT CLAIM DEED IS INTENDED TO CONVEY TO GRANTEE ANY AND ALL RIGHT, TITLE AND INTEREST IF ANY WHICH GRANTOR MAY OWN OR POSSESS IN AND TO ALL OR ANY PORTION OF THE LANDS AND PREMISES DESCRIBED IN EXHIBIT A.

EXPRESSLY SUBJECT TO AND TOGETHER WITH THE BENEFIT OF that certain Edens Plaza Reciprocal Operating and Easement Agreement dated as of March 25, 1994 and recorded with the Cook County, Illinois Recorder of Deeds (the "Recorder") as Document Number 94287447, as amended by that certain unrecorded Amendment to Reciprocal Operating and Easement Agreement dated as of March 25, 1994 and that certain Second Amendment to Edens Plaza Reciprocal Operating and Easement Agreement dated as of August 1, 2016 and recorded with the Recorder as Document Number 1635042016, and as modified by that certain ORDER GRANTING, IN PART, AND DENYING, IN PART, JOINT MOTION OF THE DEBTORS AND BON-TON PURCHASER FOR ENTRY OF AN ORDER AUTHORIZING (I) THE SALE OF CERTAIN OF THE DEBTORS' REAL PROPERTY FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES TO THE BON-TON PURCHASER OR ITS DESIGNEE AND (II) GRANTING RELATED RELIEF entered November 30, 2018 by the United States Bankruptcy Court for the District of Delaware in Case No. 18-10248 at Document No. 1241.

UNOFFICIAL COPY

EXPRESSLY SUBJECT TO AND TOGETHER WITH THE BENEFIT, IF ANY TO ALL covenants, conditions, restrictions, plans and easements of record with respect to the property described above, this reference to which shall be construed to not reimpose any such covenants, conditions, restrictions, plans and easements which have otherwise lapsed, expired or have otherwise been terminated in accordance with their terms or otherwise, as applicable.

EXPRESSLY SUBJECT TO those matters that would be disclosed upon a visual inspection and/or by a survey of the above-described property.

THIS QUIT CLAIM DEED is being made pursuant to that certain April 18, 2018 Order of the United States Bankruptcy Court for the District of Delaware issued in Case No. 18-10248 at Document No. 632 (the "**Court Order**") and at the direction of (i) a contractual joint venture comprised of GA RETAIL, INC. and TIGER CAPITAL GROUP, LLC (together, the "**Agent**"), and (ii) WILMINGTON SAVINGS FUND SOCIETY, FSB, as the indenture agent and collateral trustee for the 8.00% second-lien senior secured notes due 2021 issued by The Bon-Ton Department Stores, Inc. (together with the Agent, the "**Bon-Ton Purchaser**"), pursuant to the Agency Agreement of April 18, 2018, which is incorporated into the Court Order.

[Signature Page(s) to Follow]

Property of Cook County Clerk's Office

UNOFFICIAL COPY

EXHIBIT A

PARCEL 1:

LOT 1 IN EDENS PLAZA SUBDIVISION, BEING A SUBDIVISION IN THE SOUTHEAST 1/4 OF SECTION 30, TOWNSHIP 42 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 20, 1967 AS DOCUMENT 20265607 IN COOK COUNTY, ILLINOIS EXCEPT FOR THE PROPERTY DESCRIBED AS FOLLOWS:

THAT PART OF LOT 1 IN EDENS PLAZA, BEING A SUBDIVISION IN THE SOUTHEAST QUARTER OF SECTION 30, TOWNSHIP 42, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 20, 1967 AS DOCUMENT 20265607, IN COOK COUNTY, ILLINOIS, DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST CORNER OF LOT 1 AFORESAID; THENCE ON AN ASSUMED AZIMUTH OF 129 DEGREES 36 MINUTES 27 SECONDS ALONG THE NORTHERLY LINE OF SAID LOT 1, A DISTANCE OF 585.84 FEET TO THE EASTERLY LINE OF SAID LOT 1; THENCE ON AN AZIMUTH OF 153 DEGREES 45 MINUTES 59 SECONDS ALONG SAID EASTERLY LINE, BEING ALSO THE WESTERLY LINE OF SKOKIE BLVD., 76.51 FEET TO A POINT OF CURVATURE IN SAID LINE; THENCE SOUTHEASTERLY ALONG A TANGENTIAL CURVE CONCAVE TO THE EAST, RADIUS 5679.65 FEET, CENTRAL ANGLE 02 DEGREES 51 MINUTES 56 SECONDS, 284.03 FEET; THENCE ON AN AZIMUTH OF 250 DEGREES 52 MINUTES 06 SECONDS, 223.90 FEET; THENCE ON AN AZIMUTH OF 166 DEGREES 51 MINUTES 28 SECONDS, 113.94 FEET; THENCE ON AN AZIMUTH OF 160 DEGREES 20 MINUTES 46 SECONDS, 95.91 FEET; THENCE ON AN AZIMUTH OF 269 DEGREES 57 MINUTES 45 SECONDS, 78.44 FEET; THENCE ON AN AZIMUTH OF 359 DEGREES 57 MINUTES 45 SECONDS, 223.80 FEET; THENCE ON AN AZIMUTH OF 333 DEGREES 27 MINUTES 26 SECONDS, 166.82 FEET; THENCE ON AN AZIMUTH OF 270 DEGREES 32 MINUTES 56 SECONDS, 296.68 FEET TO A POINT ON THE WEST LINE OF LOT 1 WHICH IS 598.76 FEET SOUTH OF THE NORTHWEST CORNER THEREOF; THENCE ON AN AZIMUTH OF 359 DEGREES 53 MINUTES 30 SECONDS ALONG SAID WEST LINE, 598.76 FEET TO THE POINT OF BEGINNING. ALSO THAT PART OF LOT 1 IN EDENS PLAZA, BEING A SUBDIVISION IN THE SOUTHEAST QUARTER OF SECTION 30, TOWNSHIP 42, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 20, 1967 AS DOCUMENT 20265607, IN COOK COUNTY, ILLINOIS, DESCRIBED AS FOLLOWS: BEGINNING AT THE SOUTHWEST CORNER OF LOT 1 AFORESAID; THENCE ON AN ASSUMED AZIMUTH OF 359 DEGREES 59 MINUTES 43 SECONDS ALONG THE WEST LINE OF SAID LOT 1, A DISTANCE OF 360.00 FEET TO AN ANGLE POINT THEREIN; THENCE ON AN AZIMUTH OF 305 DEGREES 04 MINUTES 59 SECONDS ALONG THE WEST LINE OF LOT 1, A DISTANCE OF 143.97 FEET TO A POINT WHICH IS 204.00 FEET SOUTHEASTERLY OF AN ANGLE POINT IN SAID WEST LINE; THENCE ON AN AZIMUTH OF 35 DEGREES 04 MINUTES 59 SECONDS, 50.64 FEET; THENCE ON AN AZIMUTH OF 89 DEGREES 55 MINUTES 36 SECONDS, 175.52 FEET; THENCE ON AN AZIMUTH OF 359 DEGREES 57 MINUTES 45 SECONDS, 141.04 FEET; THENCE ON AN AZIMUTH OF 89 DEGREES 57 MINUTES 45 SECONDS, 93.57 FEET; THENCE ON AN AZIMUTH OF 160 DEGREES 20 MINUTES 46 SECONDS, 190.61 FEET; THENCE ON AN AZIMUTH OF 90 DEGREES 00 MINUTES 00 SECONDS, 210.19 FEET; THENCE ON AN AZIMUTH OF 341 DEGREES 36 MINUTES 33 SECONDS, 185.60 FEET; THENCE ON AN AZIMUTH OF 69 DEGREES 58 MINUTES 08 SECONDS, 46.59 FEET TO THE EAST LINE OF LOT 1; THENCE SOUTHERLY ALONG SAID

UNOFFICIAL COPY

EAST LINE AND A CURVE CONCAVE TO THE EAST (BEING ALSO THE WEST LINE OF SKOKIE BLVD.), RADIUS 5679.65 FOOT, A CENTRAL ANGLE 04 DEGREES 05 MINUTES 18 SECONDS, 405.28 FEET TO A POINT ON A 3291.63 FOOT RADIUS CURVE, THE CENTER OF CIRCLE OF SAID CURVE BEARS AN AZIMUTH OF 74 DEGREES 03 MINUTES 26 SECONDS FROM SAID POINT; THENCE SOUTHERLY ALONG SAID CURVE, CENTRAL ANGLE 04 DEGREES 00 MINUTES 39 SECONDS, 230.42 FEET TO A POINT OF REVERSE CURVATURE; THENCE SOUTHWESTERLY ALONG A 25.00 FOOT RADIUS CURVE, CENTRAL ANGLE 109 DEGREES 56 MINUTES 59 SECONDS, 47.98 FEET TO THE SOUTH LINE OF LOT 1; THENCE ON AN AZIMUTH OF 270 DEGREES 00 MINUTES 00 SECONDS ALONG SAID SOUTH LINE, BEING ALSO THE NORTH LINE OF LAKE AVE., 612.39 FEET TO THE POINT OF BEGINNING.

PARCEL 2:

NON-EXCLUSIVE EASEMENT IN FAVOR OF PARCEL 1 AS CREATED BY THE EDENS PLAZA RECIPROCAL OPERATING AND EASEMENT AGREEMENT DATED MARCH 25, 1994 AND RECORDED MARCH 30, 1994 AS DOCUMENT 94287447 MADE BY AND BETWEEN NBD BANK, AS TRUSTEE UNDER TRUST NO. 4671.AH, EDENS CENTER ASSOCIATES AND CPS DEPARTMENT STORES, INC. FOR THE FOLLOWING PURPOSES: USE OF THE PARKING AREA FOR THE PARKING AND PASSAGE OF PASSENGER MOTOR VEHICLES AND PEDESTRIANS; USE OF THE ROADWAYS TO PROVIDE PASSAGE BY MOTOR VEHICLES AND PEDESTRIANS; USE OF VARIOUS WALKWAYS; USE OF THE PARKING AREA FOR SURFACE STORM WATER RUN-OFF TO THE STORM WATER FACILITIES; USE FOR VEHICULAR AND PEDESTRIAN ACCESS OVER THE ACCESS ROAD DEPICTED ON EXHIBIT B THERETO; INSTALL, MAINTAIN, REPAIR, USE AND OPERATE THE SHOPPING CENTER IDENTIFICATION SIGNS; RIGHT TO HAVE OTHER PARTY'S BUILDING (AS DEFINED THEREIN) ABUT AND CONNECT TO; FOR COMMON UTILITY FACILITIES AND OTHER UTILITY FACILITIES; OVER, UPON, UNDER AND ON THE FOLLOWING TRACT OF LAND: THAT PART OF LOT 1 IN EDENS PLAZA, BEING A SUBDIVISION IN THE SOUTHEAST QUARTER OF SECTION 30, TOWNSHIP 42 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, ACCORDING TO THE PLAT THEREOF RECORDED SEPTEMBER 20, 1967 AS DOCUMENT 20265607 IN COOK COUNTY, ILLINOIS, DESCRIBED AS FOLLOWS: COMMENCING AT THE NORTHWEST CORNER OF LOT 1 AFORESAID; THENCE ON AN ASSUMED AZIMUTH OF 129 DEGREES 36 MINUTES 27 SECONDS ALONG THE NORTHERLY LINE OF SAID LOT 1, A DISTANCE OF 585.84 FEET TO THE EASTERLY LINE OF SAID LOT 1; THENCE ON AN AZIMUTH OF 153 DEGREES 45 MINUTES 59 SECONDS ALONG SAID EASTERLY LINE, BEING ALSO THE WESTERLY LINE OF SKOKIE BLVD., 76.51 FEET TO A POINT OF CURVATURE IN SAID LINE; THENCE SOUTHEASTERLY ALONG A TANGENTIAL CURVE, CONCAVE TO THE WEST, RADIUS 5679.65 FEET, CENTRAL ANGLE 02 DEGREES 51 MINUTES 55 SECONDS, 284.03 FEET FOR A POINT OF BEGINNING; THENCE ON AN AZIMUTH OF 250 DEGREES 52 MINUTES 06 SECONDS 223.90 FEET; THENCE ON AN AZIMUTH OF 166 DEGREES 51 MINUTES 28 SECONDS 113.94 FEET; THENCE ON AN AZIMUTH OF 160 DEGREES 20 MINUTES 46 SECONDS 95.91 FEET; THENCE ON AN AZIMUTH OF 269 DEGREES 57 MINUTES 45 SECONDS, 78.44 FEET; THENCE ON AN AZIMUTH OF 359 DEGREES 57 MINUTES 45 SECONDS 223.80 FEET; THENCE ON AN AZIMUTH OF 333 DEGREES 27 MINUTES 26 SECONDS, 166.62 FEET; THENCE ON AN AZIMUTH 270 DEGREES 32 MINUTES 56 SECONDS 296.68 FEET TO A POINT ON THE WEST LINE OF LOT 1 WHICH IS 598.76 FEET SOUTH OF THE NORTHWEST CORNER THEREOF; THENCE ON AN AZIMUTH OF 179 DEGREES 53 MINUTES 30 SECONDS ALONG SAID WEST LINE, 486.59 FEET TO AN ANGLE POINT THEREIN; THENCE ON AN AZIMUTH OF 125 DEGREES 04 MINUTES 59 SECONDS ALONG THE WEST LINE OF SAID LOT 1, A DISTANCE OF 204.00 FEET; THENCE AN AZIMUTH OF 35 DEGREES 04 MINUTES 59 SECONDS; 50.64 FEET; THENCE ON AN AZIMUTH OF 89 DEGREES 55 MINUTES 36 SECONDS; 175.52 FEET; THENCE ON AN AZIMUTH OF 359 DEGREES 57 MINUTES 45 SECONDS, 141.04 FEET; THENCE ON AN AZIMUTH OF 89 DEGREES 57 MINUTES 45 SECONDS 93.57 FEET;

UNOFFICIAL COPY

THENCE ON AN AZIMUTH OF 160 DEGREES 20 MINUTES 46 SECONDS 190.61 FEET; THENCE ON AN AZIMUTH OF 90 DEGREES 00 MINUTES 00 SECONDS 210.19 FEET; THENCE ON AN AZIMUTH OF 341 DEGREES 36 MINUTES 33 SECONDS 185.60 FEET; THENCE ON AN AZIMUTH OF 69 DEGREES 58 MINUTES 08 SECONDS, ALONG RADIAL LINE 46.59 FEET TO THE EAST LINE OF LOT 1; THENCE NORTHERLY ALONG SAID EAST LINE AND A CURVE CONCAVE TO THE WEST (BEING ALSO THE WEST LINE OF SKOKIE BLVD.) RADIUS 5679.65 FEET, CENTRAL ANGLE 03 DEGREES 20 MINUTES 14 SECONDS, 330.82 FEET TO THE POINT OF BEGINNING.

Property Address: 3232 Lake Avenue, Wilmette, IL 60091

Permanent Index Number: 05-30-405-020-0000

[End of Exhibit A]

Property of Cook County Clerk's Office

UNOFFICIAL COPY

EXHIBIT 2

(Transferred Claims)

All of the following Assets, to the extent no assignees have been previously designated:

(i) the Transferred Claims (as defined below), (ii) all defenses and other rights (including the right to set-off) related to the Transferred Claims, (iii) all books, records and written communications and other documents (including without limitation electronically stored information such as emails) that relate in any way or that may otherwise be relevant to the Transferred Claims, including any books, records and written communications and other documents, including documents and communications that are or may be subject to protections under the attorney-client privilege, work-product or other privileges or doctrines, (iv) all rights to assert or waive any privileges or other protections with respect to any books, records and written communications and other documents, including the attorney-client privilege or other privileges or doctrines (together with the items listed in (iii), the "Transferred Materials and Proceeds"); (v) all payments and other recoveries or proceeds in respect of the Transferred Claims, in each case, with respect to clauses (i) through (v), free and clear of all liens, claims and encumbrances.

"Transferred Claims" means all Avoidance Actions and Other Causes of Action, including but not limited to, all defenses and other rights (including the right to set-off, rights of privilege, and other rights to attorney or attorney-client protections) related to, and all payments and other recoveries or proceeds in respect of, the Edens Plaza Property, in each case free and clear of all liens, claims and encumbrances.