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Assignee

[Handwritten signature]

Accepted this 8th day of March, 1991.

Hyman B. Richman, President

By:

SUPER CITY STORES, INC.

of March, 1991.

Executed and delivered at Chicago, Illinois this 8th day

all of Assignor's assets.

to vest in Assignee all right, title and interest of Assignor in

effect, further, the transfer contemplated hereby or more fully

instrument of conveyance as reasonably shall be necessary to

shall execute and deliver to Assignee such additional deeds or

Assignor agrees that upon the request of Assignee, Assignor

imposed upon and granted to David Abrams as Assignee.

successor Assignee, with all the duties, rights and powers herein

Casey Jaskowak, of Chicago, Illinois, is hereby appointed as

resignation of David Abrams, as Assignee, then in such event

In the event of the death, inability or refusal to act, or

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DAVID ABRAMS AND ASSOCIATES INC.
FINANCIAL CRISIS MANAGEMENT CONSULTANTS

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SUITE 3000
11 SOUTH LASALLE STREET
CHICAGO, ILLINOIS 60603
PHONE 312 782 1600
FAX 312 332 2257
TELEX 206739

MARCH 8, 1991
TO ALL KNOWN CREDITORS OF
SUPER CITY STORES, INC.
TUCSON, ARIZONA

RE: Notice of Assignment for the Benefit of Creditors

Dear Sir or Madam:

Please be advised that on March 8, 1991, Super City Stores, Inc., an Illinois corporation (the "Company") executed an Assignment for the Benefit of its Creditors to David Abrams, as Assignee of all of its assets of every kind, nature and description with full power and authority to sell or otherwise dispose of said assets at the best price and terms available and known to the Assignee and to distribute according to their valid claim the proceeds, if any, less necessary and reasonable expenses, among the creditors of the Company and to discontinue the Company's business. The Company conducts its business as Super City Stores in the metropolitan areas of Phoenix, Tucson, and Tempe, AZ, El Paso and Dallas, TX, Albuquerque, NM and as Al Zale's Super City Stores in the metropolitan areas of San Diego and El Cajone, CA.

The Company's management concluded this action was necessary due to the Company's continuing operating losses and its inability to pay its obligations. These problems, and a lack of cash flow, has rendered any long term continuation of the operations impossible.

The information taken from the books and records of the Company as of March 8, 1991 (without audit or verification) is as follows:

ASSETS

Cash On Hand	\$ -0-
Accounts Receivable	430,000.00
Inventory at original cost	2,130,000.00
Furniture & Fixtures & Vehicles (at original cost)	<u>240,000.00</u>
	\$2,800,000.00

LIABILITIES

American National Bank & Trust Company of Chicago (senior secured lender)	\$1,900,000.00
American National Bank & Trust Company of Chicago (junior secured lender)	1,400,000.00
Wages & Payroll Taxes	40,000.00
Taxes (Federal, State, Local & Sales)	70,000.00
Unsecured Creditors	<u>1,490,000.00</u>
	\$4,900,000.00

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It appears that all of the Company's assets are subject to liens and security interests asserted by American National Bank & Trust Company of Chicago, Chicago, Illinois.

Inventory is stated at original cost. The Assignee has determined that in order to maximize the return to the estate, he will continue to operate the business for ninety to one hundred and twenty days, because in the opinion of the Assignee, retail sales will generate a higher return. The secured lender has subordinated its first lien position to the administrative expenses of the Assignee in order to proceed with the sale of the inventory. It is, however, doubtful that the sale will generate the full cost value of the inventory on a net basis.

Any creditor or interested party who is willing to purchase the Assignee's right, title and interest in and to any or all the assets, should immediately contact the Assignee. Any and all sales of assets will be subject to the approval of the secured creditors and will be sold free and clear of all recorded liens.

The Assignee is under a fiduciary duty to liquidate all the assets of the estate and distribute the proceeds in accordance with the priorities established by law. He will, accordingly, notify all taxing authorities of this Assignment, and allow them to perform audits and make a determination of taxes due them.

After payment in full of secured creditors' claims, the remaining funds, if any, will first be applied to the administrative costs incurred in connection with this Assignment and then to the taxing authorities and wage and similar claims. Any potential dividend cannot be determined until liquidation of the assets is completed and claims reviewed. It is the desire of the Assignee to provide for as expeditious a distribution to creditors as can be obtained. The Company did not file a bankruptcy case because, in the opinion of its counsel, needless costs and expenses would be incurred and unnecessary delays would be imposed before any potential distribution to creditors could be made.

I would appreciate creditors executing the enclosed affidavit and returning it to my office so that I can determine the amounts due each creditor as of the date hereof.

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Should anyone desire further information regarding the subject matter, please do not hesitate to contact the undersigned.

Sincerely,

A. Abrams

David Abrams, not individually,
but as Assignee for the Benefit of Creditors,
Super City Stores, Inc.

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RE: Super City Stores, Inc.
Tucson, Arizona

WE, THE UNDERSIGNED, A CREDITOR OF SUPER CITY STORES, INC. DO HEREBY FILE OUR CLAIM
IN THE AMOUNT OF \$ _____

(NAME OF COMPANY)

By: _____
(SIGNATURE OF OFFICER & TITLE)

(STREET ADDRESS)

(CITY)

(STATE)

(ZIP)

DATED: _____

PHONE: _____

CONTACT PERSON: _____

ATTACH STATEMENT OF ACCOUNT

MAIL TO:

DAVID ABRAMS
11 SOUTH LASALLE ST., #3000
CHICAGO, ILLINOIS 60603

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WARRANTY

The undersigned hereby warrants to each of the Creditors and to the Assignee for the Benefit of Creditors that the foregoing summary of assets and liabilities is based upon information submitted by the undersigned, that said summary is accurate to the best information and belief of the undersigned, and that within the ninety (90) immediately preceding the Assignment for the benefit of Creditors, the undersigned Debtor has made no sale of assets for less than fair value.

SUPER CITY STORES, INC., an
Illinois corporation

By: *Ryan B. Richman*
Ryan B. Richman, President

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