



Office of the City Clerk



O2012-8193

Office of the City Clerk

City Council Document Tracking Sheet

Meeting Date:	12/12/2012
Sponsor(s):	Mendoza, Susana A. (Clerk)
Type:	Ordinance
Title:	Zoning Reclassification App No. 17629 at 3443-3535 W Addison St
Committee(s) Assignment:	Committee on Zoning, Landmarks and Building Standards

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHICAGO:

SECTION 1. That the Chicago Zoning Ordinance be amended by changing all the Business Planned Development #534 symbols and indications as shown on Map No. 9-J in the area bounded by:

a north property line located approximately thirty-three (33) south of the center line of the Addison Street right-of-way; a west property line located approximately thirty-three (33) feet east of the center line of the Central Park Avenue right-of-way; a south property line located approximately twenty-two (22) feet north of the center line of the partially vacated Eddy Street right-of-way for approximately four hundred twenty-two (422) feet; the remaining south property line abuts the adjoining M1-1 zoned property to the south; and an east property line located approximately three hundred fifty (350) feet west of the center line of the North Kimball Avenue right-of-way

to those of Business Planned Development #534, as amended, and a corresponding use district is hereby established in the area above described.

SECTION 2. This ordinance shall be in force and effect from and after its passage and due publication.

17629

INTRO DATE:

12-12-12

CITY OF CHICAGO

APPLICATION FOR AN AMENDMENT TO THE CHICAGO ZONING ORDINANCE

1. ADDRESS of the property Applicant is seeking to rezone:

3443-3535 West Addison Street

2. Ward Number that property is located in: 35 (Alderman Rey Colon)

3. APPLICANT Kmart Corporation

ADDRESS 3333 Beverly Road CITY Hoffman Estates

STATE IL ZIP CODE 60179 PHONE 847-286-2504

EMAIL ScottR.Miller@searshc.com CONTACT PERSON Scott Miller

4. Is the applicant the owner of the property? YES X NO

If the applicant is not the owner of the property, please provide the following information regarding the owner and attach written authorization from the owner allowing the application to proceed.

OWNER see above

ADDRESS CITY

STATE ZIP CODE PHONE

EMAIL CONTACT PERSON

5. If the Applicant/Owner of the property has obtained a lawyer as their representative for the rezoning, please provide the following information:

ATTORNEY Jason Toon/Greenberg Traurig, LLP

ADDRESS 77 West Wacker Dr., Suite 3100

CITY Chicago STATE IL ZIP CODE 60601

PHONE (312) 476-5053 FAX (312) 899-0427 EMAIL ToonJ@gttlaw.com AND

ATTORNEY Katriina McGuire/Schain, Burney, Banks & Kenny, Ltd.

ADDRESS 70 West Madison St. Suite 4500

CITY Chicago STATE IL ZIP CODE 60602

PHONE (312) 345-5737 FAX (312) 345-5701 EMAIL kmcguire@sbbklaw.com

6. If the applicant is a legal entity (Corporation, LLC, Partnership, etc.) please provide the names of all owners as disclosed on the Economic Disclosure Statements.

Sears Holdings Corporation

ESL Investments, Inc.

7. On what date did the owner acquire legal title to the subject property? March 18, 1983

8. Has the present owner previously rezoned this property? If yes, when?

No.

9. Present Zoning District BPD #534 Proposed Zoning District BPD #534, As Amended

10. Lot size in square feet (or dimensions) 323,691 sq. ft.

11. Current Use of the property Retail and parking

12. Reason for rezoning the property Addition of an approximately 7,659 sq. ft. restaurant building, reduction in the number of required parking spaces from 400 to 385 and increase in FAR from 0.37 to 0.38.

13. Describe the proposed use of the property after the rezoning. Indicate the number of dwelling units; number of parking spaces; approximate square footage of any commercial space; and height of the proposed building. (BE SPECIFIC)
Existing 114,071 sq. ft. Kmart retail store will remain. An approximately 7,659 sq. ft., 22 foot tall Olive Garden restaurant will be constructed. 385 parking spaces will be provided on-site.

14. On May 14th, 2007, the Chicago City Council passed the Affordable Requirements Ordinance (ARO) that requires on-site affordable housing units or a financial contribution if residential housing projects receive a zoning change under certain circumstances. Based on the lot size of the project in question and the proposed zoning classification, is this project subject to the Affordable Requirements Ordinance? (See Fact Sheet for more information)

YES _____ NO X

COUNTY OF COOK
STATE OF ILLINOIS

James Terrell, being first duly sworn on oath, states that all of the above statements and the statements contained in the documents submitted herewith are true and correct.



Signature of Applicant

Subscribed and Sworn to before me this
3rd day of DECEMBER, 2012.

Toni Di Giacomo

Notary Public



For Office Use Only

Date of Introduction: _____

File Number: _____

Ward: _____

Handwritten text, possibly a date or reference number.

OFFICIAL SEAL
TOM BRIDGEMAN
GOVERNOR
STATE OF CALIFORNIA

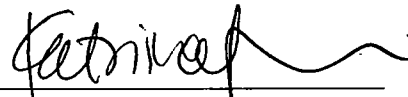
December 5, 2012

Honorable Daniel S. Solis
Chairman, Committee on Zoning
121 North LaSalle Street
Room 304
Chicago, Illinois 60602

Committee Members:


The undersigned, Katriina S. McGuire, being first duly sworn on oath, deposes and says the following:

That the undersigned certifies that she has complied with the requirements of Section 17-13-0107-A of the Chicago Zoning Ordinance by sending the attached letter by United States Postal Service first class mail on such property owners who appear to be the owners of said property within the subject area not solely owned by the applicant, and on the owners of all property within 250 feet in each direction of the lot line of the subject property, exclusive of public roads, streets, alleys and other public ways, or a total distance limited to 400 feet, and that the notice contained the address of the property sought to be rezoned; a statement of intended use of said property; the name and address of the applicant; a statement that the applicant intends to file an application for a change in zoning on approximately December 5, 2012 ; that the applicant has made a bonafide effort to determine the addresses of the parties to be notified under Section 17-13-0107-A of the Chicago Zoning Ordinance; that the applicant certifies that the accompanying list of names and addresses of surrounding property owners within 250 feet, recognizing the above limits, is a complete list containing the names and last known addresses of the owners of the property required to be served and that the applicant has furnished in addition a list of the persons so served.

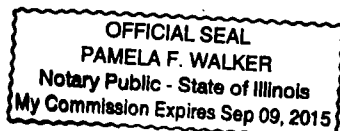


Katriina S. McGuire
Attorney for Applicant

Subscribed and Sworn to before me
this 5th day of December, 2012



Notary Public



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December 5, 2012

Dear Sir/Madam:

In accordance with the Amendment to the Zoning Code enacted by the City Council, Section 17-13-0107-A of the Chicago Zoning Ordinance please be advised that on or about December 5, 2012 I, the undersigned, will file an application for a zoning amendment for an existing planned development, for the properties located at 3443-3535 West Addison Street. The application will amend the existing Business Planned Development #534 to Business Planned Development #534, as amended.

The applicant for the zoning amendment and owner of the property is Kmart Corporation, located at 3333 Beverly Road, Hoffman Estates, Illinois 60179.

The applicant proposes to redevelop a portion of the existing parking lot with an approximately 7,659 square foot Olive Garden restaurant. The existing Kmart retail store will remain and no changes are proposed to the building. Business Planned Development #534 is being amended to permit a minimum of 385 parking spaces instead of 400 parking spaces and an increase in the floor area ratio from 0.37 to 0.38.

I am the duly authorized attorney for the applicant and owner. My address is 70 West Madison, Suite 4500, Chicago, Illinois 60602. My telephone number is (312) 345-5700.

PLEASE NOTE THAT THE APPLICANT IS NOT SEEKING TO PURCHASE OR REZONE YOUR PROPERTY. THE APPLICANT IS REQUIRED BY LAW TO SEND YOU THIS NOTICE BECAUSE YOU OWN PROPERTY LOCATED WITHIN 250 FEET OF THE SUBJECT PROPERTY.

Very truly yours,



Katriina S. McGuire
Attorney for Applicant and Owner

BUSINESS PLANNED DEVELOPMENT #534, AS AMENDED
PLANNED DEVELOPMENT STATEMENTS

1. The area delineated herein as Planned Development Number #534, as amended, (“Planned Development”) consists of approximately 323,691 square feet of property which is depicted on the attached Planned Development Boundary and Property Line Map (“Property”) and is owned or controlled by the Applicant, Kmart Corporation.
2. The requirements, obligations and conditions contained within this Planned Development shall be binding upon the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors. All rights granted hereunder to the Applicant shall inure to the benefit of the Applicant’s successors and assigns and, if different than the Applicant, the legal title holder and any ground lessors. Furthermore, pursuant to the requirements of Section 17-8-0400 of the Chicago Zoning Ordinance, the Property, at the time of application for amendments, modifications or changes (administrative, legislative or otherwise) to this Planned Development are made, shall be under single ownership or designated control. Single designated control is defined in Section 17-8-0400 of the Zoning Ordinance.
3. All applicable official reviews, approvals or permits are required to be obtained by the Applicant or its successors, assignees or grantees. Any dedication or vacation of streets or alleys or grants of easements or any adjustment of the right-of-way shall require a separate submittal to the Department of Transportation on behalf of the Applicant or its successors, assigns or grantees.

Any requests for grants of privilege, or any items encroaching on the public way, shall be in compliance with the Plans.

Ingress or egress shall be pursuant to the Plans and may be subject to the review and approval of the Departments of Housing and Economic Development and Transportation. Closure of all or any public street or alley during demolition or construction shall be subject to the review and approval of the Department of Transportation.

All work proposed in the public way must be designed and constructed in accordance with the Department of Transportation Construction Standards for Work in the Public Way and in compliance with the Municipal Code of the City of Chicago. Prior to the issuance of any Part II approval, the submitted plans must be approved by the Department of Transportation.

4. This Plan of Development consists of 15 Statements: a Bulk Regulations Table; an Existing Zoning Map; an Existing Land-Use Map; a Planned Development Boundary and Property Line Map; Overall Planned Development Site Plan; Sub-Area Map; Sub-Area B Site Plan; Sub-Area B Landscape Plan; and Sub-Area B Building Elevations (North, South, East and West) prepared by Kimley-Horn and Associates and dated December 12, 2012, submitted herein. Full-sized copies of the Site Plan, Landscape Plan and Building Elevations are on file

Applicant:	Kmart Corporation
Address:	3443-3535 West Addison Street
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Plan Commission:	TBD

with the Department of Housing and Economic Development. In any instance where a provision of this Planned Development conflicts with the Chicago Building Code, the Building Code shall control. This Planned Development conforms to the intent and purpose of the Zoning Ordinance, and all requirements thereto, and satisfies the established criteria for approval as a Planned Development. In case of a conflict between the terms of this Planned Development Ordinance and the Zoning Ordinance, this Planned Development Ordinance shall control.

5. The following uses are permitted in the sub-areas delineated herein as Business Planned Development #534, as amended:

Sub-Area A: retail and commercial uses, service uses, accessory uses and parking.

Sub-Area B: eating and drinking establishments, accessory uses and parking.

6. On-Premise signs and temporary signs, such as construction and marketing signs, shall be permitted within the Planned Development, subject to the review and approval of the Department of Housing and Economic Development. Off-Premise signs are prohibited within the boundary of the Planned Development.
7. For purposes of height measurement, the definitions in the Zoning Ordinance shall apply. The height of any building shall also be subject to height limitations, if any, established by the Federal Aviation Administration.
8. The maximum permitted Floor Area Ratio ("FAR") for the site shall be in accordance with the attached Bulk Regulations Table. For the purposes of FAR calculations and measurements, the definitions in the Zoning Ordinance shall apply. The permitted FAR identified in the Bulk Regulations Table has been determined using a Net Site Area of 323,691 square feet.
9. Upon review and determination, "Part II Review", pursuant to Section 17-13-0610 of the Zoning Ordinance, a Part II Review Fee shall be assessed by the Department of Housing and Economic Development. The fee, as determined by staff at the time, is final and binding on the Applicant and must be paid to the Department of Revenue prior to the issuance of any Part II approval.
10. The Sub-Area B Site and Landscape Plans shall be in substantial conformance with the Landscape Ordinance and any other corresponding regulations and guidelines. Final landscape plan review and approval will be by the Department of Housing and Economic Development. Any interim reviews associated with site plan review or Part II reviews, are conditional until final Part II approval.
11. The Applicant shall comply with Rules and Regulations for the Maintenance of Stockpiles promulgated by the Commissioners of the Departments of Streets and Sanitation, Fleet and Facility Management and Buildings, under Section 13-32-125 of the Municipal Code, or any other provision of that Code.

Applicant: Kmart Corporation
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Introduced: December 12, 2012
Plan Commission: TBD

12. The terms and conditions of development under this Planned Development ordinance may be modified administratively, pursuant to section 17-13-0611-A of the Zoning Ordinance by the Zoning Administrator upon the application for such a modification by the Applicant, its successors and assigns and, if different than the Applicant, the legal title holders and any ground lessors.
13. The Applicant acknowledges that it is in the public interest to design, construct and maintain the project in a manner which promotes, enables and maximizes universal access throughout the Property. Plans for all buildings and improvements on the Property shall be reviewed and approved by the Mayor's Office for People with Disabilities to ensure compliance with all applicable laws and regulations related to access for persons with disabilities and to promote the highest standard of accessibility.
14. The Applicant acknowledges that it is in the public interest to design, construct, renovate and maintain all buildings in a manner that provides healthier indoor environments, reduces operating costs and conserves energy and natural resources.
15. This Planned Development shall be governed by Section 17-13-0612 of the Zoning Ordinance. Should this Planned Development ordinance lapse, the Commissioner of the Department of Housing and Economic Development shall initiate a Zoning Map Amendment to rezone the property to B3-1 Community Shopping District.

Applicant: Kmart Corporation
Address: 3443-3535 West Addison Street
Introduced: December 12, 2012
Plan Commission: TBD

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I – GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Kmart Corporation

Check **ONE** of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. the Applicant

OR

2. a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest:

OR

3. a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 3333 Beverly Road

Hoffman Estates, IL 60179

C. Telephone: 847-286-7103 Fax: 847-286-7976 Email: ScottR.Miller@searshc.com

D. Name of contact person: Scott R. Miller

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable): Amendment to PD #534 at 3443 West Addison Street for the addition of an Olive Garden outlet. Changes requested include FAR from 0.37 to 0.38 and required number of parking spaces from 400 to 385.

G. Which City agency or department is requesting this EDS? Department of Housing and Economic Development.

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

- | | |
|---|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input checked="" type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Michigan

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

- Yes No N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. **NOTE:** For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>See Attachment A</u>	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
Sears Holdings Corporation	3333 Beverly Road, Hoffman Estates	100%

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

Yes No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated)	Business address	Relationship to disclosing party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Jason M. Toon (retained)	Greenberg Traurig, LLP 77 West Wacker Drive Suite 3100 Chicago, IL 60601	Attorney	\$20,000 estimated
Katrina S. McGuire (retained)	Schain, Burney, Banks & Kenny, Ltd. 70 West Madison Street Suite 4500 Chicago, IL 60602	Attorney	\$15,000 estimated

(Add sheets if necessary)

Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

Yes No No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

Yes No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. **NOTE:** If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

is is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

Yes No N/A

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

Name	Business Address	Nature of Interest
N/A		

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

 X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

____ 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI – CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary):

 N/A-This matter is not federally funded.

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

Yes No N/A-This matter is not federally funded

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)

Yes No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

Yes No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

Yes No

If you checked "No" to question 1. or 2. above, please provide an explanation:

N/A-This matter is not federally funded.

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Kmart Corporation
(Print or type name of Disclosing Party)

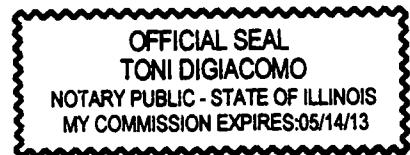
By: [Signature]
(Sign here)

Dana Terrell
(Print or type name of person signing)

Vice President
(Print or type title of person signing)

Signed and sworn to before me on (date) 12/3/2012,
at Cook County, Illinois (state).

Toni DiGiacomo Notary Public.
Commission expires: 5/14/2013.



CHICAGO
COMMUNICATIONS
DIVISION
MAY 19 1964
MAY 19 1964
MAY 19 1964

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

Yes No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Attachment A

List of Directors and Officers

KMART CORPORATION

NAME	TITLE
D'Ambrosio, Louis J.	Chief Executive Officer and President
Boire, Ronald D.	Executive Vice President and Chief Merchandising Officer and President, Sears & Kmart Formats
Schriesheim, Robert A.	Executive Vice President and Chief Financial Officer
Schultz, Lisa	Executive Vice President, Apparel Design
Carter, Dean E.	Chief Human Resources Officer
Castleman, Michael S.	Senior Vice President, Kenmore, Craftsman & DieHard
Drobny, Dane A.	Senior Vice President and General Counsel
Featherston, Megan L.	Senior Vice President and President, Jewelry
Finney, Joseph D.	Senior Vice President, Automotive
Froman, John W.	Senior Vice President and President, Lawn & Garden
Gramann, Margaret M.	Senior Vice President, Sales Capability
Grayston, Nicholas M.	Senior Vice President and President, Footwear and Home
Haber, Steven M.	Senior Vice President and President, Home Appliances
Jooma, Imran	Senior Vice President and President, Online, Marketing, Pricing and Financial Services
Malan, D. Hugo	Senior Vice President and President, Fitness & Sporting Goods and Toys
Merriwether, Deidra C.	Senior Vice President and Chief Operating Officer, Sears Full Line Stores & Kmart
Michel, Robin S.	Senior Vice President and President, Grocery, Drug & Rx
Penkar, Rajan C.	Senior Vice President and President, Supply Chain
Phelan, Robert J.	Senior Vice President, Inventory and Space Management
Phelan, William K.	Senior Vice President, Finance
Poseley, Tara B.	Senior Vice President and President, Kmart Apparel
Ravas, Allen R.	Senior Vice President and Chief Financial Officer, Apparel
Reed, Stuart C.	Senior Vice President and President, Home Services
Sherwell, Keith	Senior Vice President and Chief Information Officer
Sinha, Narendra N.	Senior Vice President, Corporate Planning & Business Finance
Solomon, Samie A.	Senior Vice President and President, Tools
Stollenwerck, S. Jeffrey	Senior Vice President and President, Real Estate
Wahl, Clayton J.	Senior Vice President, Retail Services - Kmart
Wical, Kelly J.	Senior Vice President and Chief Science Officer
Huckins, Scott E.	Vice President and Treasurer

KMART CORPORATION

NAME	TITLE
Meerschaert, Lawrence J.	Vice President, Tax, Assistant Treasurer and Secretary
Riecker, Robert A.	Vice President, Controller and Chief Accounting Officer
Terrell, James B.	Vice President, Real Estate
Williams, Dorian R.	Vice President and Assistant Secretary
Smathers, Karen M.	Assistant Treasurer
Stokes, Iyohn D.	Assistant Treasurer
Weine, Perry N.	Assistant Treasurer
Bogner, Deann M.	Assistant Secretary
Halffield, David W.	Assistant Secretary
Hertel, Robert G. Jr.	Assistant Secretary
Jenchel, Laurence M.	Assistant Secretary

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT
AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable:

Sears Holdings Corporation

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. the Applicant
OR
2. a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Kmart Corporation
OR
3. a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: _____

B. Business address of the Disclosing Party: 3333 Beverly Road
Hoffman Estates, IL 60179

C. Telephone: 847-286-7103 Fax: 847-286-7976 Email: ScottR.Miller@searshc.com

D. Name of contact person: Scott R. Miller

E. Federal Employer Identification No. (if you have one): _____

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable): Amendment to PD #534 at 3443 West Addison Street for the addition of an Olive Garden outlot. Changes requested include FAR from 0.37 to 0.38 and required number of parking spaces from 400 to 385.

G. Which City agency or department is requesting this EDS? Department of Housing and Economic Development.

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following:

Specification # _____ and Contract # _____

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:
- | | |
|--|--|
| <input type="checkbox"/> Person | <input type="checkbox"/> Limited liability company |
| <input checked="" type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> Limited liability partnership |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> Not-for-profit corporation |
| <input type="checkbox"/> General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| <input type="checkbox"/> Limited partnership | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input type="checkbox"/> Trust | <input type="checkbox"/> Other (please specify) |
-

2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable:

Delaware

3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity?

Yes No N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity. **NOTE:** For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party.

NOTE: Each legal entity listed below must submit an EDS on its own behalf.

Name	Title
<u>See Attachment A</u>	

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE:** Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name	Business Address	Percentage Interest in the Disclosing Party
------	------------------	---

See Attachment B

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

Yes No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

Name (indicate whether retained or anticipated)	Business address	Relationship to disclosing party (subcontractor, attorney, lobbyist, etc.)	Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response.
Jason M. Toon (retained)	Greenberg Traurig, LLP 77 West Wacker Drive Suite 3100 Chicago, IL 60601	Attorney	\$5,000 estimated

(Add sheets if necessary)

Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities.

SECTION V – CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under Municipal Code Section 2-92-415, substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any child support obligations by any Illinois court of competent jurisdiction?

Yes No No person directly or indirectly owns 10% or more of the Disclosing Party.

If "Yes," has the person entered into a court-approved agreement for payment of all support owed and is the person in compliance with that agreement?

Yes No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

3. The certifications in subparts 3, 4 and 5 concern:

- the Disclosing Party;
- any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
- any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

Neither the Disclosing Party, nor any Contractor, nor any Affiliated Entity of either the Disclosing Party or any Contractor nor any Agents have, during the five years before the date this EDS is signed, or, with respect to a Contractor, an Affiliated Entity, or an Affiliated Entity of a Contractor during the five years before the date of such Contractor's or Affiliated Entity's contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).

4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.

6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below:

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none").

N/A

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

N/A

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

is is not a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City."

If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary):

N/A

If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

Yes No

NOTE: If you checked "Yes" to Item D.1., proceed to Items D.2. and D.3. If you checked "No" to Item D.1., proceed to Part E.

2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively, "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain power does not constitute a financial interest within the meaning of this Part D.

Does the Matter involve a City Property Sale?

Yes No N/A

3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest:

N/A

4. The Disclosing Party further certifies that no prohibited financial interest in the Matter will be acquired by any City official or employee.

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

X 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records:

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

A. CERTIFICATION REGARDING LOBBYING

1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with Respect to the Matter: (Add sheets if necessary):

N/A-This matter is not federally funded.

(If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.)

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

Is the Disclosing Party the Applicant?

Yes No N/A-This matter is not federally funded

If "Yes," answer the three questions below:

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.)
 Yes No

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?
 Yes No

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
 Yes No

If you checked "No" to question 1. or 2. above, please provide an explanation:

N/A-This matter is not federally funded.

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. **NOTE:** With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing **PERMANENT INELIGIBILITY** for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS and Appendix A (if applicable) on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS and Appendix A (if applicable) are true, accurate and complete as of the date furnished to the City.

Sears Holdings Corporation
(Print or type name of Disclosing Party)

By: William K. Phelan

(Sign here)
William K. Phelan

(Print or type name of person signing)

SVP - Finance

(Print or type title of person signing)

Signed and sworn to before me on (date) 10/3/2012,
at Cook County, Illinois (state).
Toni DiGiacomo Notary Public.
Commission expires: 5/14/2013.



1000

1000

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a., if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

Yes

No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is connected; (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and (4) the precise nature of such familial relationship.

Attachment A

List of Directors and Officers

SEARS HOLDINGS CORPORATION

NAME	TITLE
D'Ambrosio, Louis J.	Chief Executive Officer and President
Boire, Ronald D.	Executive Vice President, Chief Merchandising Officer and President, Sears Full-Line Stores & Kmart Formats
Schricsheim, Robert A.	Executive Vice President and Chief Financial Officer
Schultz, Lisa	Executive Vice President, Apparel Design
Bonchek, Mark	Senior Vice President, Communities & Networks
Castleman, Michael S.	Senior Vice President, Kenmore, Craftsman & DieHard
Drobny, Dane A.	Senior Vice President, General Counsel and Corporate Secretary
Eames, Donald G.	Senior Vice President, Retail Services - Sears Full-Line Stores
Featherston, Megan L.	Senior Vice President and President, Jewelry
Finney, Joseph D.	Senior Vice President and President, Automotive
Froman, John W.	Senior Vice President and President, Lawn & Garden
Gramann, Margaret M.	Senior Vice President, Sales Capability
Grayston, Nicholas M.	Senior Vice President and President, Footwear & Home
Haber, Steven M.	Senior Vice President and President, Home Appliances
Harker, William R.	Senior Vice President
Huber, Edgar O.	Senior Vice President and Chief Executive Officer & President, Lands' End
Jooma, Imran	Senior Vice President and President, Online, Marketing, Pricing & Financial Services
Krauter, Lana C.	Senior Vice President and President, Sears Apparel
Lukes, David R.	President, Sears Real Estate Development
Malan, D. Hugo	Senior Vice President and President, Fitness & Sporting Goods and Toys
Merriwether, Deidra C.	Senior Vice President and Chief Operating Officer, Sears Full-Line Stores & Kmart
Michel, Robin S.	Senior Vice President and President, Grocery, Drug & Rx
Penkar, Rajan C.	Senior Vice President and President, Supply Chain
Phelan, Robert J.	Senior Vice President, Inventory & Space Management
Phelan, William K.	Senior Vice President, Finance
Poseley, Tara B.	Senior Vice President and President, Kmart Apparel
Powell, William A.	Senior Vice President and President, Hometown Stores
Ravas, Allen R.	Senior Vice President and Chief Financial Officer, Apparel
Reed, Stuart C.	Senior Vice President and President, Home Services
Sherwell, Keith	Senior Vice President and Chief Information Officer
Sinha, Narendra N.	Senior Vice President, Business Finance

SEARS HOLDINGS CORPORATION

NAME	TITLE
Solomon, Samie A.	Senior Vice President and President, Tools
Stollenwerck, S. Jeffrey	Senior Vice President and President, Real Estate
Wahl, Clayton J.	Senior Vice President, Retail Services - Kmart
Wical, Kelly J.	Senior Vice President and Chief Science Officer
Carter, Dean E.	Vice President, Talent & Human Capital Services
Halffield, David W.	Vice President, Risk Management and Assistant Secretary
Huckins, Scott E.	Vice President and Treasurer
Meerschaert, Lawrence J.	Vice President, Tax
Riecker, Robert A.	Vice President, Controller and Chief Accounting Officer
Williams, Dorian R.	Vice President, Deputy General Counsel and Assistant Secretary
Kidd, Bryan L.	Assistant Controller
Weine, Perry N.	Assistant Treasurer
Bogner, Deann M.	Assistant Secretary
Hertel, Robert G. Jr.	Assistant Secretary

Attachment B

Sears Holdings Corporation

Response to Section II B. 2:

The disclosing party is a publicly-traded company registered pursuant to the Securities Exchange Act of 1934 and whose major shareholders consist of unrelated institutional investors and mutual funds. Based upon the Definitive Proxy Statement, SEC Schedule 14 A which is attached hereto and made a part hereof, the only interest 7.5% interest holders of Sears holding Corporation are:

ESL Investments, Inc. and related entities, as listed as Group (b) on page 17 of SEC Schedule 14 A	200 Greenwich Ave. Greenwich, CT 06830	Ownership 69.9%
--	--	-----------------

Note: The individual ownership interest of listed group of entities is not stated and therefore unknown.

Fairholme Capital Management, L.L.C.	4400 Biscayne Boulevard 9th Floor Miami, FL 33137	Ownership 15.1%
--------------------------------------	---	-----------------

See page 17 of SEC Schedule 14 A

Page 17 to Schedule 14A Proxy Statement for Sears Holdings Corporation filed with the Securities and Exchange Commission, listing the beneficial owners of Sears Holdings Corporation.

Table of Contents**Security Ownership of 5% Beneficial Owners**

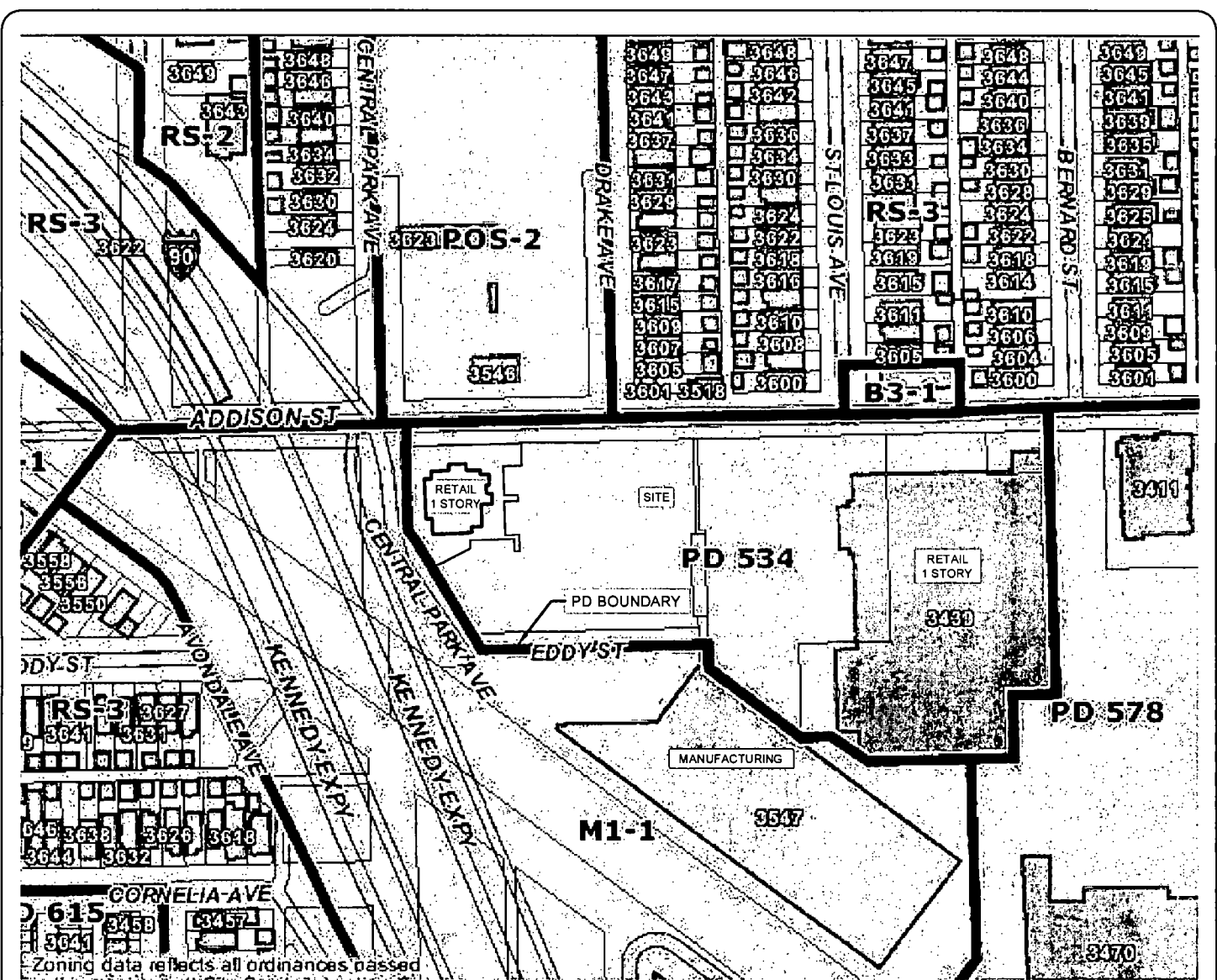
The following table sets forth information with respect to beneficial ownership of our common stock by persons known by us to beneficially own 5% or more of our outstanding common stock.

<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership(a)</u>	<u>Percent of Class</u>
ESL Investments, Inc. and related entities, as a group(b) 200 Greenwich Ave. Greenwich, CT 06830	65,908,816(c)	61.9%(d)
Fairholme Capital Management, L.L.C.(e) 4400 Biscayne Boulevard, 9th Floor Miami, FL 33137	16,108,492(f)	15.1%(d)

- (a) Information is provided for reporting purposes only and should not be construed as an admission of actual beneficial ownership.
- (b) The group consists of ESL Investments, Inc., a Delaware corporation ("ESL"); Edward S. Lampert, ESL Institutional Partners, L.P., a Delaware limited partnership ("Institutional"); CRK Partners, LLC, a Delaware limited liability company ("CRK LLC"); ESL Partners, L.P., a Delaware limited partnership ("Partners"); ESL Investors L.L.C., a Delaware limited liability company ("Investors"); Tynan LLC ("Tynan"); and William C. Crowley. Mr. Lampert is the sole stockholder, chief executive officer and director of ESL. ESL is the general partner of RBS Partners, L.P., a Delaware limited partnership ("RBS"), the sole member of CRK LLC and the manager of RBS Investment Management, L.L.C., a Delaware limited liability company ("RBSIM"). RBS is the general partner of Partners and the managing member of Investors. RBSIM is the general partner of Institutional.
- (c) ESL beneficially owns 65,908,816 shares; Edward S. Lampert has sole voting power as to 65,744,084 shares and sole dispositive power as to 47,608,646 shares; CRK LLC has sole voting power and sole dispositive power as to 747 shares; RBS has sole voting power and sole dispositive power as to 42,985,654 shares; Partners has sole voting power and sole dispositive power as to 38,107,718 shares; RBSIM has sole voting power and sole dispositive power as to 10,230 shares; Institutional has sole voting power and sole dispositive power as to 10,230 shares; Investors has sole voting power and sole dispositive power as to 4,877,936 shares; Tynan has sole voting power as to 97,905 shares and sole dispositive power as to 73,185 shares; and William C. Crowley has sole voting power as to 164,732 shares and sole dispositive power as to 87,262 shares.
- (d) There were 106,421,232 shares of our common stock outstanding as of February 10, 2012. The "Percent of Class" for each of the ESL group and Fairholme Capital Management, L.L.C. was calculated by using the disclosed number of beneficially owned shares as the numerator, respectively, and the number of the Company's outstanding common shares as of February 10, 2012 as the denominator.
- (e) Beneficial ownership is based on the Schedule 13G filed by Fairholme Capital Management, L.L.C. reporting its ownership as of December 31, 2011.
- (f) The shares of common stock are owned, in the aggregate, by Bruce K. Berkowitz and various investment vehicles managed by Fairholme Capital Management, L.L.C. ("FCM"), of which 14,212,673 shares are owned by The Fairholme Fund and 387,800 shares are owned by The Fairholme Allocation Fund, each a series of Fairholme Funds, Inc. FCM disclosed shared voting power as to 15,359,773 shares and shared dispositive power as to 16,108,492 shares. Fairholme Funds, Inc. disclosed shared voting power and shared dispositive power as to 14,600,473 shares. Because Mr. Bruce R. Berkowitz, in his capacity as the Managing Member of FCM or as President of Fairholme Funds, Inc., has voting or dispositive power over all shares beneficially owned by FCM, he is deemed to have beneficial ownership of all of the shares.

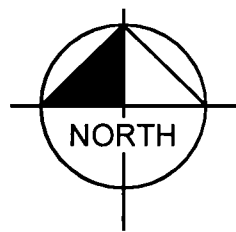
Certain Relationships and Transactions

Our Board has delegated authority to direct investment of our surplus cash to Edward S. Lampert, subject to various limitations that have been or may be from time to time adopted by the Board of Directors and/or the



Zoning data reflects all ordinances passed

- LEGEND**
 B - BUSINESS
 M - MANUFACTURING
 PD - PLANNED DEVELOPMENT
 POS - PARKS AND OPEN SPACE
 R - RESIDENTIAL



APPLICANT: KMART CORPORATION
 ADDRESS: 3443-3535 WEST ADDISON STREET
 SUBMITTED: 12/12/12

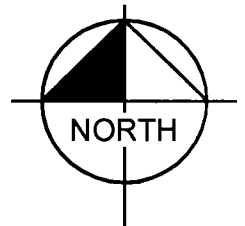
SCALE: N.T.S.
 DRAWN BY: EJT

EXISTING ZONING MAP

**Kimley-Horn
and Associates, Inc.**
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 Suite 2125
 200 West Wacker Drive Chicago, Illinois 60606 Tel No (612) 726 8445



INDUSTRIAL CORRIDOR



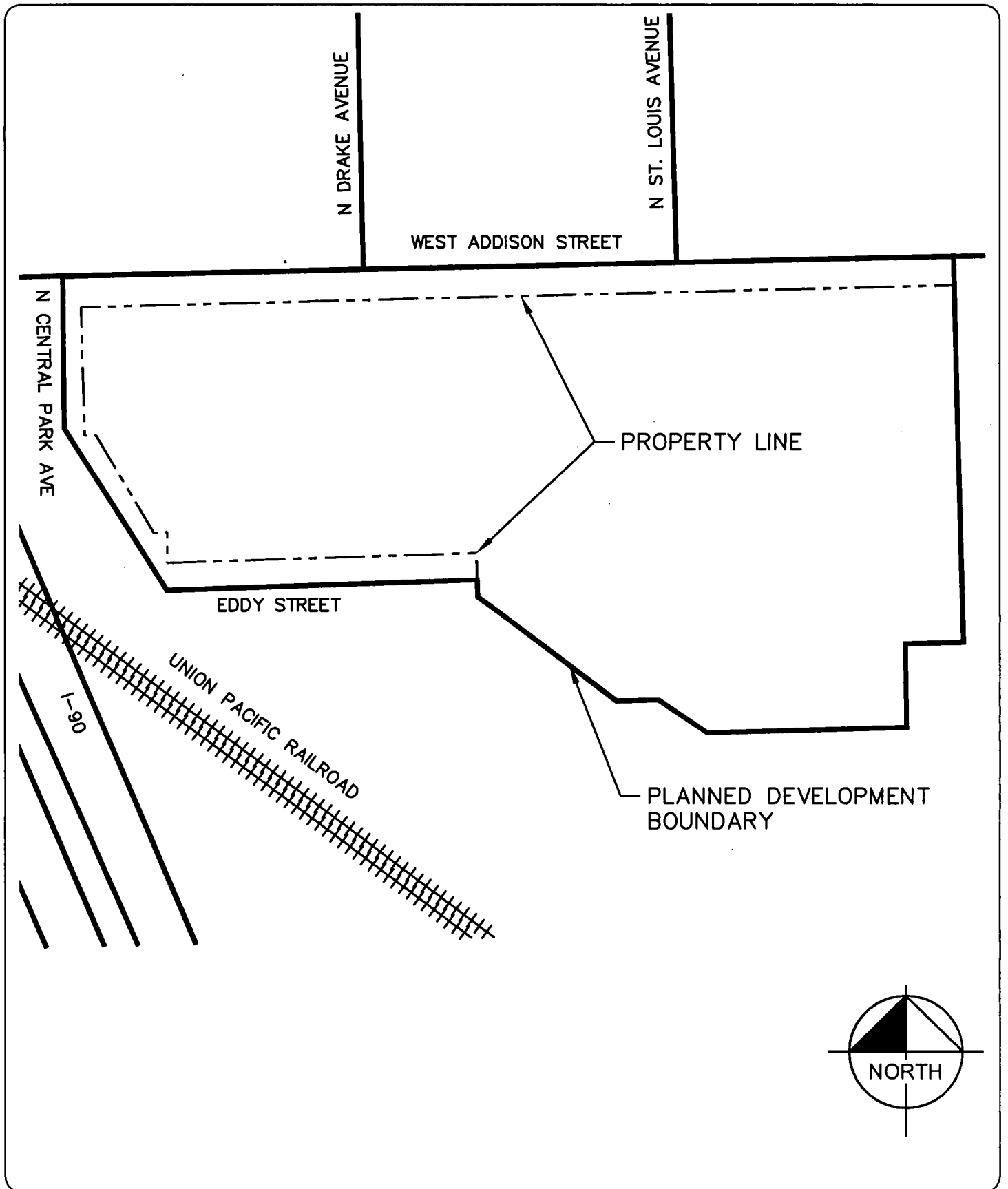
APPLICANT: KMART CORPORATION
 ADDRESS: 3443-3535 WEST ADDISON STREET
 SUBMITTED: 12/12/12

SCALE:
 N.T.S.

DRAWN BY: EJT

AERIAL MAP


**Kimley-Horn
 and Associates, Inc.**
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 Suite 2125
 200 West Vector Drive
 Chicago, Illinois 60628
 Tel No. (312) 726 9445

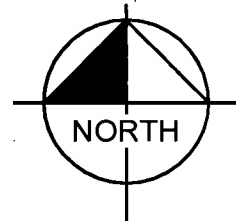
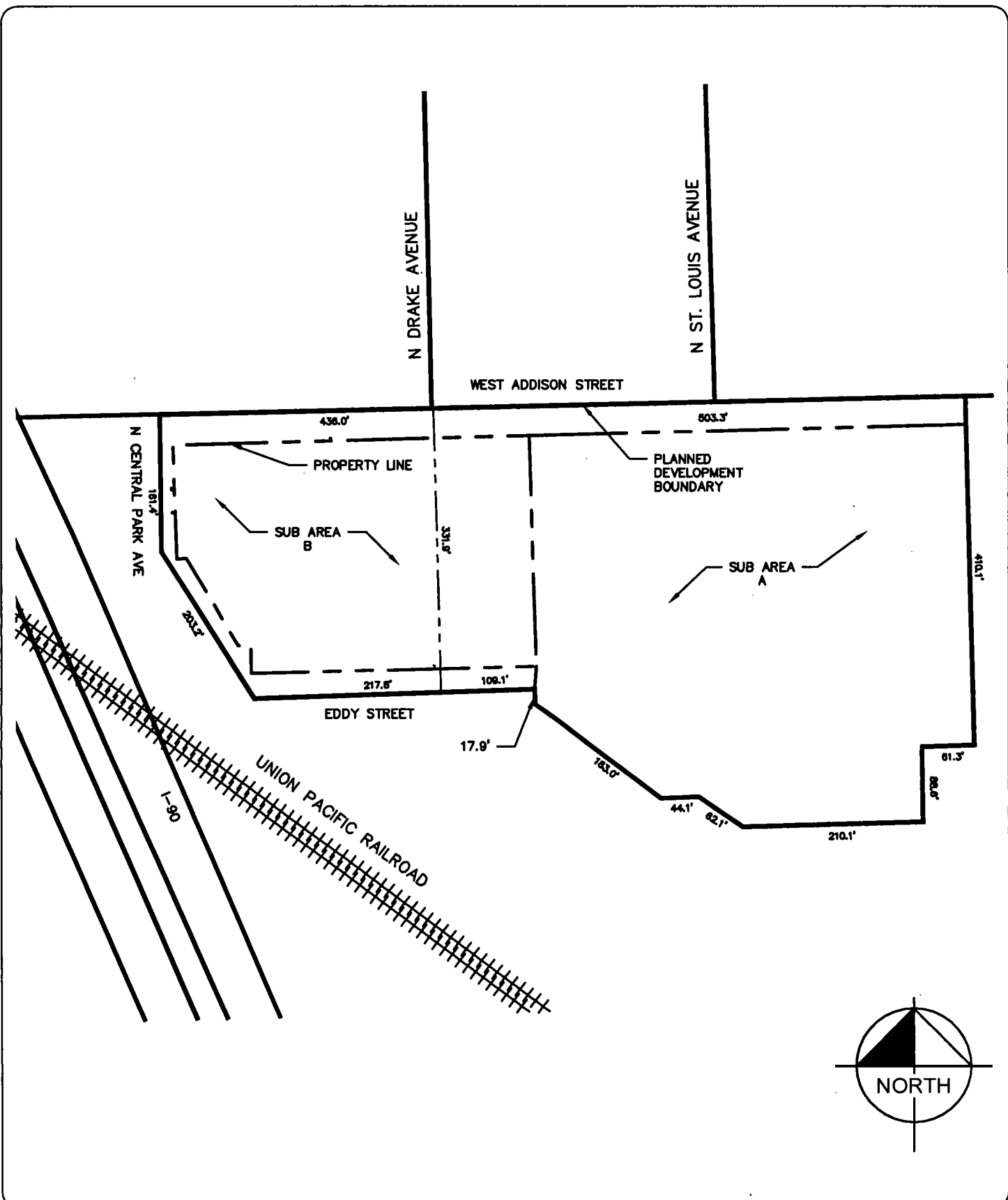


APPLICANT: KMART CORPORATION
 ADDRESS: 3443-3535 WEST ADDISON STREET
 SUBMITTED: 12/12/12

SCALE: N.T.S.
 DRAWN BY: EJT

PLANNED DEVELOPMENT
 BOUNDARY AND PROPERTY
 LINE MAP

**Kimley-Horn
 and Associates, Inc.**
© 2012 Kimley-Horn & Associates, Inc.
 Suite 2125
 205 West Van Vorst Drive
 Chicago, Illinois 60608 Tel. No. (312) 728-9445

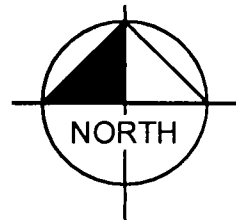
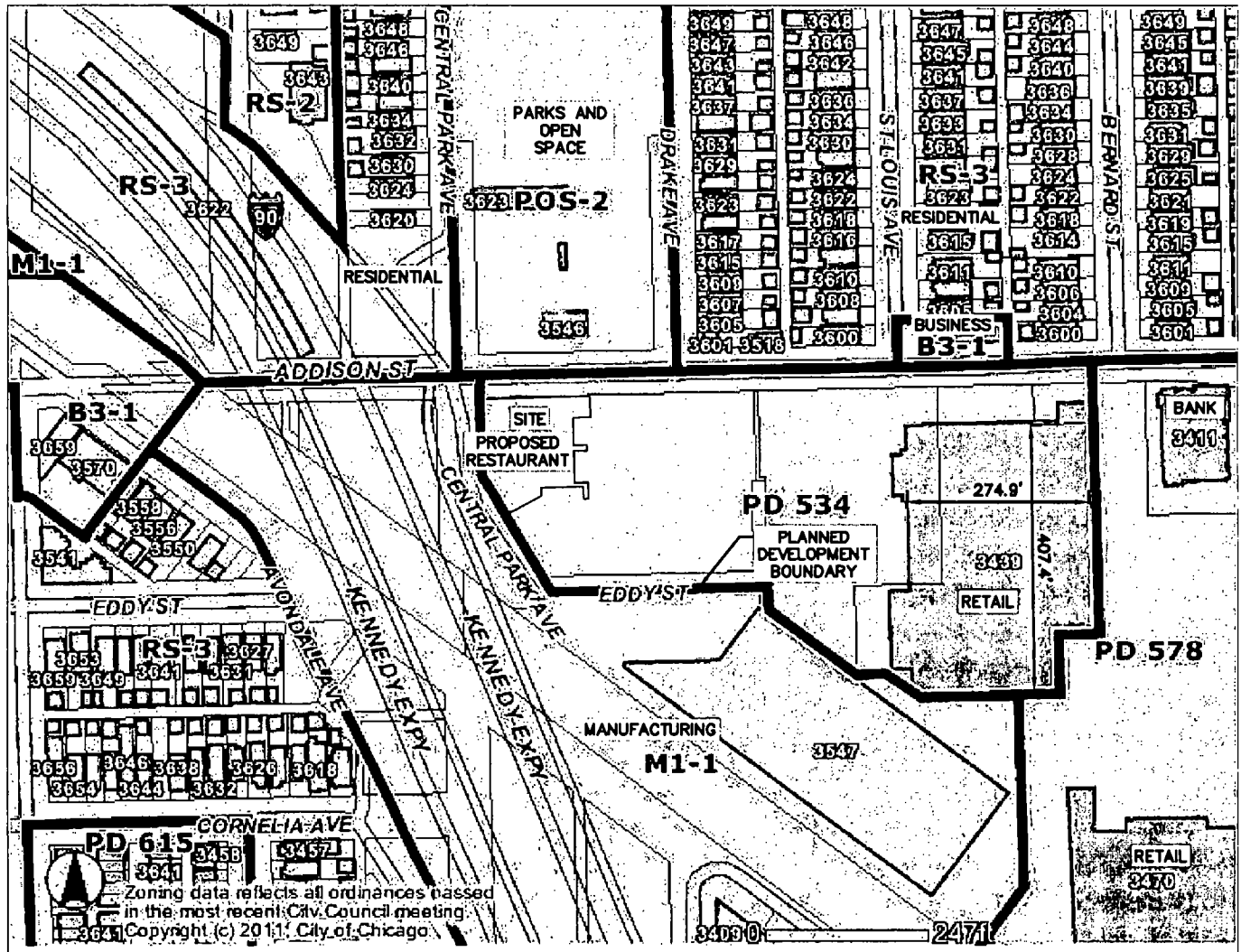


APPLICANT: KMART CORPORATION
 ADDRESS: 3443-3535 WEST ADDISON STREET
 SUBMITTED: 12/12/12

SCALE: N.T.S.
 DRAWN BY: EJT

SUB-AREA MAP

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 Suite 2125
 205 West Madison Drive
 Chicago, Illinois 60606
 Tel. No. (312) 728-8448

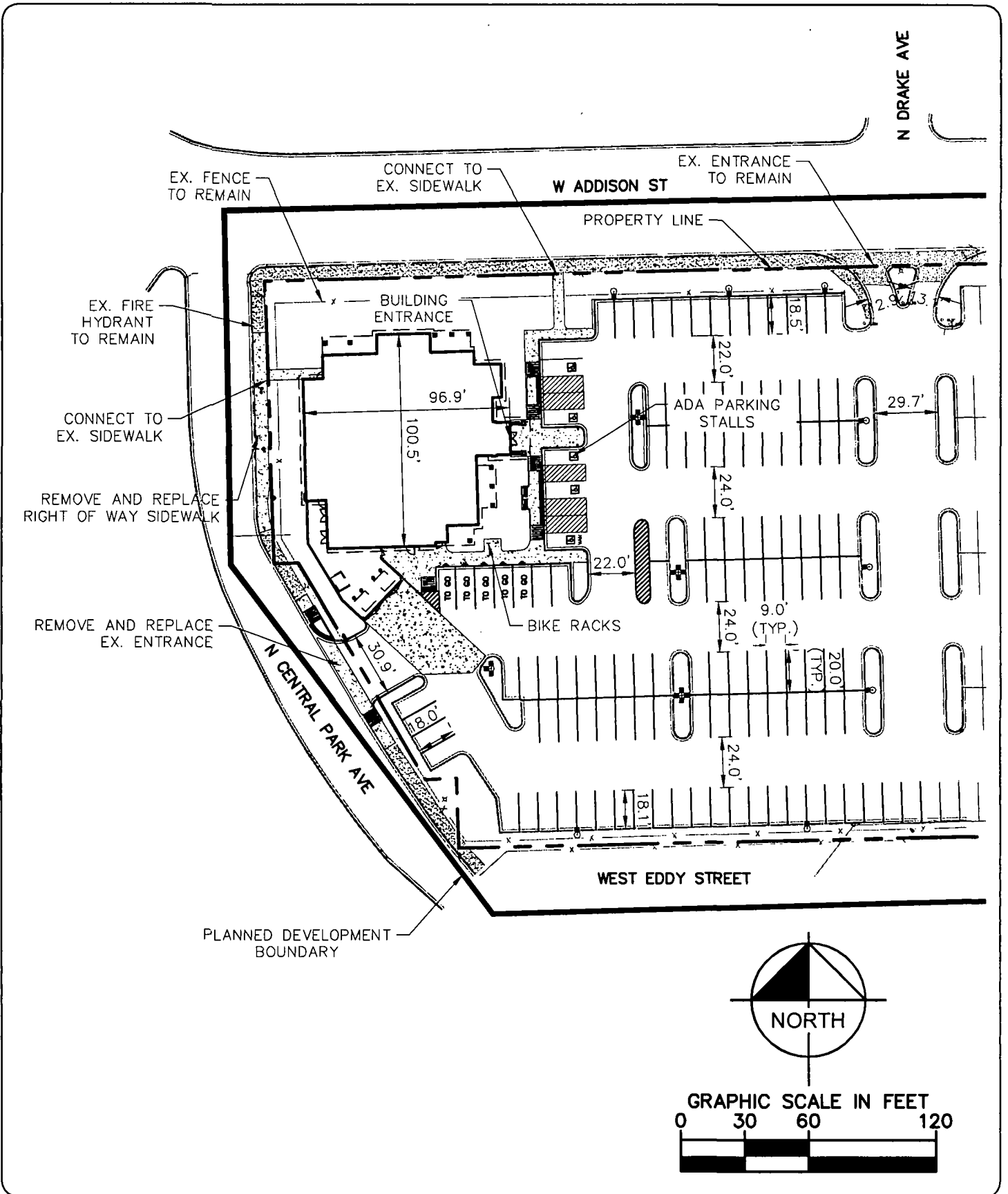


APPLICANT: KMART CORPORATION
 ADDRESS: 3443-3535 WEST ADDISON STREET
 SUBMITTED: 12/12/12

SCALE: N.T.S.
 DRAWN BY: EJ T

EXISTING LAND-USE MAP

Kimley-Horn and Associates, Inc.
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 Suite 2128
 225 West Madison Drive
 Chicago, Illinois 60606 Tel No (312) 728 9445



APPLICANT: KMART CORPORATION
 ADDRESS: 3443-3535 WEST ADDISON STREET
 SUBMITTED: 12/12/12

SCALE:
 1"=60'
 DRAWN BY: EJT

SUB-AREA B
 SITE PLAN

**Kimley-Horn
 and Associates, Inc.**
© 2012 Kimley-Horn & Associates, Inc.
 Suite 2125
 200 West Madison Drive
 Chicago, Illinois 60604

N BERNARD ST

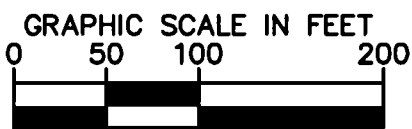
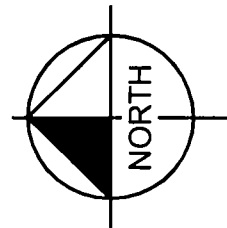
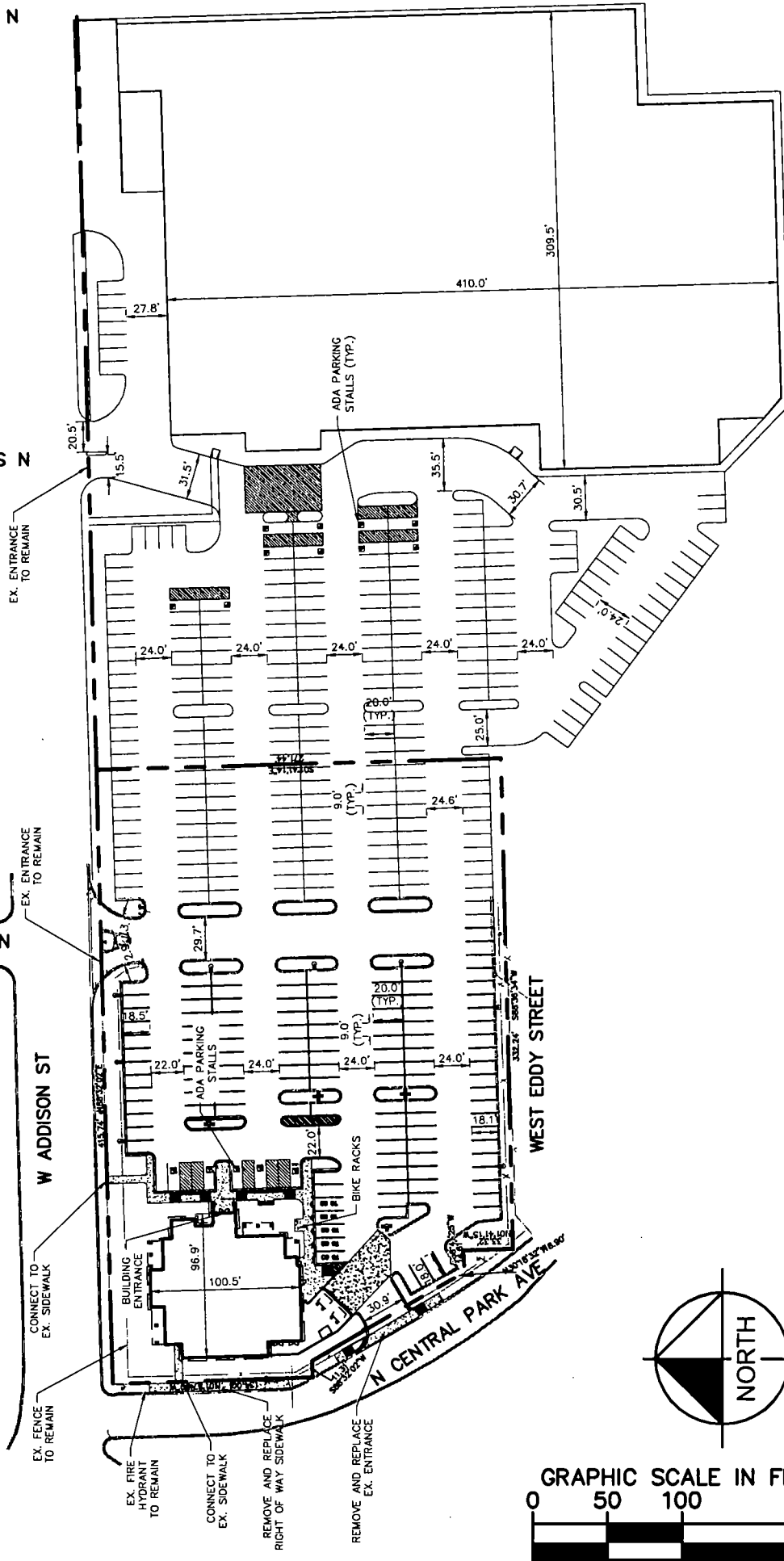
N ST. LOUIS AVE

N DRAKE AVE

W ADDISON ST

WEST EDDY STREET

N CENTRAL PARK AVE



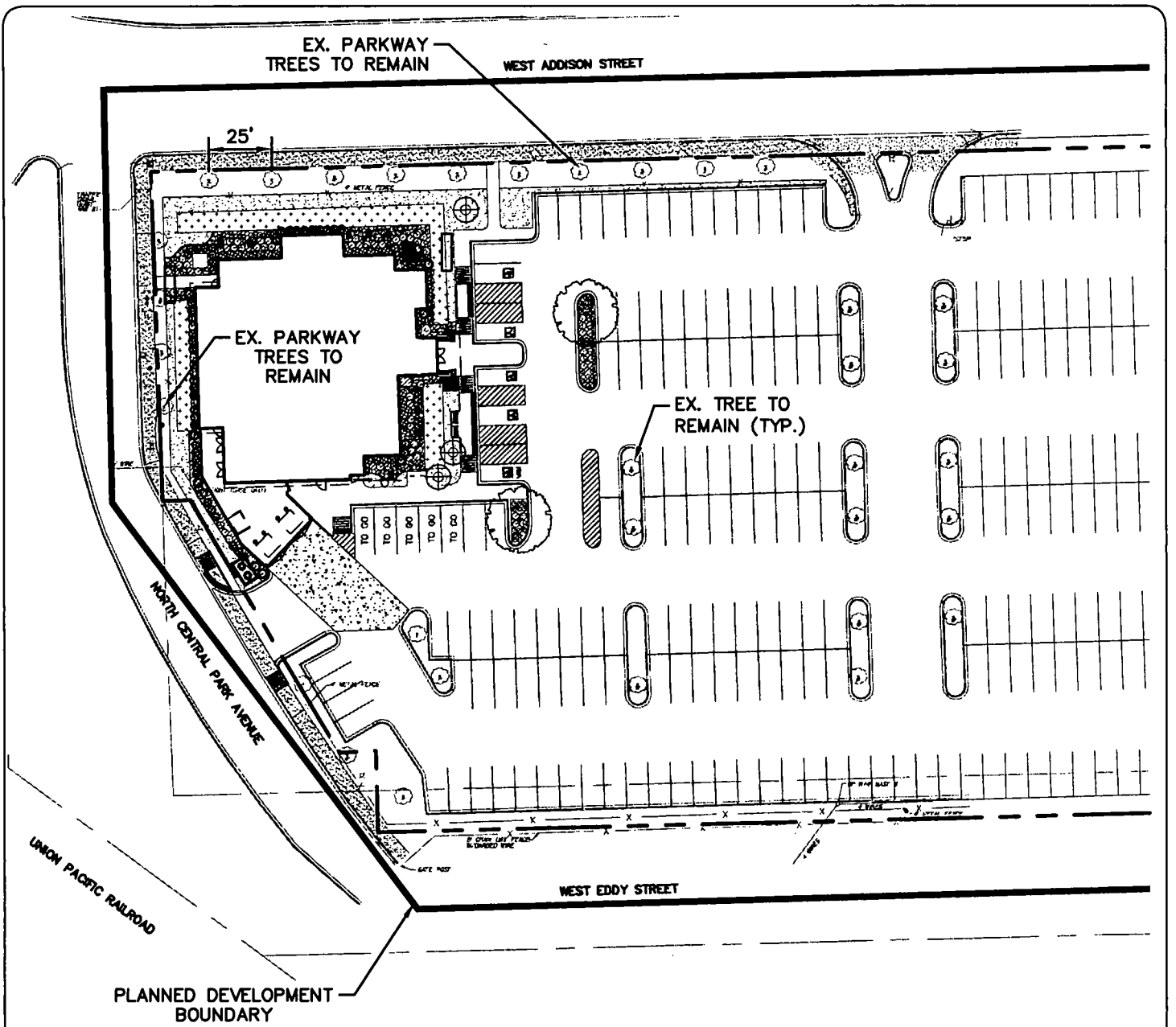
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DRAWN BY: EJT



OVERALL PLANNED DEVELOPMENT SITE PLAN




APPLICANT: KMART CORPORATION
 ADDRESS: 3443-3535 WEST ADDISON STREET
 SUBMITTED: 12/12/12

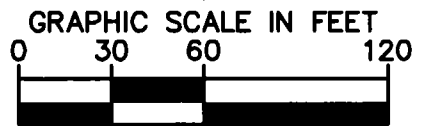
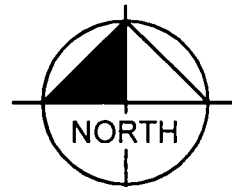
Kimley-Horn and Associates, Inc.
 600 North Dearborn Street
 Suite 2100
 200 West Wacker Drive
 Chicago, Illinois 60606
 Tel: No. (312) 762-9445



LANDSCAPE LEGEND:

-  SODDED KENTUCKY BLUEGRASS TURF BLEND
-  VEGETATIVE SWALE PLANTING (TYP.) SEED AT 30 LBS./ACRE

-  DECIDUOUS CANOPY TREE (TYP.)
-  ORNAMENTAL TREE (TYP.)
-  EVERGREEN TREE (TYP.)



APPLICANT: KMART CORPORATION
 ADDRESS: 3443-3535 WEST ADDISON STREET
 SUBMITTED: 12/12/12

SCALE:
 1"=60'
 DRAWN BY: EJTB

SUB-AREA B
 LANDSCAPE PLAN



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 Suite 2125
 235 West Halsted Drive
 Chicago, Illinois 60606 Tel No. (312) 726-9446

PLANT LIST:

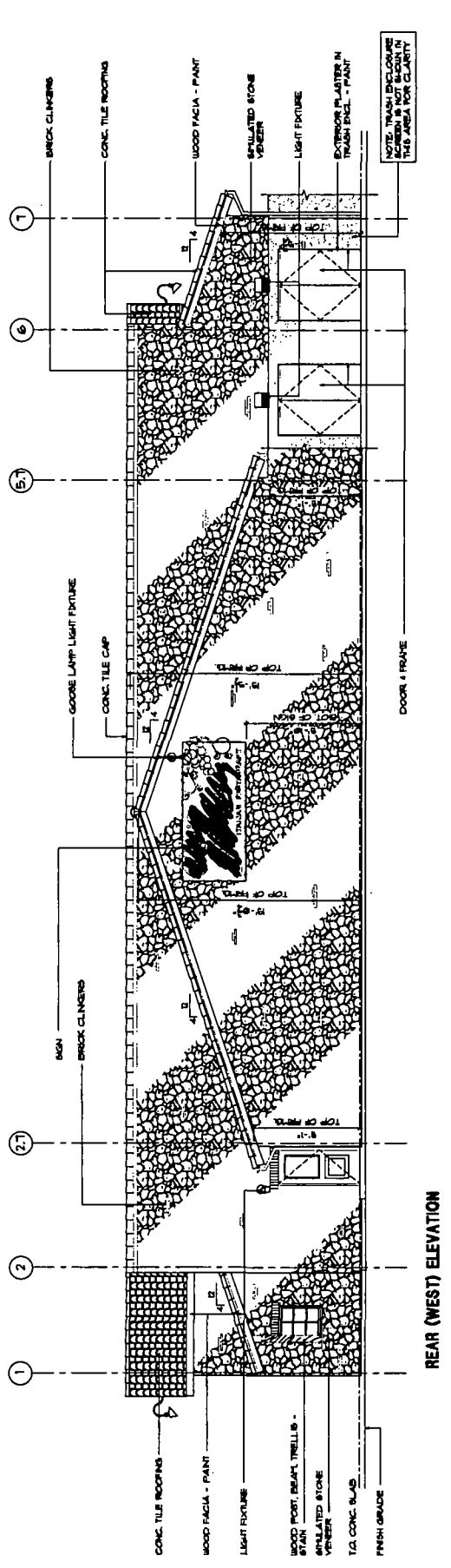
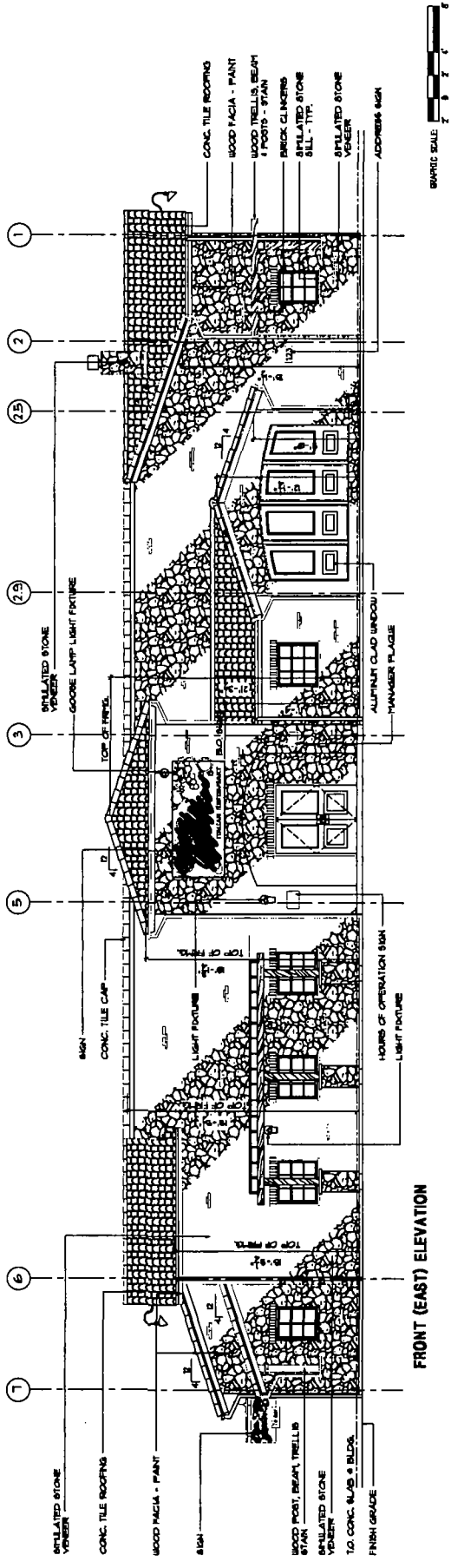
KEY	QTY.	COMMON NAME	BOTANICAL NAME	SIZE	CONDITION	REMARKS
Tree: Deciduous Canopy						
GT	1	Skyline Honey Locust	Gleditsia triacanthos var. inermis 'Skycole'	4" cal.	B&B	Specimen
TC	1	Littleleaf Linden	Tilia cordata 'Glenleven'	4" cal.	B&B	Specimen
Tree: Deciduous Ornamental						
AG	1	Autumn Brilliance Serviceberry	Amelanchier x grandiflora 'Autumn Brilliance'	6' ht.	B&B	Clump, Specimen
SR	3	Japanese Tree Lilac	Syringa reticulata 'Ivory Silk'	2" cal.	B&B	Standard, Specimen
Tree: Evergreen						
JH	2	Hetzli Juniper	Juniperus chinensis 'Hetzli Columnaris'	6' ht.	B&B	Specimen
JV	12	Taylor Juniper	Juniperus virginiana 'Taylor'	6' ht.	B&B	Specimen
Shrubs: Deciduous						
CS	3	Artic Fire Dogwood	Cornus stolonifera 'Farrow'	5 gal./36" ht.	Cont.	Full, Even
HA	5	Annabelle Hydrangea	Hydrangea arborescens 'Annabelle'	5 gal./36" ht.	Cont.	Full, Even
RK	33	Knock Out Rose	Rosa 'Knock Out'	3 gal./24" ht.	Cont.	Full, Even
SB	47	Anthony Waterer Spirea	Spiraea x bumalda 'Anthony Waterer'	3 gal./24" ht.	Cont.	Full, Even
Shrubs: Evergreen						
BG	33	Chicagoland Green Boxwood	Buxus x 'Glenco'	5 gal./24" ht.	Cont.	Full, Even
IT	46	Taunton Yew	Taxus x media 'Tauntonii'	5 gal./24" ht.	Cont.	Full, Even
Groundcovers: Perennials/Grasses/Groundcovers						
CA	14	Feather Reed Grass	Calamagrostis 'Karl Foerster'	1 gal.	Cont.	Specimen
CJ	8	Clematis	Clematis x jackmanii	1 gal.	Cont.	Specimen
CM	9	Zagreb Coreopsis	Coreopsis verticillata 'Moonbeam'	1 gal.	Cont.	Specimen
HH	55	Daylily	Hemorcallis spp.	1 gal.	Cont.	Specimen
LS	3	Liatris	Liatris spicata 'Kobold'	1 gal.	Cont.	Specimen
NF	18	Nepeta	Nepeta x faassenii 'Walker's Low'	1 gal.	Cont.	Specimen
PA	28	Hameln Fountain Grass	Pennisetum alopecuroides 'Hameln'	1 gal.	Cont.	Specimen
SS	14	Salvia	Salvia x superba 'Mainacht'	1 gal.	Cont.	Specimen
SA	5	Sedum	Sedum x 'Autumn Joy'	1 gal.	Cont.	Specimen
VM	78	Vinca	Vinca minor 'Bowles'	3" (10" o.c.)	Cont.	Specimen
ANNUALS 40 SF By Owner						

APPLICANT: KMART CORPORATION
 ADDRESS: 3443-3535 WEST ADDISON STREET
 SUBMITTED: 12/12/12

SCALE: N.T.S.
 DRAWN BY: EJT

LANDSCAPE PLANT LIST





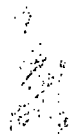
APPLICANT: KMART CORPORATION
ADDRESS: 3443-3535 WEST ADDISON STREET
SUBMITTED: DECEMBER 12, 2012

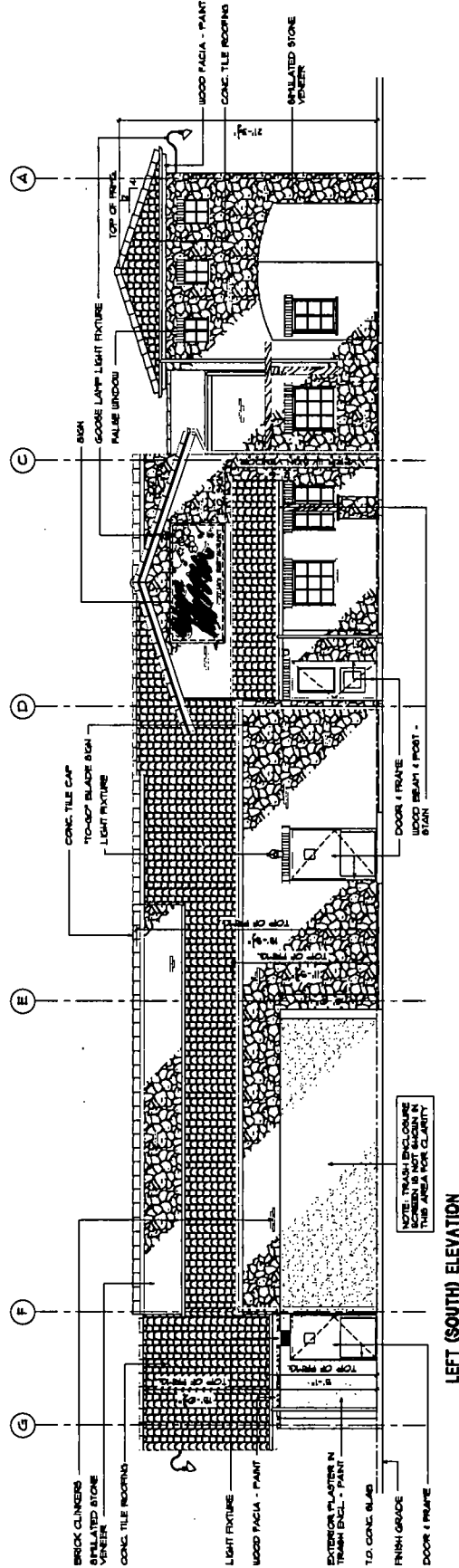
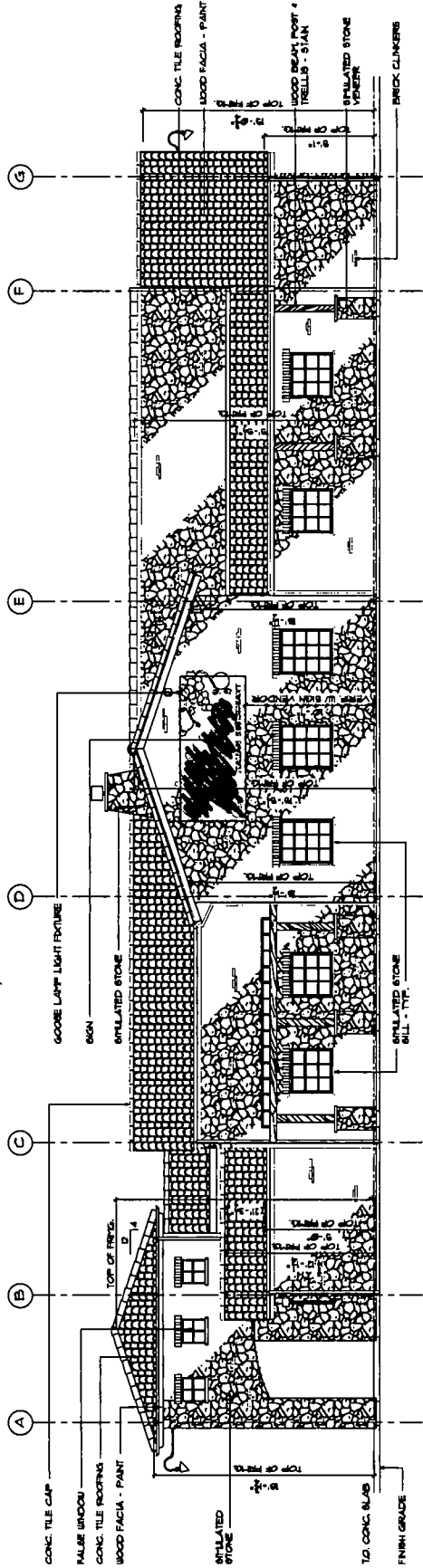
Kimley-Horn and Associates, Inc.
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 Suite 2125
 205 West Windsor Drive
 Chicago, Illinois 60606
 Tel. No. (312) 728 9445

SCALE: 1" = 4'-0"

DRAWN BY: DAE

SUB AREA B
EAST & WEST
EXTERIOR ELEVATIONS





SUB AREA B
NORTH & SOUTH
EXTERIOR ELEVATIONS



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and Associates, Inc.**
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DRAWN BY: DAE

APPLICANT: KMART CORPORATION
ADDRESS: 3443-3535 WEST ADDISON STREET
SUBMITTED: DECEMBER 12, 2012



**BUSINESS PLANNED DEVELOPMENT NO. 534 AS AMENDED,
BULK REGULATIONS AND DATA TABLE**

NET SITE AREA	323,691 SF (7.43 ACRES)
SUB-AREA A	260,529 SF (5.98 ACRES)
SUB-AREA B	63,162 SF (1.45 ACRES)
GROSS SITE AREA	368,890 SF (8.47 ACRES)
AREA IN PUBLIC STREETS OR ALLEYS	45,199 SF (1.04 ACRES)
NET SITE AREA	323,691 SF (7.43 ACRES)
RETAIL BUILDING SQUARE FOOTAGE (EXISTING)	114,071 SF
RESTAURANT BUILDING SQUARE FOOTAGE	7,660 SF
MAXIMUM F.A.R.	0.38
MINIMUM NUMBER OF PARKING SPACES	385
SUB-AREA A	262
SUB-AREA B	123
MINIMUM NUMBER OF OFF-STREET LOADING BERTHS	4
SUB-AREA A	4
SUB-AREA B	1
MINIMUM SETBACKS	PER SITE PLAN
MAXIMUM BUILDING HEIGHT	
SUB-AREA A (EXISTING)	22'
SUB-AREA B	22'

APPLICANT: KMART CORPORATION
 ADDRESS: 3443-3535 WEST ADDISON STREET
 SUBMITTED: 12/12/12

SCALE:
 N.T.S.
 DRAWN BY: EJT

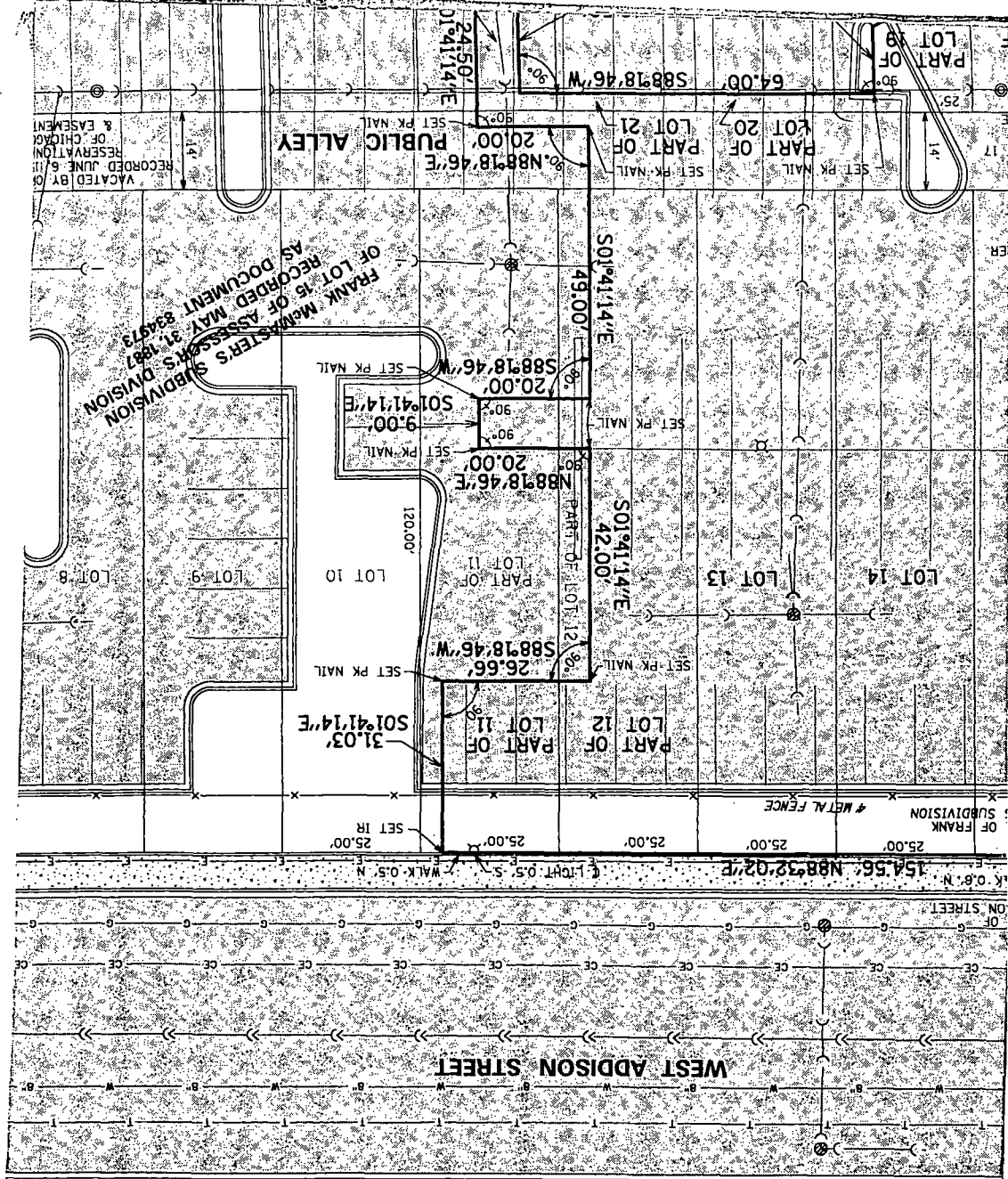
BULK REGULATIONS AND
 DATA TABLE



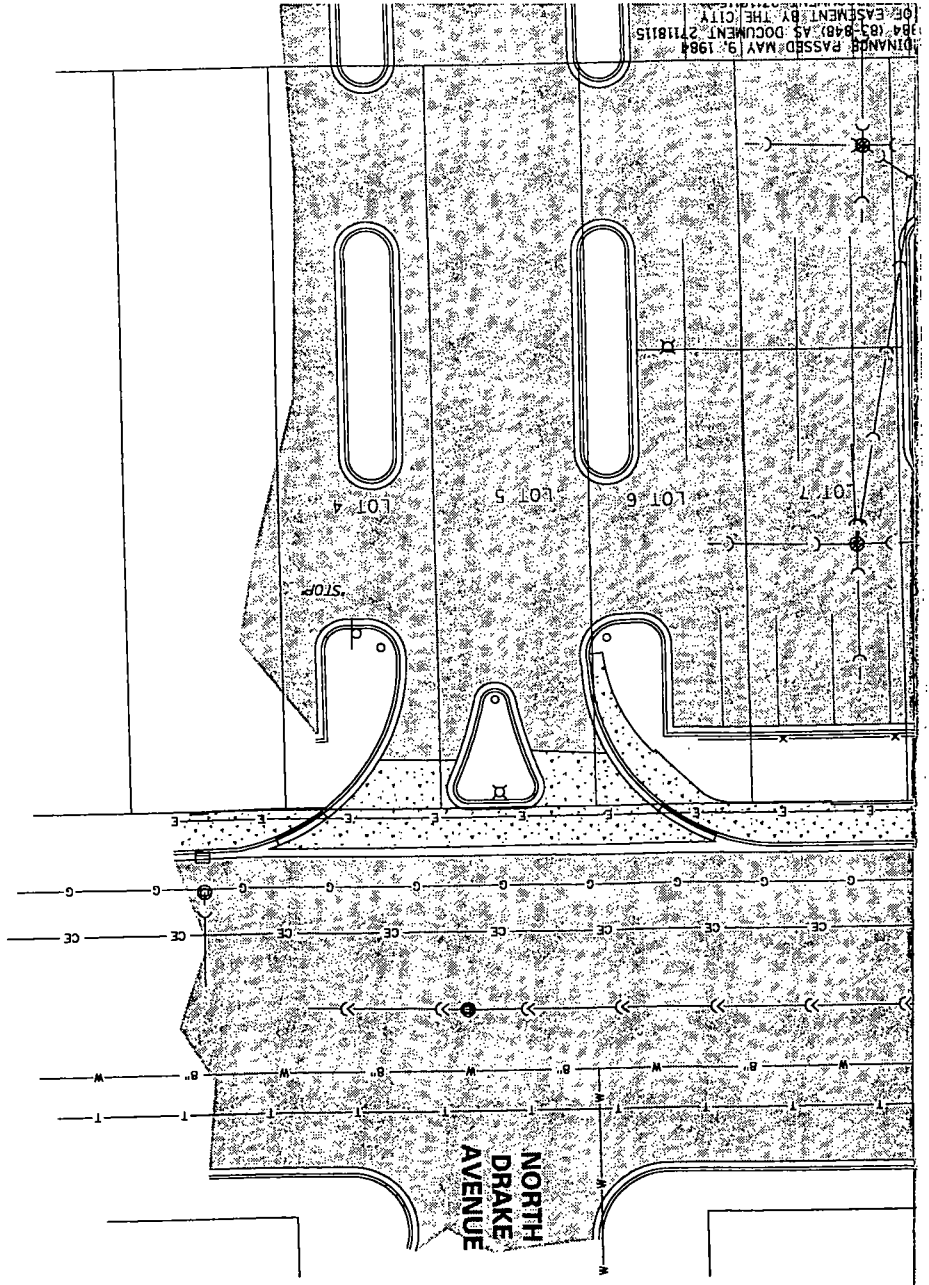
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 and Associates, Inc.**

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A.L.T.A / A.C.S.M. LA



ND TITLE SURVEY



DINAND, PASSED MAY 9, 1984
984 05-840149 DOCUMENT 27118115
OF EASTMENT BY THE CITY

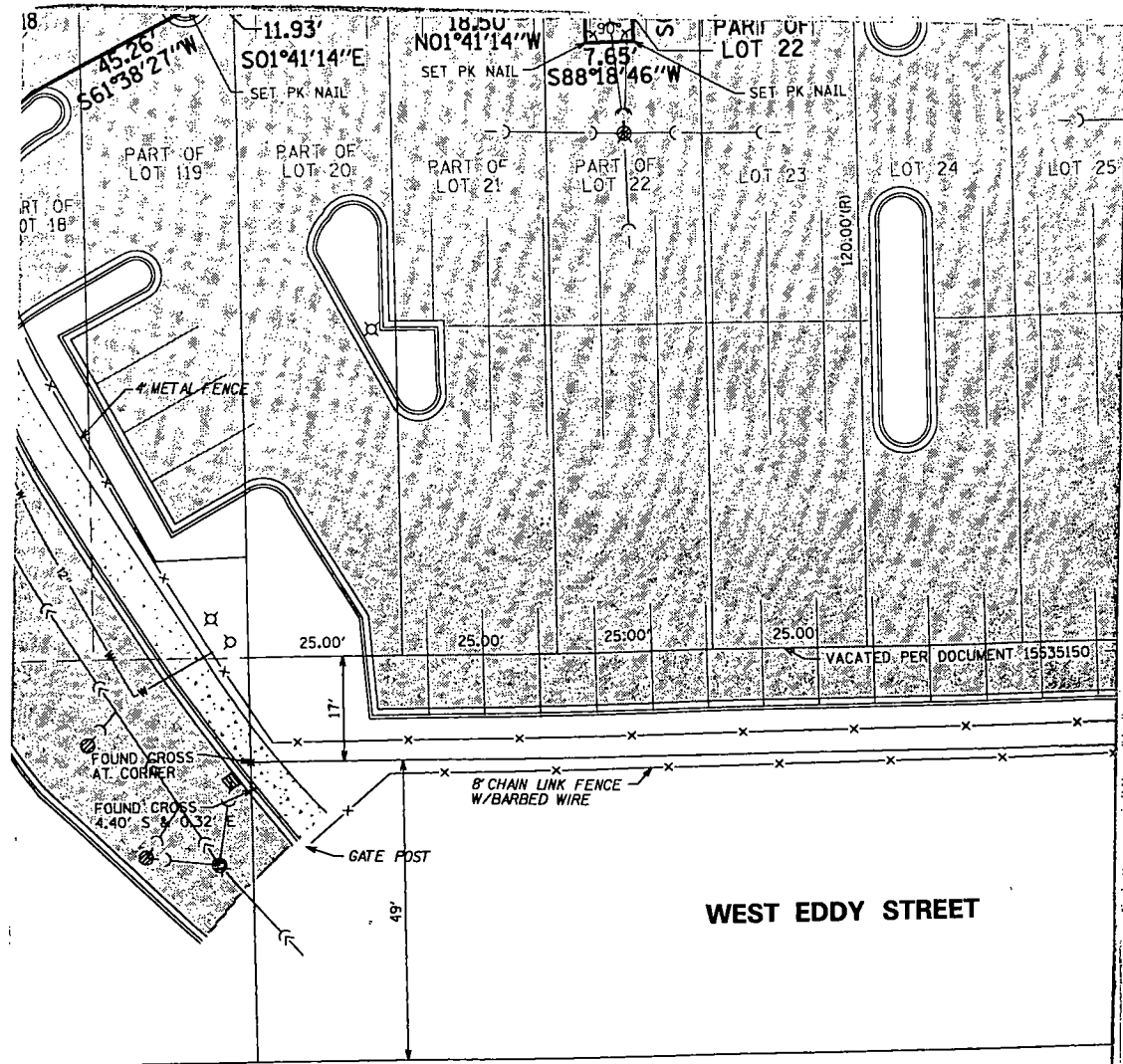
DESCRIPTION

OF LOTS 11 TO 16, BOTH INCLUSIVE AND THAT PART OF LOTS 17 TO 22, BOTH INCLUSIVE IN FRANK MC
SUBDIVISION OF LOT 15 IN ASSESSOR'S DIVISION OF THE WEST HALF OF THE SOUTHWEST QUARTER OF SECTION
41 NORTH 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, AND THAT PART OF THE EAST WEST
4 FOOT PUBLIC ALLEY LYING SOUTH OF THE SOUTH LINE OF LOTS 11 TO 16, BOTH INCLUSIVE, AND LYING
THE NORTH LINE OF LOTS 17 TO 22, BOTH INCLUSIVE IN FRANK MC MASTER'S SUBDIVISION AFREMENTIONED,

AT THE NORTHWEST CORNER OF SAID LOT 16, THENCE NORTH 88 DEGREES 32 MINUTES 02 SECONDS EAST,
DEGREES 41 MINUTES 14 SECONDS EAST 21.03 FEET; THENCE SOUTH 88 DEGREES 18 MINUTES 46 SECONDS
PENDICULAR TO THE LAST COURSE, 26.66 FEET; THENCE SOUTH 01 DEGREES 41 MINUTES 14 SECONDS EAST,
URLAR TO THE LAST COURSE, 42.00 FEET; THENCE NORTH 88 DEGREES 18 MINUTES 46 SECONDS EAST,
URLAR TO THE LAST COURSE, 20.00 FEET; THENCE SOUTH 01 DEGREES 41 MINUTES 14 SECONDS WEST,
URLAR TO THE LAST COURSE, 9.00 FEET; THENCE SOUTH 88 DEGREES 18 MINUTES 46 SECONDS WEST,
URLAR TO THE LAST COURSE, 20.00 FEET; THENCE SOUTH 01 DEGREES 41 MINUTES 14 SECONDS WEST,
URLAR TO THE LAST COURSE, 20.00 FEET; THENCE SOUTH 88 DEGREES 18 MINUTES 46 SECONDS EAST,
URLAR TO THE LAST COURSE, 42.00 FEET; THENCE NORTH 88 DEGREES 18 MINUTES 46 SECONDS EAST,
URLAR TO THE LAST COURSE, 24.50 FEET; THENCE SOUTH 01 DEGREES 41 MINUTES 14 SECONDS WEST,
URLAR TO THE LAST COURSE, 18.50 FEET; THENCE SOUTH 88 DEGREES 18 MINUTES 46 SECONDS WEST,
URLAR TO THE LAST COURSE, 18.50 FEET; THENCE SOUTH 01 DEGREES 41 MINUTES 14 SECONDS WEST,
URLAR TO THE LAST COURSE, 18.50 FEET; THENCE SOUTH 88 DEGREES 18 MINUTES 46 SECONDS WEST,
URLAR TO THE LAST COURSE, 64.00 FEET; THENCE SOUTH 01 DEGREES 41 MINUTES 14 SECONDS WEST,
URLAR TO THE LAST COURSE, 11.93 FEET; THENCE SOUTH 88 DEGREES 18 MINUTES 46 SECONDS WEST,
URLAR TO THE LAST COURSE, 22 SECONDS WEST 3.84 FEET TO A POINT ON THE WEST LINE OF THE
CONVEYED BY THE STATE OF ILLINOIS TO RAULAND BORG PER QUIT CLAIM DEED RECORDED NOVEMBER 3, 1965
ENT NUMBER 19638795; THENCE NORTH 30 DEGREES 18 MINUTES 32 SECONDS WEST, ALONG SAID WEST LINE
TO A POINT ON THE SOUTH LINE OF SAID VACATED ALLEY, SAID POINT ALSO BEING 71.56 FEET WEST OF
EAST CORNER OF LOT 19; THENCE SOUTH 88 DEGREES 32 MINUTES 02 SECONDS WEST, ALONG SAID
11.31 FEET TO A POINT ON THE WEST LINE OF SAID LOT 16, 47.50 BEING THE EAST LINE OF CENTRAL PARK
HENCE NORTH 01 DEGREES 57 MINUTES 30 SECONDS WEST, ALONG LAST DESCRIBED LINE 134.00 FEET TO THE
BEGINNING, IN COOK COUNTY ILLINOIS.

SUBJECT TO:

NOTES AND RESTRICTIONS CONTAINED IN QUIT CLAIM DEED BY STATE OF ILLINOIS DEPARTMENT OF PUBLIC WORKS
DATED OCTOBER 27, 1965 AND RECORDED NOVEMBER 3, 1965 AS DOCUMENT 19638795 (SEE TAB 4), MADE BY
MENT OF PUBLIC WORKS AND BUILDINGS TO RAULAND BORG CORPORATION, PROVIDING THAT THE LAND SHOULD NOT BE PRIMARILY USED FOR
ATION OF THE TRAVELLING PUBLIC OR RECREATION, AND VEHICLE SERVICE, HE WILL NOT DISCRIMINATE ON THE
RACE, COLOR, OR NATIONAL ORIGIN SUCH TRAVELLING PUBLIC OR HIGHWAY USERS, IN THEIR ACCESS TO AND USE
ILITIES AND SERVICE SO CONSTRUCTED, MAINTAINED ETC., AND THAT SAID GRANTEE SHALL MAINTAIN AND
SUCH FACILITIES AND SERVICES IN COMPLIANCE WITH ALL OTHER REQUIREMENTS IMPOSED PURSUANT TO TITLE 15,
GENERAL REGULATIONS, COMMERCIAL AND FOREIGN TRADE, SUBTITLE A, OFFICE OF THE SECRETARY OF COMMERCE
S. C. F. R. PART 8) AND AS SAID REGULATIONS MAY BE AMENDED.
L INSTRUMENT CONTAINS NO PROVISION FOR A FUTURE OF OR REVERSION OF TITLE IN CASE OF BREACH OF
S NOTE: AFFECTS THE PROPERTY, BUT IS BLANKET IN NATURE AND CANNOT BE DELINEATED.)
NT GRANT TO CONSTRUCT, RECONSTRUCT, RENEW, REPLACE, OPERATE, MAINTAIN, INSPECT, ALTER, REPAIR, AND
AS MAIN OR SERVICE PIPES BY RAULAND-BORG CORPORATION, AN ILLINOIS CORPORATION, TO THE PEOPLES GAS
COKE COMPANY, AN ILLINOIS CORPORATION, ITS SUCCESSORS AND ASSIGNS, DATED DECEMBER 5, 1963 AND
JANUARY 10, 1964 AS DOCUMENT 269229680 (SEE TAB 6), IN THE OFFICE OF THE RECORDER OF DEEDS, COOK
ILLINOIS, (AFFECTS WEST 25 FEET OF EAST-WEST 14 FOOT VACATED ALLEY DESCRIBED IN PARCEL 7) (CT EX. 19)
S NOTE: AFFECTS THE PROPERTY AND IS SHOWN.)
ATION OF EASEMENT BY THE CITY OF CHICAGO FOR THE BENEFIT OF THE COMMONWEALTH EDISON COMPANY, AN
CORPORATION, AND THE ILLINOIS BELL TELEPHONE COMPANY, THEIR SUCCESSORS AND ASSIGNS TO OPERATE,
CONSTRUCT, REPLACE AND RENEW OVERHEAD POLES, WIRES, CABLES, AND ASSOCIATED EQUIPMENT AND UNDERGROUND
CABLES, AND ASSOCIATED EQUIPMENT FOR THE TRANSMISSION AND DISTRIBUTION OF ELECTRICAL ENERGY AND
SERVICE OVER, UNDER, ACROSS AND ALONG THE ALLEYS AS HEREIN VACATED WITH RIGHT OF INGRESS AND
RESERVED IN ORDINANCE, RECORDED JUNE 6, 1964 AS DOCUMENT 2711815 (SEE TAB 8), IN THE OFFICE OF THE
OF DEEDS, COOK COUNTY, ILLINOIS.
S NOTE: AFFECTS THE PROPERTY AND IS SHOWN.)
PARCEL 7) (CT EX. 20)
OF THE COMMONWEALTH EDISON COMPANY IN THE NORTH-SOUTH VACATED ALLEY AND THE EAST-WEST VACATED
VACATED BY RECORDED DOCUMENT 2711815 (SEE TAB 8), IN THE OFFICE OF THE RECORDER OF DEEDS, COOK
ILLINOIS) FOR PUBLIC UTILITY PURPOSE AS DISCLOSED BY LETTER, DATED AUGUST 28, 1964 FROM K. J. NEMEC,
PARCEL 7 AND 8), (CT EX. 26)
WITH THE LETTER DATED AUGUST 28, 1964 REGARDING THE AFFECT TO (PARCEL 8).
S NOTE: SEE ITEM 9 ABOVE, AFFECTS THE PROPERTY, AND IS SHOWN (PARCEL 7), SURVEYOR HAS NOT BEEN
UAL EASEMENT AS SET FORTH IN GRANT OF EASEMENT TO CONSTRUCT, OPERATE, USE, MAINTAIN, REPAIR,
REPLACE, RENEW, AND REMOVE POLES, CROSSARMS, WIRES, CABLES, CONDUITS AND OTHER OVERHEAD OR
EQUIPMENT, OR BOTH, FOR THE TRANSMISSION AND DISTRIBUTION OF ELECTRICAL ENERGY IN, UNDER, OVER,
D ALONG THE LAND WITH RIGHT OF INGRESS AND EGRESS TO FROM SAID LAND AT ALL TIMES, BY RAULAND-BORG
EDISON COMPANY, AN ILLINOIS CORPORATION TO THE COMMONWEALTH EDISON COMPANY, AN ILLINOIS CORPORATION, DATED
15, 1964 AND RECORDED AUGUST 29, 1964 AS DOCUMENT 272233382 (SEE TAB 9), IN THE OFFICE OF THE RECORDER
COOK COUNTY, ILLINOIS, (AFFECTS PARCEL 7) (CT EX. 24)
S NOTE: AFFECTS THE PROPERTY AND IS SHOWN.)
ATION OF RESTRICTIVE COVENANT AND EASEMENT AND THE TERMS, PROVISIONS AND CONDITIONS CONTAINED
KNART CORPORATION, A MICHIGAN CORPORATION, DATED AUGUST 28, 1966 AND RECORDED SEPTEMBER 25, 1966 AS
967232382 (SEE TAB 10), IN THE OFFICE OF THE RECORDER OF DEEDS, COOK COUNTY, ILLINOIS.
PART OF THE LAND ALONG THE WESTERN BOUNDARY) (CT EX. 29)
S NOTE: BEYOND THE LIMITS OF THE SURVEY.)



NOTES:

THIS SURVEY REFLECTS MATTERS OF TITLE AS LISTED ON A COMMITMENT FOR TITLE INSURANCE BY FIDELITY TITLE INSURANCE COMPANY, COMMITMENT NO.: 1410 008881022 UL, FILE NO.: 12-43492 (13837707) - 12G0045 WITH AN EFFECTIVE DATE: MAY 4, 2012.

UNDERGROUND UTILITIES ARE SHOWN BY USING PHYSICAL EVIDENCE FOUND ON THE SURFACE AND/OR FROM UTILITY COMPANY FIELD STAKES, AND/OR ENGINEERING DESIGN PLANS. THEREFORE, THEIR LOCATIONS ARE APPROXIMATE AND SUSPECTED AND MAY NOT BE COMPLETELY ACCURATE. FOR MORE ACCURATE LOCATION, FIELD EXCAVATE. OTHER UTILITIES NOT SHOWN MAY EXIST. NO UNDERGROUND UTILITIES WERE LOCATED. BEFORE DIGGING CALL J.U.L.I.E. AT 1-800-892-0123.

ALL DIMENSIONS ARE IN FEET AND DECIMAL PARTS THEREOF. NO DISTANCES OR ANGLES SHOWN HEREON MAY BE ASSUMED BY SCALING.

TAX P.I.N. (PER TAX MAP):
13-23-400-034 (PART OF)

ADDRESS:
(PER COOK COUNTY ASSESSOR'S OFFICE)
3535 WEST ADDISON STREET
CHICAGO, ILLINOIS
(TABLE A ITEM 2)

BASED UPON A REVIEW OF THE FEDERAL EMERGENCY MANAGEMENT AGENCY (FEMA) FLOOD INSURANCE RATE MAP (FIRM) MAP NUMBER 17031C0404J DATED AUGUST 19, 2008, IT IS OUR CONSIDERED OPINION THAT THIS PROPERTY LIES IN ZONE X (UNSHADED) - AREAS DETERMINED TO BE OUTSIDE THE 0.2% ANNUAL CHANCE FLOODPLAIN AS IDENTIFIED BY SAID F.I.R.M. MAP.
(TABLE A ITEM 3)

PROPERTY SURVEYED CONTAINS 20,072 SQUARE FEET, OR 0.461 ACRES, MORE OR LESS.
(TABLE A ITEM 4)

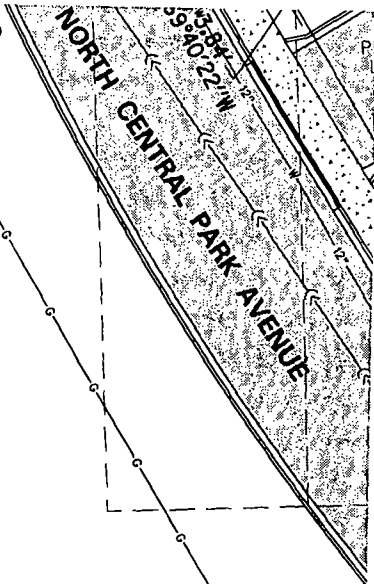
PROPERTY ZONED PLANNED DEVELOPMENT 534 PER CITY OF CHICAGO ZONING MAP ON-LINE.
(TABLE A ITEM 6A)

THERE ARE 51 FULL STRIPED PARKING SPACES ON THE SURVEYED PROPERTY.
(TABLE A ITEM 9)

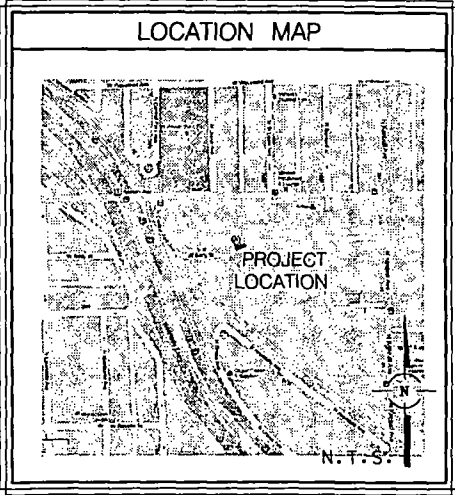
THIS PROFESSIONAL SERVICE CONFORMS TO THE CURRENT ILLINOIS MINIMUM STANDARDS FOR A BOUNDARY SURVEY.

SPACECO, INC IS AN ILLINOIS PROFESSIONAL DESIGN FIRM REGISTERED UNDER LICENSE NUMBER 184-001157.

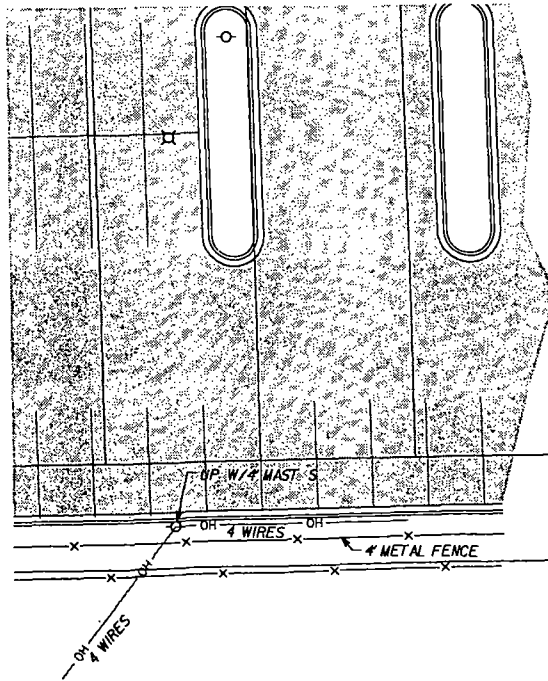
CONVEYED BY THE STATE OF ILLINOIS TO RAULAND BORG PER QUIT CLAIM DEED RECORDED NOVEMBER 3, 1965 AS DOCUMENT 19638795



UNION PACIFIC RAILROAD



PREPARED FOR:
DARDEN RESTAURANTS
1000 DARDEN CENTER DRIVE
ORLANDO, FLORIDA 32837



FOUND CROSS
8.00' N & ON

LEGEND

	STORM SEWER		SANITARY MANHOLE		HAND HOLE		CUT CROSS
	SANITARY SEWER		STORM MANHOLE		STREET LIGHT		PK / W&G NAIL
	COMBINED SEWER		CATCH BASIN		UTILITY POLE		RAILROAD SPIKE
	WATER MAIN		INLET		TRAFFIC SIGNAL		SOIL BORING
	GAS MAIN		FLARED END SECTION		TRAFFIC SIGNAL BOX		TREE WITH SIZE
	UNDERGROUND TELEPHONE LINE		ELECTRIC MANHOLE		SPRINKLER HEAD		FIR TREE WITH SIZE
	UNDERGROUND ELECTRIC LINE		TELEPHONE MANHOLE		BOLLARD		BUSH
	UNDERGROUND CATV LINE		TELEPHONE UPRIGHT		MAILBOX		
	OVERHEAD WIRES ON UTILITY POLES		ELECTRIC UPRIGHT		SIGN		
	FIBER OPTIC LINE		CABLE TV UPRIGHT		UNIDENTIFIED MANHOLE		
	RAILROAD		FIRE HYDRANT		CONTOUR		
	FENCE		VALVE AND VAULT		SPOT ELEVATION		
	GUARDRAIL		WATER VALVE		RIGHT-OF-WAY MONUMENT		ASPHALT
			AUXILIARY VALVE		DISC		CONCRETE
			WELL		IRON / STEEL ROD		GRAVEL
			GAS VALVE		IRON PIPE		

REVISION
06/27/
09/14/
11/29/

STATE OF ILLINOIS)
COUNTY OF COOK) SS

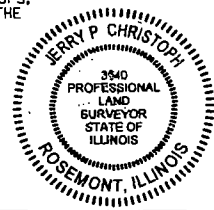
TO: FIDELITY NATIONAL TITLE INSURANCE COMPANY
FROM: GMRI, INC., A FLORIDA COMPANY

I DO HEREBY CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED
WAS MADE IN ACCORDANCE WITH THE 2011 MINIMUM STANDARD DETAIL REQUIREMENTS FOR
"ACSM LAND TITLE SURVEYS," JOINTLY ESTABLISHED AND ADOPTED BY ALTA AND NSPS,
WHICH INCLUDES ITEMS 1, 2, 3, 4, 6(a), 8, 9, 11(a), 13 AND 14 OF TABLE "A" THEREOF. THE
WORK WAS COMPLETED ON MAY 2, 2012.

I HAVE SIGNED AND SEAL THIS 30th DAY OF November, 2012 IN
ROSEMONT, ILLINOIS.

JERRY P. CHRISTOPH, I.P.L.S. No. 035-3540
LICENSE EXPIRES: 11-30-2014
jstoph@spacecoinc.com

(SEAL ONLY IF EMBOSSED SEAL AFFIXED)



TELEPHONE



CONSULTING ENGINEERS
SITE DEVELOPMENT ENGINEERS
LAND SURVEYORS

9575 W. Higgins Road, Suite 700,
Rosemont, Illinois 60018
Phone: (847) 696-4060 Fax: (847) 696-4065

DATE: 06/01/2012
JOB NO: 7222
FILENAME:
7222ALTA-01
SHEET
1 OF 1