

**FILED**  
 UNITED STATES BANKRUPTCY COURT  
 NORTHERN DISTRICT OF ILLINOIS

APR 02 2019

JEFFREY P. ALLSTEADT, CLERK  
 INTAKE 2

**Fill in this information to identify the case:**

Debtor 1 FP Retail Associates LLC

Debtor 2 \_\_\_\_\_  
 (Spouse, if filing)

United States Bankruptcy Court for the: Northern District of Illinois - Eastern Div

Case number 18-30046

Official Form 410

**Proof of Claim**

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

**Part 1: Identify the Claim**

1. **Who is the current creditor?** The Forest Park Plaza, LLC  
 Name of the current creditor (the person or entity to be paid for this claim)

Other names the creditor used with the debtor \_\_\_\_\_

2. **Has this claim been acquired from someone else?**  No  
 Yes. From whom? \_\_\_\_\_

3. **Where should notices and payments to the creditor be sent?** **Where should notices to the creditor be sent?** **Where should payments to the creditor be sent? (if different)**

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

The Forest Park Plaza, LLC attn: Ernest Baker  
 Name \_\_\_\_\_  
7306 W. Madison Street  
 Number Street \_\_\_\_\_  
Forest Park IL 60130  
 City State ZIP Code \_\_\_\_\_  
 Contact phone 708.697.5020  
 Contact email ebaker@livingwd.org

Uniform claim identifier for electronic payments in chapter 13 (if you use one):  
 \_\_\_\_\_

4. **Does this claim amend one already filed?**  No  
 Yes. Claim number on court claims registry (if known) \_\_\_\_\_ Filed on \_\_\_\_\_  
 MM / DD / YYYY

5. **Do you know if anyone else has filed a proof of claim for this claim?**  No  
 Yes. Who made the earlier filing? \_\_\_\_\_

**Part 2: Give Information About the Claim as of the Date the Case Was Filed**

6. Do you have any number you use to identify the debtor?  No  
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: \_\_\_\_\_

7. How much is the claim? \$ 1,296,074.24. Does this amount include interest or other charges?  
 No  
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  
 Limit disclosing information that is entitled to privacy, such as health care information.  
Rejection damages, unpaid rent, etc. See Exhibit A.

9. Is all or part of the claim secured?  No  
 Yes. The claim is secured by a lien on property.

**Nature of property:**  
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  
 Motor vehicle  
 Other. Describe: \_\_\_\_\_

**Basis for perfection:** \_\_\_\_\_  
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

**Value of property:** \$ \_\_\_\_\_  
**Amount of the claim that is secured:** \$ \_\_\_\_\_  
**Amount of the claim that is unsecured:** \$ \_\_\_\_\_ (The sum of the secured and unsecured amounts should match the amount in line 7.)

**Amount necessary to cure any default as of the date of the petition:** \$ \_\_\_\_\_

**Annual Interest Rate** (when case was filed) \_\_\_\_\_ %  
 Fixed  
 Variable

10. Is this claim based on a lease?  No  
 Yes. Amount necessary to cure any default as of the date of the petition. \$ 38,555.12

11. Is this claim subject to a right of setoff?  No  
 Yes. Identify the property: \_\_\_\_\_

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check one:

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Amount entitled to priority

\$ \_\_\_\_\_

Up to \$2,850\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ \_\_\_\_\_

Wages, salaries, or commissions (up to \$12,850\*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ \_\_\_\_\_

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ \_\_\_\_\_

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ \_\_\_\_\_

Other. Specify subsection of 11 U.S.C. § 507(a)(2) that applies.

\$ 4,019.12

\* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

**Part 3: Sign Below**

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

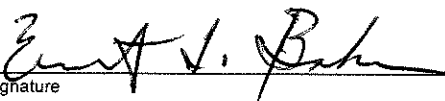
I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 3-29-2019  
MM / DD / YYYY

  
Signature

Print the name of the person who is completing and signing this claim:

Name Ernest L. Baker  
First name Middle name Last name

Title Director of Finance

Company The Forest Park Plaza, LLC  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 7306 W. Madison Street  
Number Street  
Forest Park IL 60130  
City State ZIP Code

Contact phone 708.697.5020 Email ebaker@livingwd.org

**EXHIBIT A**

**ADDENDUM TO PROOF OF CLAIM OF THE FOREST PARK PLAZA, LLC UNDER THAT CERTAIN LEASE DATED AS OF MARCH 28, 2017 (AS MODIFIED, AMENDED, TRANSFERRED AND/OR SUPPLEMENTED), BY AND BETWEEN THE FOREST PARK PLAZA, LLC AND FP RETAIL ASSOCIATES LLC**

1. This addendum is made in connection with the attached proof of claim (“**Proof of Claim**”) of The Forest Park Plaza, LLC (the “**Landlord**”). Landlord submits this claim for the amount owed by the Debtors (as defined below) under the Lease (as defined below). By this Proof of Claim, Landlord asserts a prepetition general unsecured claim against FP Retail Associates LLC (the “**Debtor**” or the “**Tenant**”) in the amount of at least \$1,582,055.12, a postpetition administrative priority claim in amount of at least \$4,019.12, and estimated attorneys’ fees in the amount of at least \$10,000.00.<sup>1</sup>

**Factual Background**

2. On or about March 28, 2017, Landlord and Tenant entered into that certain lease (as modified, amended transferred and/or supplemented, the “**Lease**”) for the premises, as described in the Lease, located at 7610 W. Roosevelt Road, Forest Park, Illinois 60130 (the “**Property**”).

3. On October 25, 2018 (the “**Petition Date**”), the Tenant and certain of its affiliated debtors (collectively, the “**Debtors**”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Northern District of Illinois Eastern Division (the “**Court**”).

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<sup>1</sup> Landlord has reduced its aggregate claim amount by \$300,000.00 as a result of its draw on its letter of credit consistent with its agreement with the Debtor and the Rejection Order (as defined herein).

4. On November 19, 2018, the Court entered an order (the “**Procedures Order**”) establishing procedures (the “**Rejection Procedures**”) for the rejection of unexpired leases by the Debtors.

5. On December 11, 2018, the Debtors filed the *Lease Rejection Notice* (Docket No. 151). The Debtors subsequently filed an *Amended Lease Rejection Notice* on December 12, 2018 (Docket No. 158), pursuant to which the Debtors sought authorization to reject the Lease.

6. On February 27, 2019, the Court entered that certain *Order Rejecting Unexpired Lease Under 11 U.S.C. § 365* (the “**Rejection Order**”) (Docket No. 209). Pursuant to the Rejection Order, the Lease was rejected effective December 20, 2018.

#### The Claim

7. Landlord is filing this Proof of Claim in its capacity as landlord under the Lease.

8. Pursuant to section 365(a) of the Bankruptcy Code, the Debtors have rejected the Lease effective as of December 20, 2018.

9. As of the Petition Date, the Tenant is indebted to Landlord with respect to the Lease and its rejection of the Lease in the amounts set forth on the attached **Exhibit 1**, including accrued and accruing taxes, insurance premiums, operating costs, other costs and expenses, accrued and accruing interest and accrued, and attorneys’ fees.

10. Moreover, the Tenant is indebted to Landlord with respect to postpetition, pre-rejection amounts due and owing under the Lease totaling no less than \$4,019.12.

11. To the best of Landlord’s knowledge, the claim set forth in this Proof of Claim is not subject to any valid setoff or counterclaim by the Debtors, provided, however, that Landlord expressly reserves and does not waive any setoff or recoupment rights that it may possess.

**Reservation of Rights**

12. Landlord asserts, without limitation, the following additional claims, as to which Landlord expressly reserves and preserves all rights, notwithstanding anything contained in this Proof of Claim, including, without limitation, (1) the right to assert additional claims for administrative expenses; (2) the right to assert claims for interest, attorneys' fees and costs which continue to accrue and to be incurred; (3) rights to estimate contingent claims and assert additional claims if contingent claims are estimated and/or liquidated; (4) any other claims Landlord may have against the Debtors relating or incidental to the Debtors' obligations; and (5) the right to amend this Proof of Claim.

13. Landlord reserves the right to amend and/or further supplement in any manner this Proof of Claim, including, but not limited to, supplementing and adding additional documentation or supplementing the amount of the claim.

14. This Proof of Claim is without prejudice to claims, if any, that Landlord has or may have for payment of an administrative expense allowable under Section 503(b) of the Bankruptcy Code with respect to any transaction arising out of the relevant documents, whether or not such amounts are included in this Proof of Claim, and Landlord expressly reserves its right to file such claim or any similar claim at an appropriate date.

15. Landlord specifically preserves all of its procedural and substantive defenses and rights with respect to any claim that may be asserted against Landlord by the Debtors or any other party in interest in this bankruptcy case, or any other person or entity whatsoever.

16. The filing of this Proof of Claim is not and should not be construed to be (a) a waiver or release of Landlord's rights against any other entity or person liable for all or part of any claim described herein; (b) a waiver of the right to seek to have the reference withdrawn with respect to the subject matter of these claims, any objection or other proceedings commenced with

respect thereto, or any other proceedings commenced in this case against or otherwise involving Landlord; (c) a waiver of any right to the subordination, in favor of Landlord of indebtedness or liens held by creditors of the Debtors; or (d) an election of remedy which waives or otherwise affects any other remedy of Landlord.

17. Debtors are in possession of all supporting documents. To the extent any party in interest would like a copy of the supporting documentation; please contact counsel for the undersigned and copies of the applicable documents will be supplied to the requesting entity and/or individual.

**Exhibit 1**  
**PROOF OF CLAIM ATTACHMENT**

A. General Information:

1. Landlord Name: The Forest Park Plaza, LLC
2. Property Location: 7610 W. Roosevelt Road, Forest Park, Illinois 60130
3. Tenant Name: FP Retail Associates LLC
4. Petition Date: October 25, 2018
5. Lease Exp. Date: January 31, 2028
6. Lease Rej. Order Date: February 27, 2019
7. Lease Rej. Date: December 20, 2018

B. Claim Information:

	<u>Rent &amp; Charges</u>
1. Unsecured Non-Priority Rejection Claim Amount: (Section 502(b)(6)(A))	\$1,543,500.00
2. Unsecured Prepetition Rent Claim Amount: (Sections 502(b)(6)(B))	\$38,555.12 <sup>2</sup>
3. Administrative Priority Claim Amount: (Sections 503(b) and 507(a)(2))	\$4,019.12 <sup>3</sup>
4. Attorneys' Fees (Estimate):	\$10,000.00
5. <u>Draw on Letter of Credit:</u>	<u>(\$300,000.00)</u>
<b>TOTAL CLAIM AMOUNT:</b>	<b>\$1,296,074.24</b>

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<sup>2</sup> Sum includes \$38,486 in prepetition rent due on January 1, 2018 and \$62.12 in prepetition utility disbursements.

<sup>3</sup> Sum includes \$3,950 in respect of a postpetition tenant work order and \$62.12 in utility disbursements.



**REJECTION DAMAGES**

**TOTAL RENT REMAINING FOR LEASE TERM**

<b>TOTALS:</b>	Monthly rent:	<b>RENT CAPS (choose one)</b>
	\$87,500 (8/25/17 – 9/1/2022)	15% of remaining rent: \$1,543,500.00
	\$96,250 (10/1/22 – 1/1/2028)	1-year rent: \$1,050,000.00
Start date: October 25, 2018	Period rent: \$10,290,000.00	<b>Rejection Claim Amount (15% of remaining rent): \$1,543,500.00</b>
End date: January 31, 2028	No. of months: <b>111.2</b>	

# Northern District of Illinois Claims Register

[18-30046 FP Retail Associates LLC](#)

**Honorable Judge:** Jacqueline P. Cox      **Chapter:** 11  
**Office:** Eastern Division      **Last Date to file claims:**  
**Trustee:**      **Last Date to file (Govt):**

<i>Creditor:</i> (27713366)	<b>Claim No:</b> 64	<i>Status:</i>
The Forest Park Plaza LLC	<i>Original Filed</i>	<i>Filed by:</i> CR
attn: Ernest Baker	<i>Date:</i> 04/02/2019	<i>Entered by:</i> Charlie Green
7306 W. Madison Street	<i>Original Entered</i>	<i>Modified:</i>
Forest Park, IL 60130	<i>Date:</i> 04/03/2019	

Amount claimed: \$1296074.24  
Priority claimed: \$4019.12

*History:*

[Details](#)   [64-1](#) 04/02/2019 Claim #64 filed by The Forest Park Plaza LLC, Amount claimed: \$1296074.24 (Green, Charlie)

*Description:*

*Remarks:*

## Claims Register Summary

**Case Name:** FP Retail Associates LLC  
**Case Number:** 18-30046  
**Chapter:** 11  
**Date Filed:** 10/25/2018  
**Total Number Of Claims:** 1

<b>Total Amount Claimed*</b>	\$1296074.24
<b>Total Amount Allowed*</b>	

\*Includes general unsecured claims

**The values are reflective of the data entered. Always refer to claim documents for actual amounts.**

	Claimed	Allowed
<b>Secured</b>		
<b>Priority</b>	\$4019.12	
<b>Administrative</b>		