

RECEIVED
REAL ESTATE FUND
L.P.

FOR CITY USE
AFFIDAVIT NO. _____

CITY OF CHICAGO
- ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

WHO MUST SUBMIT AN EDS:

- Applicants:** Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- Entities holding an interest in the Applicant:** Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10% or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

GENERAL INFORMATION

Date this EDS completed: March 11, 2003

A. **Who is submitting this EDS?** That party will be the "Undersigned" throughout this EDS.
 Check here if you are filing as "Applicant." Exact legal name: _____
 Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: Bridge Street Real Estate Fund 1998, L.P. (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real Estate Limited Partnership)

B. Business address: c/o Goldman Sachs, 85 Broad Street, New York, NY 10004

C. Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: roy.lapidus@qs.com

D. Name of contact person: Roy Lapidus

E. If a procurement, Specification # N.A. and Contract # N.A.

F. If not a procurement:
 1. City Agency requesting EDS Department of Planning and Development
 2. City action requested (e.g. loan, grant, sale of property): TIF assistance
 3. If property involved, list property location: 6465 W. Diversy

G. Brief description of project, (include project number and location if applicable):
Redevelopment of Brickyard Mall

8000011

SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF ENTITY

1. Indicate whether the Undersigned is an individual or legal entity:

- Individual
- Business corporation
- Sole proprietorship
- General partnership
- Limited partnership
- Limited Liability Company
- Joint venture
- Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3)? Yes No.
- Other entity (please specify) _____

2. State of incorporation or organization, if applicable: Delaware

3. For legal entities not organized in the State of Illinois: Is the organization authorized to do business in the State of Illinois as a foreign entity? Yes No N/A

B. ORGANIZATION INFORMATION

1. IF THE UNDERSIGNED IS A CORPORATION:

a. List below the names and titles of all executive officers and all directors of the corporation. For not-for-profit corporations, also list below any executive director of the corporation, and indicate all members, if any, who are legal entities. If there are no members, write "no members."

Name	Title
N.A.	

b. For corporations whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, please provide the following information concerning shareholders who own shares equal to or in excess of 10 % (or 7.5 %, as applicable) of the corporation's outstanding shares. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

c. For corporations that are not registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, list below the name, business address and percentage of ownership interest of each shareholder. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

2. IF THE UNDERSIGNED IS A PARTNERSHIP:

For general or limited partnerships: list below the name, business address and percentage of ownership interest of each partner. For limited partnerships, indicate whether each partner is a general partner or a limited partner. Note: it may be necessary for some partners to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
Stone Street 1998 Realty, L.L.C. (General Partner)	c/o Goldman Sachs 85 Broad Street New York, NY 10004	0.02%
Goldman Sachs Employees (Limited Partners)	c/o Goldman Sachs 85 Broad Street New York, NY 10004	99.98%

3. IF THE UNDERSIGNED IS A LIMITED LIABILITY COMPANY:

a. List below the name, business address and percentage of ownership interest of each (i) member and (ii) manager. If there are no managers, write "no managers," and indicate how managed. Note: it may be necessary for some members to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

b. List below the names and titles of all officers, if any. If there are no officers, write "no officers."

Name	Title
N.A.	

4. IF THE UNDERSIGNED IS A LAND TRUST, BUSINESS TRUST OR ESTATE:

a. List below the name of each individual or legal entity holding legal title to the property that is the subject of the trust.

Name	Business Address
N.A.	

b. List below the name, business address and percentage of beneficial interest of each beneficiary on whose behalf title is held. Note: it may be necessary for some beneficiaries to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

A. DEFINITIONS AND DISCLOSURE REQUIREMENT

1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.

2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

B. CERTIFICATION

1. Has the Undersigned had a "business relationship" with any City elected officials 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):

● **STOP**

If you are filing on behalf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and Acknowledgment Regarding City Governmental Ethics and Campaign Finance Ordinances), page 12. The following sections Three through Six are to be completed only by the Applicant in the Applicant's EDS:

SECTION THREE: DISCLOSURE OF RETAINED PARTIES

A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbyist, etc., retained or anticipated to be retained)	Fees (indicate whether paid or estimated)

CHECK HERE IF NO SUCH PERSONS HAVE BEEN RETAINED DIRECTLY BY THE APPLICANT OR ARE ANTICIPATED TO BE RETAINED DIRECTLY BY THE APPLICANT.

SECTION FOUR: CERTIFICATIONS BY APPLICANT

I. CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A. The Applicant is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Applicant or its affiliates delinquent in paying any fine, fee, tax or other charge owed to the City. This includes all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes. If there are any such delinquencies, note them below:

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

B. The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental law or regulation. If there have been any such violations, note them below:

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

C. The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the project or transaction for the duration of time that such facility remains on the list.

D. The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, business, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I,A-C above and will not, without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

If the Applicant is unable to so certify, provide an explanation:

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

II. CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE

For purposes of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the Applicant. *Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS filed by an "Entity holding an interest in the Applicant."*

If the Applicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child support obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child support obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply with the provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.

Check one:

- 1. No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
- 2. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners ~~in~~ arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
- 3. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
- 4. There are no Substantial Owners.

III. FURTHER CERTIFICATIONS

A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):

1. 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;
2. have not within a five-year period preceding the date hereof 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;
3. are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
4. 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
5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.

B. The certifications in this subpart B concern:

- the Applicant;
- any party participating in the performance of the project or transaction that is the subject of this EDS ("an **Applicable Party**");
- any "**Affiliated Entity**" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term **Affiliated Entity** means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
- any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
- any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

1. 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;
2. 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
3. made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
4. violated the provisions of § 2-92-610 of the Municipal Code (**Living Wage Ordinance**).

C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D. Neither the Applicant nor any employee, official, agent or partner of the Applicant 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.

E. If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant 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 Applicant certified to the above statements.

IV. CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION

For purposes of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan association, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities broker, a municipal securities broker, a securities dealer, a municipal securities dealer, a securities underwriter, a municipal securities underwriter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee under the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial institution" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension plans to public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in Section 2-32-455(b) of the Municipal Code.]

A. CERTIFICATION

The Applicant certifies that the Applicant [check one]

is
 is not

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

B. If the Applicant IS a financial institution, then the Applicant pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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 Applicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory lenders within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):

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

V. 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 V.

1. In accordance with § 2-156-110 of the Municipal Code:

Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?

Yes.
 No.

2. Unless sold pursuant to a process of competitive bidding, 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 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 V.

Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?

Yes.

No.

If you answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:

Name

Business Address

3. The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.

VI. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Section 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that the entity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 2-92-585 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to comply with § 2-92-585 makes the contract voidable on behalf of the City.

Please check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS all requisite information as set forth in that paragraph (2).

1. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no records of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or slaveholders.

2. The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to investments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders. The Applicant verifies that the following constitutes full disclosure of all such records:

SECTION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

CHECK HERE [] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE CONTRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED IS NOT FEDERALLY FUNDED.

I. CERTIFICATION REGARDING LOBBYING

A. List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS. [Begin list here, add sheets as necessary]:

[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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.

C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <http://www.whitehouse.gov/omb/grants/sfllln.pdf>, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

D. The Applicant 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".

E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permit its employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

- C. The Applicant will forward the notice set forth below to proposed subcontractors:

NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

- A. 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
- B. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
 Yes No
- C. 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

SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92-610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A. 1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.

A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:

- 1) If the contractor has 25 or more full-time employees, and
- 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
- 3) The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.

C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.

D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.

E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

- BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:**
- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
 - 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
 - a. cannot give them any cash gift or any anonymous gift; and
 - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
 - 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
 - 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- 5) Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- 6) Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

Bridge Street Real Estate Fund 1998, L.P.

Date: March 11, 2003

(Print or type name of individual or legal entity submitting this EDS)

By: _____

(sign here)

Title of signatory: Authorized Signatory

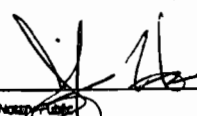
Print or type name of signatory: Roy Lapidus

(If signing in a Representative capacity, e.g. as an officer or agent of an Applicant or an entity holding an interest in the Applicant.)

County of _____
 State of _____
 Acknowledged under oath on (date) _____
 before me by _____
 as (title) _____
 of (firm) _____

(If signing in an individual capacity.)

County of New York
 State of New York
 Acknowledged under oath on (date) March 11, 2003
 before me by Roy Lapidus



 Notary Public
 Commission expires _____

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

This Recertification is being submitted in connection with _____ (identify the contract, work, business or transaction). The Undersigned warrants under penalty of perjury that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City and continue to be true, accurate and complete as of the date of this recertification and reaffirms its acknowledgments.

(Print or type name of individual or legal entity submitting this EDS) Date: _____

By: _____
(sign here)

Print or type name of signatory: _____

Title of signatory: _____

Subscribed to before me on [date] _____, at _____ County, _____ [state].

Notary Public. Commission expires: _____

Stone Street
1998 Realty, L.L.C.

FOR CITY USE
AFFIDAVIT NO _____

CITY OF CHICAGO
- ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

WHO MUST SUBMIT AN EDS:

- Applicants:** Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- Entities holding an interest in the Applicant:** Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10% or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

GENERAL INFORMATION

Date this EDS completed: March 11, 2003

- A. **Who is submitting this EDS?** That party will be the "Undersigned" throughout this EDS.
 Check here if you are filing as "Applicant." Exact legal name: _____
 Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: Stone Street 1998 Realty, L.L.C. (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real Estate Limited Partnership)
- B. **Business address:** c/o Goldman Sachs, 85 Broad Street, New York, NY 10004
- C. **Telephone:** (212) 902-5603 **Fax:** (212) 357-5505 **Email:** roy.lapidus@gs.com
- D. **Name of contact person:** Roy Lapidus
- E. **If a procurement, Specification #** N.A. **and Contract #** N.A.
- F. **If not a procurement:**
 1. **City Agency requesting EDS** Department of Planning and Development
 2. **City action requested (e.g. loan, grant, sale of property):** TIF assistance
 3. **If property involved, list property location:** 6465 W. Diversy
- G. **Brief description of project, (include project number and location if applicable):** _____
Redevelopment of Brickyard Mall

2000016

SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF ENTITY

1. Indicate whether the Undersigned is an individual or legal entity:

- Individual
- Limited Liability Company
- Business corporation
- Joint venture
- Sole proprietorship
- Not-for-profit corporation
[Is the not-for-profit corporation also a 501(c)(3)? Yes No.
- General partnership
- Other entity (please specify)
- Limited partnership

2. State of incorporation or organization, if applicable: Delaware

3. For legal entities not organized in the State of Illinois: Is the organization authorized to do business in the State of Illinois as a foreign entity? Yes No N/A

B. ORGANIZATION INFORMATION

1. IF THE UNDERSIGNED IS A CORPORATION:

a. List below the names and titles of all executive officers and all directors of the corporation. For not-for-profit corporations, also list below any executive director of the corporation, and indicate all members, if any, who are legal entities. If there are no members, write "no members."

Name	Title
N.A.	

b. For corporations whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, please provide the following information concerning shareholders who own shares equal to or in excess of 10 % (or 7.5 %, as applicable) of the corporation's outstanding shares. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

c. For corporations that are not registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, list below the name, business address and percentage of ownership interest of each shareholder. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

2. IF THE UNDERSIGNED IS A PARTNERSHIP:

For general or limited partnerships: list below the name, business address and percentage of ownership interest of each partner. For limited partnerships, indicate whether each partner is a general partner or a limited partner. Note: it may be necessary for some partners to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

3. IF THE UNDERSIGNED IS A LIMITED LIABILITY COMPANY:

a. List below the name, business address and percentage of ownership interest of each (i) member and (ii) manager. If there are no managers, write "no managers," and indicate how managed. Note: it may be necessary for some members to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
The Goldman Sachs Group, Inc.	85 Broad Street New York, NY 10004	100%

b. List below the names and titles of all officers, if any. If there are no officers, write "no officers."

Name	Title
N.A.	

4. IF THE UNDERSIGNED IS A LAND TRUST, BUSINESS TRUST OR ESTATE:

a. List below the name of each individual or legal entity holding legal title to the property that is the subject of the trust.

Name	Business Address
N.A.	

b. List below the name, business address and percentage of beneficial interest of each beneficiary on whose behalf title is held. Note: it may be necessary for some beneficiaries to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

A. DEFINITIONS AND DISCLOSURE REQUIREMENT

1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.
2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

B. CERTIFICATION

1. Has the Undersigned had a "business relationship" with any City elected officials in the 12 months before the date this EDS is signed?

[] Yes [X] No

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

● STOP

If you are filing on behalf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and Acknowledgment Regarding City Governmental Ethics and Campaign Finance Ordinances), page 12. The following sections Three through Six are to be completed only by the Applicant in the Applicant's EDS:

SECTION THREE: DISCLOSURE OF RETAINED PARTIES

A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below (begin list here, add sheets as necessary):

Name	Business Address	Relationship to Applicant (attorney, lobbyist, etc.; retained or anticipated to be retained)	Fees (indicate whether paid or estimated)

[] CHECK HERE IF NO SUCH PERSONS HAVE BEEN RETAINED DIRECTLY BY THE APPLICANT OR ARE ANTICIPATED TO BE RETAINED DIRECTLY BY THE APPLICANT.

SECTION FOUR: CERTIFICATIONS BY APPLICANT

I. CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly, controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A. The Applicant is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Applicant or its affiliates delinquent in paying any fine, fee, tax or other charge owed to the City. This includes all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes. If there are any such delinquencies, note them below:

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

B. The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental law or regulation. If there have been any such violations, note them below:

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

C. The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the project or transaction for the duration of time that such facility remains on the list.

D. The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, business, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I.A-C above and will not, without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

If the Applicant is unable to so certify, provide an explanation:

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

II. CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE

For purposes of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the Applicant. *Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS filed by an "Entity holding an interest in the Applicant."*

If the Applicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child support obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child support obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply with the provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.

Check one:

- 1. No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
- 2. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
- 3. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
- 4. There are no Substantial Owners.

III. FURTHER CERTIFICATIONS

A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):

1. 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;
2. have not within a five-year period preceding the date hereof 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;
3. are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
4. 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
5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.

B. The certifications in this subpart B concern:

- the Applicant;
- any party participating in the performance of the project or transaction that is the subject of this EDS ("an **Applicable Party**");
- any "**Affiliated Entity**" (meaning an entity that, directly or indirectly, controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
- any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
- any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

1. 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;
2. 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
3. made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
4. violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).

C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D. Neither the Applicant nor any employee, official, agent or partner of the Applicant 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.

E. If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant 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 Applicant certified to the above statements.

IV. CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION

For purposes of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan association, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities broker, a municipal securities broker, a securities dealer, a municipal securities dealer, a securities underwriter, a municipal securities underwriter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee under the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial institution" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension plans to public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in Section 2-32-455(b) of the Municipal Code.]

A. CERTIFICATION

The Applicant certifies that the Applicant (check one)

is
 is not

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

B. If the Applicant IS a financial institution, then the Applicant pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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 Applicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory lenders within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):

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

V. 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 V.

1. In accordance with § 2-156-110 of the Municipal Code:

Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?

Yes.
 No.

2. Unless sold pursuant to a process of competitive bidding, 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 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 V.

Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?
 Yes.
 No.

If you answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:

Name	Business Address

3. The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.

VI. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Section 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that the entity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 2-92-585 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to comply with § 2-92-585 makes the contract voidable on behalf of the City.

Please check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS all requisite information as set forth in that paragraph (2).

1. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no records of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or slaveholders.

2. The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to investments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders. The Applicant verifies that the following constitutes full disclosure of all such records:

SECTION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

CHECK HERE [] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE CONTRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED IS NOT FEDERALLY FUNDED.

I. CERTIFICATION REGARDING LOBBYING

A. List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS. [Begin list here, add sheets as necessary]:

[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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.

C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <http://www.whitehouse.gov/omb/grants/sfillin.pdf>, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

D. The Applicant 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".

E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A.) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permit its employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

- C. The Applicant will forward the notice set forth below to proposed subcontractors:

NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

- A. 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
- B. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
 Yes No
- C. 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

SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92-610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A. 1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

- BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.**

- A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:

- 1) If the contractor has 25 or more full-time employees, and
- 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
- 3) The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.

C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.

D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.

E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:

- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
 - a. cannot give them any cash gift or any anonymous gift; and
 - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- 5) Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- 6) Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

Stone Street 1998 Realty, L1L.C. Date: March 11, 2003
 (Print or type name of individual or legal entity submitting this EDS)
 By: _____
 (sign here)
 Title of signatory: Authorized Signatory
 Print or type name of signatory: Roy Lapidus

(If signing in a Representative capacity, e.g. as an officer or agent of an Applicant or an entity holding an interest in the Applicant.)
 Country of _____
 State of _____
 Acknowledged under oath on (date) _____
 before me by _____
 as (title) _____
 of (firm) _____

(If signing in an individual capacity.)
 Country of New York
 State of New York
 Acknowledged under oath on (date) March 11, 2003
 before me by Roy Lapidus

 Notary Public
 Commission expires _____

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

This Recertification is being submitted in connection with _____ [identify the contract, work, business or transaction]. The Undersigned warrants under penalty of perjury that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City and continue to be true, accurate and complete as of the date of this recertification and reaffirms its acknowledgments.

(Print or type name of individual or legal entity submitting this EDS) Date: _____

By: _____
(sign here)

Print or type name of signatory: _____

Title of signatory: _____

Subscribed to before me on (date) _____, at _____ County, _____ [state].

Notary Public. Commission expires: _____

STONE STREET
REAL ESTATE FUND
1998, L.P.

FOR CITY USE
AFFIDAVIT NO _____

CITY OF CHICAGO
- ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

WHO MUST SUBMIT AN EDS:

- Applicants:** Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- Entities holding an interest in the Applicant:** Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10 % or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

GENERAL INFORMATION

Date this EDS completed: March 11, 2003

A. Who is submitting this EDS? That party will be the "Undersigned" throughout this EDS.
 Check here if you are filing as "Applicant." Exact legal name: _____
 Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: Stone Street Real Estate Fund 1998, L.P. (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real Estate Limited Partnership)

B. Business address: c/o Goldman Sachs, 85 Broad Street, New York, NY 10004

C. Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: roy.lapidus@qs.com

D. Name of contact person: Roy Lapidus

E. If a procurement, Specification # N.A. and Contract # N.A.

F. If not a procurement:
 1. City Agency requesting EDS Department of Planning and Development
 2. City action requested (e.g. loan, grant, sale of property): TIF assistance
 3. If property involved, list property location: 6465 W. Diversy

G. Brief description of project, (include project number and location if applicable):
Redevelopment of Brickyard Mall

2000017

SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF ENTITY

1. Indicate whether the Undersigned is an individual or legal entity:

- Individual
- Business corporation
- Sole proprietorship
- General partnership
- Limited partnership
- Limited Liability Company
- Joint venture
- Not-for-profit corporation
[Is the not-for-profit corporation also a 501(c)(3)? Yes No.
- Other entity (please specify) _____

2. State of incorporation or organization, if applicable: Delaware

3. For legal entities not organized in the State of Illinois: Is the organization authorized to do business in the State of Illinois as a foreign entity? Yes No N/A

B. ORGANIZATION INFORMATION

1. IF THE UNDERSIGNED IS A CORPORATION:

a. List below the names and titles of all executive officers and all directors of the corporation. For not-for-profit corporations, also list below any executive director of the corporation, and indicate all members, if any, who are legal entities. If there are no members, write "no members."

Name	Title
N.A.	

b. For corporations whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, please provide the following information concerning shareholders who own shares equal to or in excess of 10 % (or 7.5 %, as applicable) of the corporation's outstanding shares. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

c. For corporations that are not registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, list below the name, business address and percentage of ownership interest of each shareholder. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

2. IF THE UNDERSIGNED IS A PARTNERSHIP:

For general or limited partnerships: list below the name, business address and percentage of ownership interest of each partner. For limited partnerships, indicate whether each partner is a general partner or a limited partner. Note: it may be necessary for some partners to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
Stone Street 1998 Realty, L.L.C. (General Partner)	c/o Goldman Sachs 85 Broad Street New York, NY 10004	.9%
Goldman Sachs Employees (Limited Partner)	c/o Goldman Sachs 85 Broad Street New York, NY 10004	99.1%

3. IF THE UNDERSIGNED IS A LIMITED LIABILITY COMPANY:

a. List below the name, business address and percentage of ownership interest of each (i) member and (ii) manager. If there are no managers, write "no managers," and indicate how managed. Note: it may be necessary for some members to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

b. List below the names and titles of all officers, if any. If there are no officers, write "no officers."

Name	Title
N.A.	

4. IF THE UNDERSIGNED IS A LAND TRUST, BUSINESS TRUST OR ESTATE:

a. List below the name of each individual or legal entity holding legal title to the property that is the subject of the trust.

Name	Business Address
N.A.	

b. List below the name, business address and percentage of beneficial interest of each beneficiary on whose behalf title is held. Note: it may be necessary for some beneficiaries to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

A. DEFINITIONS AND DISCLOSURE REQUIREMENT

1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.

2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

B. CERTIFICATION

1. Has the Undersigned had a "business relationship" with any City elected officials 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):

● STOP

If you are filing on behalf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and Acknowledgment Regarding City Governmental Ethics and Campaign Finance Ordinances), page 12. The following sections Three through Six are to be completed only by the Applicant in the Applicant's EDS:

SECTION THREE: DISCLOSURE OF RETAINED PARTIES

A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbyist, etc.; retained or anticipated to be retained)	Fees (indicate whether paid or estimated)
------	------------------	--	---

[] CHECK HERE IF NO SUCH PERSONS HAVE BEEN RETAINED DIRECTLY BY THE APPLICANT OR ARE ANTICIPATED TO BE RETAINED DIRECTLY BY THE APPLICANT.

SECTION FOUR: CERTIFICATIONS BY APPLICANT

I. CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly, controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A. The Applicant is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Applicant or its affiliates delinquent in paying any fine, fee, tax or other charge owed to the City. This includes all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes. If there are any such delinquencies, note them below:

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

B. The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental law or regulation. If there have been any such violations, note them below:

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

C. The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the project or transaction for the duration of time that such facility remains on the list.

D. The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, business, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I.A-C above and will not, without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

If the Applicant is unable to so certify, provide an explanation:

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

II. CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE

For purposes of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the Applicant. *Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS filed by an "Entity holding an interest in the Applicant."*

If the Applicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child support obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child support obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply with the provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.

Check one:

1. No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
2. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners ~~in~~ arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
3. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
4. There are no Substantial Owners.

III. FURTHER CERTIFICATIONS

A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):

1. 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;
2. have not within a five-year period preceding the date hereof 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;
3. are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
4. 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
5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.

B. The certifications in this subpart B concern:

- the Applicant;
- any party participating in the performance of the project or transaction that is the subject of this EDS ("an **Applicable Party**");
- any "**Affiliated Entity**" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 **Applicable Parties**, the term **Affiliated Entity** means an entity that directly or indirectly controls the **Applicable Party**, is controlled by it, or, with the **Applicable Party**, is under common control of another individual or entity;
- any responsible official of the Applicant, any **Applicable Party** or any **Affiliated Entity**;
- any other official, agent or employee of the Applicant, any **Applicable Party** or any **Affiliated Entity**, acting pursuant to the direction or authorization of a responsible official of the Applicant, any **Applicable Party** or any **Affiliated Entity**.

Neither the Applicant, nor any **Applicable Party**, nor any **Affiliated Entity** of either the Applicant or any **Applicable Party** have, during the five years before the date this EDS is signed, or, with respect to an **Applicable Party**, an **Affiliated Entity**, or an **Affiliated Entity** of an **Applicable Party** during the five years before the date of such **Applicable Party's** or **Affiliated Entity's** contract or engagement in connection with the project or transaction that is the subject of this EDS:

1. 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;
2. 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
3. made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
4. violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).

C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D. Neither the Applicant nor any employee, official, agent or partner of the Applicant 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.

E. If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant 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 Applicant certified to the above statements.

IV. CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION

For purposes of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan association, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities broker, a municipal securities broker, a securities dealer, a municipal securities dealer, a securities underwriter, a municipal securities underwriter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee under the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial institution" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension plans to public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in Section 2-32-455(b) of the Municipal Code.]

A. CERTIFICATION

The Applicant certifies that the Applicant [check one]

is
 is not

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

B. If the Applicant IS a financial institution, then the Applicant pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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 Applicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory lenders within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):

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

V. 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 V.

1. In accordance with § 2-156-110 of the Municipal Code:

Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?

Yes.
 No.

2. Unless sold pursuant to a process of competitive bidding, 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 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 V.

Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?

Yes.

No.

If you answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:

Name

Business Address

3. The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.

VI. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Section 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that the entity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 2-92-585 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to comply with § 2-92-585 makes the contract voidable on behalf of the City.

Please check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS all requisite information as set forth in that paragraph (2).

1. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no records of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or slaveholders.

2. The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to investments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders. The Applicant verifies that the following constitutes full disclosure of all such records:

SECTION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

CHECK HERE [] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE CONTRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED IS NOT FEDERALLY FUNDED.

I. CERTIFICATION REGARDING LOBBYING

A. List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS. (Begin list here, add sheets as necessary):

[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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.

C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <http://www.whitehouse.gov/omb/grants/sflllin.pdf>, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

D. The Applicant 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".

E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A.) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permit its employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

- C. The Applicant will forward the notice set forth below to proposed subcontractors:

NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

- A. 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
- B. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
 Yes No
- C. 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

SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92-610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which the City is committed to expend or does expend funds and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

- BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.**

A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:

- 1) If the contractor has 25 or more full-time employees, and
- 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
- 3) The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.

C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.

D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.

E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:

- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
 - a. cannot give them any cash gift or any anonymous gift; and
 - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- 5) Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- 6) Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

Stone Street Real Estate Fund 1998, L.P. Date: March 11, 2003
 (Print or type name of individual or legal entity submitting this EDS)

By: _____
 (sign here)
 Title of signatory: Authorized Signatory
 Print or type name of signatory: Roy Lapidus

(If signing in a Representative capacity, e.g. as an officer or agent of an Applicant or an entity holding an interest in the Applicant.)
 County of _____
 State of _____
 Acknowledged under oath on (date) _____
 before me by _____
 as (title) _____
 of (firm) _____

(If signing in an individual capacity.)
 County of New York
 State of New York
 Acknowledged under oath on (date) March 11, 2003
 before me by Roy Lapidus

 Notary Public
 Commission expires _____

JENNIFER HSU
 Notary Public, State of New York
 No. 01HS6079009
 Qualified in Queens County
 Certificate Filed in New York County
 Commission Expires August 12, 2006

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

This Recertification is being submitted in connection with _____ [identify the contract, work, business or transaction]. The Undersigned warrants under penalty of perjury that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City and continue to be true, accurate and complete as of the date of this recertification and reaffirms its acknowledgments.

(Print or type name of individual or legal entity submitting this EDS) Date: _____

By: _____
(sign here)

Print or type name of signatory: _____

Title of signatory: _____

Subscribed to before me on (date) _____ at _____ County, _____ (state).

Notary Public. Commission expires: _____

WH Advisors, L.L.C.
IX/X

FOR CITY USE
AFFIDAVIT NO _____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

WHO MUST SUBMIT AN EDS:

1. **Applicants:** Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."

2. **Entities holding an interest in the Applicant:** Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10 % or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

GENERAL INFORMATION

Date this EDS completed: March 11, 2003

- A. **Who is submitting this EDS?** That party will be the "Undersigned" throughout this EDS.
 - [] Check here if you are filing as "Applicant." Exact legal name: _____
 - [X] Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: WH Advisors, L.L.C.,
IX/X (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real Estate
Limited Partnership)
- B. Business address: c/o Goldman Sachs, 85 Broad Street, New York, NY 10004
- C. Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: roy.lapidus@qs.com
- D. Name of contact person: Roy Lapidus
- E. If a procurement, Specification # N.A. and Contract # N.A.
- F. If not a procurement
 - 1. City Agency requesting EDS Department of Planning and Development
 - 2. City action requested (e.g. loan, grant, sale of property): TIF assistance
 - 3. If property involved, list property location: 6465 W. Diversy
- G. Brief description of project, (include project number and location if applicable):
Redevelopment of Brickyard Mall

2000018

SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF ENTITY

1. Indicate whether the Undersigned is an individual or legal entity:

- Individual
- Limited Liability Company
- Business corporation
- Joint venture
- Sole proprietorship
- Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3)? Yes No.
- General partnership
- Other entity (please specify)
- Limited partnership

2. State of incorporation or organization, if applicable: Delaware

3. For legal entities not organized in the State of Illinois: Is the organization authorized to do business in the State of Illinois as a foreign entity? Yes No N/A

B. ORGANIZATION INFORMATION

1. IF THE UNDERSIGNED IS A CORPORATION:

a. List below the names and titles of all executive officers and all directors of the corporation. For not-for-profit corporations, also list below any executive director of the corporation, and indicate all members, if any, who are legal entities. If there are no members, write "no members."

Name	Title
N.A.	

b. For corporations whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, please provide the following information concerning shareholders who own shares equal to or in excess of 10 % (or 7.5 %, as applicable) of the corporation's outstanding shares. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

c. For corporations that are not registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, list below the name, business address and percentage of ownership interest of each shareholder. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

2. IF THE UNDERSIGNED IS A PARTNERSHIP:

For general or limited partnerships: list below the name, business address and percentage of ownership interest of each partner. For limited partnerships, indicate whether each partner is a general partner or a limited partner. Note: it may be necessary for some partners to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

3. IF THE UNDERSIGNED IS A LIMITED LIABILITY COMPANY:

a. List below the name, business address and percentage of ownership interest of each (i) member and (ii) manager. If there are no managers, write "no managers," and indicate how managed. Note: it may be necessary for some members to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
The Goldman Sachs Group, Inc.	85 Broad Street New York, NY 10004	100%

b. List below the names and titles of all officers, if any. If there are no officers, write "no officers."

Name	Title
N.A.	

4. IF THE UNDERSIGNED IS A LAND TRUST, BUSINESS TRUST OR ESTATE:

a. List below the name of each individual or legal entity holding legal title to the property that is the subject of the trust.

Name	Business Address
N.A.	

b. List below the name, business address and percentage of beneficial interest of each beneficiary on whose behalf title is held. Note: it may be necessary for some beneficiaries to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

A. DEFINITIONS AND DISCLOSURE REQUIREMENT

1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.

2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

B. CERTIFICATION

1. Has the Undersigned had a "business relationship" with any City elected officials 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):



● STOP

If you are filing on behalf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and Acknowledgment Regarding City Governmental Ethics and Campaign Finance Ordinances), page 12. The following sections Three through Six are to be completed only by the Applicant in the Applicant's EDS:



SECTION THREE: DISCLOSURE OF RETAINED PARTIES

A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbyist, etc.; retained or anticipated to be retained)	Fees (indicate whether paid or estimated)

[] CHECK HERE IF NO SUCH PERSONS HAVE BEEN RETAINED DIRECTLY BY THE APPLICANT OR ARE ANTICIPATED TO BE RETAINED DIRECTLY BY THE APPLICANT.

SECTION FOUR: CERTIFICATIONS BY APPLICANT

I. CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly, controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A. The Applicant is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Applicant or its affiliates delinquent in paying any fine, fee, tax or other charge owed to the City. This includes all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes. If there are any such delinquencies, note them below:

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

B. The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental law or regulation. If there have been any such violations, note them below:

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

C. The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the project or transaction for the duration of time that such facility remains on the list.

D. The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, business, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I.A-C above and will not, without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

If the Applicant is unable to so certify, provide an explanation:

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

II. CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE

For purposes of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the Applicant. *Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS filed by an "Entity holding an interest in the Applicant."*

If the Applicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child support obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child support obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply with the provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.

Check one:

- 1. No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
- 2. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
- 3. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
- 4. There are no Substantial Owners.

III. FURTHER CERTIFICATIONS

A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):

1. 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;
2. have not within a five-year period preceding the date hereof 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;
3. are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
4. 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
5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.

B. The certifications in this subpart B concern:

- the Applicant;
- any party participating in the performance of the project or transaction that is the subject of this EDS ("an **Applicable Party**");
- any "**Affiliated Entity**" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
- any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
- any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

1. 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;
2. 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
3. made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
4. violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).

C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D. Neither the Applicant nor any employee, official, agent or partner of the Applicant 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.

E. If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant 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 Applicant certified to the above statements.

IV. CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION

For purposes of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan association, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities broker, a municipal securities broker, a securities dealer, a municipal securities dealer, a securities underwriter, a municipal securities underwriter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee under the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial institution" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension plans to public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in Section 2-32-455(b) of the Municipal Code.]

A. CERTIFICATION

The Applicant certifies that the Applicant [check one]

is
 is not

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

B. If the Applicant IS a financial institution, then the Applicant pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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 Applicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory lenders within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):

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

V. 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 V.

1. In accordance with § 2-156-110 of the Municipal Code:

Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?

Yes.
 No.

2. Unless sold pursuant to a process of competitive bidding, 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 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 V.

Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?

Yes.

No.

If you answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:

Name	Business Address

3. The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.

VI. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Section 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that the entity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 2-92-585 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to comply with § 2-92-585 makes the contract voidable on behalf of the City.

Please check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS all requisite information as set forth in that paragraph (2).

1. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no records of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or slaveholders.

2. The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to investments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders. The Applicant verifies that the following constitutes full disclosure of all such records:

SECTION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

CHECK HERE [] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE CONTRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED IS NOT FEDERALLY FUNDED.

I. CERTIFICATION REGARDING LOBBYING

A. List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS. [Begin list here, add sheets as necessary]:

[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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.

C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <http://www.whitehouse.gov/omb/grants/sfillin.pdf>, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

D. The Applicant 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".

E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permit its employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

- C. The Applicant will forward the notice set forth below to proposed subcontractors:

NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

- A. 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
- B. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
 Yes No
- C. 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

SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92-610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.

A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:

- 1) If the contractor has 25 or more full-time employees, and
- 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
- 3) The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.

C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.

D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.

E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

- [X] BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:
- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
 - 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
 - a. cannot give them any cash gift or any anonymous gift; and
 - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
 - 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
 - 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- 5) Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- 6) Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

WH Advisors, L.L.C., IX/X
 (Print or type name of individual or legal entity submitting this EDS)

Date: March 11, 2003

By: [Signature]
(sign here)

Title of signatory: Authorized Signatory

Print or type name of signatory: Roy Lapidus

(If signing in a Representative capacity, e.g. as an officer or agent of an Applicant or an entity holding an interest in the Applicant.)

Country of _____
 State of _____
 Acknowledged under oath on (date) _____
 before me by _____
 as (title) _____
 of (firm) _____

(If signing in an individual capacity.)

Country of New York
 State of New York
 Acknowledged under oath on (date) March 11, 2003
 before me by Roy Lapidus

[Signature]
 Notary Public
 Commission expires _____

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

This Recertification is being submitted in connection with _____ [identify the contract, work, business or transaction]. The Undersigned warrants under penalty of perjury that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City and continue to be true, accurate and complete as of the date of this recertification and reaffirms its acknowledgments.

(Print or type name of individual or legal entity submitting this EDS) Date: _____

By: _____
(sign here)

Print or type name of signatory: _____

Title of signatory: _____

Subscribed to before me on (date) _____, at _____ County, _____ (state).

_____, Notary Public. Commission expires: _____.

W9/MLM Gen-Pär
L.L.C.

FOR CITY USE
AFFIDAVIT NO _____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

WHO MUST SUBMIT AN EDS:

- Applicants:** Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- Entities holding an interest in the Applicant:** Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10% or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

GENERAL INFORMATION

Date this EDS completed: March 11, 2003

A. **Who is submitting this EDS?** That party will be the "Undersigned" throughout this EDS.
 Check here if you are filing as "Applicant." Exact legal name: _____
 Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: W9/MLM Gen-Pär, L.L.C.
 (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real Estate Limited Partnership)

B. Business address: c/o Goldman Sachs, 85 Broad Street, New York, NY 10004

C. Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: roy.lapidus@gs.com

D. Name of contact person: Roy Lapidus

E. If a procurement, Specification # N.A. and Contract # N.A.

F. If not a procurement
 1. City Agency requesting EDS Department of Planning and Development
 2. City action requested (e.g. loan, grant, sale of property): TIF assistance
 3. If property involved, list property location: 6465 W. Diversy

G. Brief description of project, (include project number and location if applicable):
Redevelopment of Brickyard Mall

2000019

SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF ENTITY

1. Indicate whether the Undersigned is an individual or legal entity:

- Individual Limited Liability Company
- Business corporation Joint venture
- Sole proprietorship Not-for-profit corporation
[Is the not-for-profit corporation also a 501(c)(3)? Yes No.]
- General partnership Other entity (please specify)
- Limited partnership _____

2. State of incorporation or organization, if applicable: Delaware

3. For legal entities not organized in the State of Illinois: Is the organization authorized to do business in the State of Illinois as a foreign entity? Yes No N/A

B. ORGANIZATION INFORMATION

1. IF THE UNDERSIGNED IS A CORPORATION:

a. List below the names and titles of all executive officers and all directors of the corporation. For not-for-profit corporations, also list below any executive director of the corporation, and indicate all members, if any, who are legal entities. If there are no members, write "no members."

Name	Title
N.A.	
_____	_____
_____	_____
_____	_____

b. For corporations whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, please provide the following information concerning shareholders who own shares equal to or in excess of 10 % (or 7.5 %, as applicable) of the corporation's outstanding shares. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		
_____	_____	_____
_____	_____	_____
_____	_____	_____

c. For corporations that are not registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, list below the name, business address and percentage of ownership interest of each shareholder. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		
_____	_____	_____
_____	_____	_____
_____	_____	_____

2. IF THE UNDERSIGNED IS A PARTNERSHIP:

For general or limited partnerships: list below the name, business address and percentage of ownership interest of each partner. For limited partnerships, indicate whether each partner is a general partner or a limited partner. Note: it may be necessary for some partners to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

3. IF THE UNDERSIGNED IS A LIMITED LIABILITY COMPANY:

a. List below the name, business address and percentage of ownership interest of each (i) member and (ii) manager. If there are no managers, write "no managers," and indicate how managed. Note: it may be necessary for some members to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
Whitehall Street Real Estate Limited Partnership	c/o Goldman Sachs 85 Broad Street New York, NY 10004	100%
IX		

b. List below the names and titles of all officers, if any. If there are no officers, write "no officers."

Name	Title
N.A.	

4. IF THE UNDERSIGNED IS A LAND TRUST, BUSINESS TRUST OR ESTATE:

a. List below the name of each individual or legal entity holding legal title to the property that is the subject of the trust.

Name	Business Address
N.A.	

b. List below the name, business address and percentage of beneficial interest of each beneficiary on whose behalf title is held. Note: it may be necessary for some beneficiaries to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

A. DEFINITIONS AND DISCLOSURE REQUIREMENT

1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.

2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

B. CERTIFICATION

1. Has the Undersigned had a "business relationship" with any City elected officials 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):

● STOP

If you are filing on behalf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and Acknowledgment Regarding City Governmental Ethics and Campaign Finance Ordinances), page 12. The following sections Three through Six are to be completed only by the Applicant in the Applicant's EDS:

SECTION THREE: DISCLOSURE OF RETAINED PARTIES

A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbyist, etc.; retained or anticipated to be retained)	Fees (indicate whether paid or estimated)
------	------------------	--	--

[] CHECK HERE IF NO SUCH PERSONS HAVE BEEN RETAINED DIRECTLY BY THE APPLICANT OR ARE ANTICIPATED TO BE RETAINED DIRECTLY BY THE APPLICANT.

SECTION FOUR: CERTIFICATIONS BY APPLICANT

I. CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly, controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A. The Applicant is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Applicant or its affiliates delinquent in paying any fine, fee, tax or other charge owed to the City. This includes all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes. If there are any such delinquencies, note them below:

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

B. The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental law or regulation. If there have been any such violations, note them below:

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

C. The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the project or transaction for the duration of time that such facility remains on the list.

D. The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, business, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I.A-C above and will not, without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

If the Applicant is unable to so certify, provide an explanation:

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

II. CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE

For purposes of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the Applicant. *Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS filed by an "Entity holding an interest in the Applicant."*

If the Applicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child support obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child support obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply with the provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.

Check one:

1. No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
2. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners ~~in~~ arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
3. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
4. There are no Substantial Owners.

III. FURTHER CERTIFICATIONS

A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):

1. 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;
2. have not within a five-year period preceding the date hereof 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;
3. are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
4. 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
5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.

B. The certifications in this subpart B concern:

- the Applicant;
- any party participating in the performance of the project or transaction that is the subject of this EDS ("an **Applicable Party**");
- any "**Affiliated Entity**" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
- any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
- any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

1. 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;
2. 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
3. made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
4. violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).

C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D. Neither the Applicant nor any employee, official, agent or partner of the Applicant 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.

E. If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant 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 Applicant certified to the above statements.

IV. CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION

For purposes of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan association, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities broker, a municipal securities broker, a securities dealer, a municipal securities dealer, a securities underwriter, a municipal securities underwriter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee under the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial institution" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension plans to public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in Section 2-32-455(b) of the Municipal Code.]

A. CERTIFICATION

The Applicant certifies that the Applicant [check one]

is
 is not

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

B. If the Applicant IS a financial institution, then the Applicant pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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 Applicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory lenders within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):

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

V. 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 V.

1. In accordance with § 2-156-110 of the Municipal Code:

Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?

Yes.
 No.

2. Unless sold pursuant to a process of competitive bidding, 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 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 V.

Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?
 Yes.
 No.

If you answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:

Name	Business Address

3. The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.

VI. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Section 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that the entity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 2-92-585 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to comply with § 2-92-585 makes the contract voidable on behalf of the City.

Please check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS all requisite information as set forth in that paragraph (2).

1. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no records of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or slaveholders.

2. The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to investments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders. The Applicant verifies that the following constitutes full disclosure of all such records:

SECTION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

CHECK HERE [] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE CONTRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED IS NOT FEDERALLY FUNDED.

I. CERTIFICATION REGARDING LOBBYING

A. List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS. (Begin list here, add sheets as necessary):

(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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.)

B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.

C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <http://www.whitehouse.gov/omb/grants/sflll.pdf>, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

D. The Applicant 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".

E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A.) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permit its employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

- C. The Applicant will forward the notice set forth below to proposed subcontractors:

NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

- A. 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
- B. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
 Yes No
- C. 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

SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92-610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.

A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:

- 1) If the contractor has 25 or more full-time employees, and
- 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
- 3) The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.

C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.

D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.

E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

RESUME:

All Undersigned, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:

- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
 - a. cannot give them any cash gift or any anonymous gift; and
 - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift.
- 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- 5) Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- 6) Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

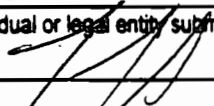
The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

W9/MLM Gen-Par, L.L.C.

Date: March 11, 2003

(Print or type name of individual or legal entity submitting this EDS)

By: 
(sign here)

Title of signatory: Authorized Signatory

Print or type name of signatory: Roy Lapidus

(If signing in a Representative capacity, e.g. as an officer or agent of an Applicant or an entity holding an interest in the Applicant.)

County of _____
 State of _____
 Acknowledged under oath on (date) _____
 before me by _____
 as (title) _____
 of (firm) _____

(If signing in an individual capacity.)

County of New York
 State of New York
 Acknowledged under oath on (date) March 11, 2003
 before me by Roy Lapidus


 Notary Public
 Commission expires _____

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

This Recertification is being submitted in connection with _____ [identify the contract, work, business or transaction]. The Undersigned warrants under penalty of perjury that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City and continue to be true, accurate and complete as of the date of this recertification and reaffirms its acknowledgments.

Date: _____

(Print or type name of individual or legal entity submitting this EDS)

By: _____
(sign here)

Print or type name of signatory: _____

Title of signatory: _____

Subscribed to before me on (date) _____, at _____ County, _____ (state).

_____, Notary Public. Commission expires: _____

Stone Street
W9/MLM Corp

FOR CITY USE
AFFIDAVIT NO _____

CITY OF CHICAGO
_ ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

WHO MUST SUBMIT AN EDS:

- Applicants:** Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- Entities holding an interest in the Applicant:** Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10% or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

GENERAL INFORMATION

Date this EDS completed: March 11, 2003

A. Who is submitting this EDS? That party will be the "Undersigned" throughout this EDS.
 Check here if you are filing as "Applicant." Exact legal name: _____
 Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: Stone Street W9/MLM Corp.
 (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real Estate Limited Partnership)

B. Business address: c/o Goldman Sachs, 85 Broad Street, New York, NY 10004

C. Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: roy.lapidus@gs.com

D. Name of contact person: Roy Lapidus

E. If a procurement, Specification # N.A. and Contract # N.A.

F. If not a procurement
 1. City Agency requesting EDS Department of Planning and Development
 2. City action requested (e.g. loan, grant, sale of property): TIF assistance
 3. If property involved, list property location: 6465 W. Diversy

G. Brief description of project, (include project number and location if applicable):
Redevelopment of Brickyard Mall

0200020

SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF ENTITY

1. Indicate whether the Undersigned is an individual or legal entity:

- Individual
- Business corporation
- Sole proprietorship
- General partnership
- Limited partnership
- Limited Liability Company
- Joint venture
- Not-for-profit corporation
(Is the not-for-profit corporation also a 501(c)(3)? Yes No.
- Other entity (please specify) _____

2. State of incorporation or organization, if applicable: Delaware

3. For legal entities not organized in the State of Illinois: Is the organization authorized to do business in the State of Illinois as a foreign entity? Yes No N/A

B. ORGANIZATION INFORMATION

1. IF THE UNDERSIGNED IS A CORPORATION:

a. List below the names and titles of all executive officers and all directors of the corporation. For not-for-profit corporations, also list below any executive director of the corporation, and indicate all members, if any, who are legal entities. If there are no members, write "no members."

Name	Title
No officers	

b. For corporations whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, please provide the following information concerning shareholders who own shares equal to or in excess of 10 % (or 7.5 %, as applicable) of the corporation's outstanding shares. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

c. For corporations that are not registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, list below the name, business address and percentage of ownership interest of each shareholder. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
Stone Street Real Estate Fund 1998, L.P.	c/o Goldman Sachs 85 Broad Street New York, NY 10004	100%

2. IF THE UNDERSIGNED IS A PARTNERSHIP:

For general or limited partnerships: list below the name, business address and percentage of ownership interest of each partner. For limited partnerships, indicate whether each partner is a general partner or a limited partner. Note: it may be necessary for some partners to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

3. IF THE UNDERSIGNED IS A LIMITED LIABILITY COMPANY:

a. List below the name, business address and percentage of ownership interest of each (i) member and (ii) manager. If there are no managers, write "no managers," and indicate how managed. Note: it may be necessary for some members to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

b. List below the names and titles of all officers, if any. If there are no officers, write "no officers."

Name	Title
N.A.	

4. IF THE UNDERSIGNED IS A LAND TRUST, BUSINESS TRUST OR ESTATE:

a. List below the name of each individual or legal entity holding legal title to the property that is the subject of the trust.

Name	Business Address
N.A.	

b. List below the name, business address and percentage of beneficial interest of each beneficiary on whose behalf title is held. Note: it may be necessary for some beneficiaries to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

A. DEFINITIONS AND DISCLOSURE REQUIREMENT

1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.

2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

B. CERTIFICATION

1. Has the Undersigned had a "business relationship" with any City elected officials 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):

● STOP

If you are filing on behalf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and Acknowledgment Regarding City Governmental Ethics and Campaign Finance Ordinances), page 12. The following sections Three through Six are to be completed only by the Applicant in the Applicant's EDS:

SECTION THREE: DISCLOSURE OF RETAINED PARTIES

A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below (begin list here, add sheets as necessary):

Name	Business Address	Relationship to Applicant (attorney, lobbyist, etc., retained or anticipated to be retained)	Fees (indicate whether paid or estimated)

[] CHECK HERE IF NO SUCH PERSONS HAVE BEEN RETAINED DIRECTLY BY THE APPLICANT OR ARE ANTICIPATED TO BE RETAINED DIRECTLY BY THE APPLICANT.

SECTION FOUR: CERTIFICATIONS BY APPLICANT

I. CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A. The Applicant is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Applicant or its affiliates delinquent in paying any fine, fee, tax or other charge owed to the City. This includes all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes. If there are any such delinquencies, note them below:

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

B. The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental law or regulation. If there have been any such violations, note them below:

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

C. The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the project or transaction for the duration of time that such facility remains on the list.

D. The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, business, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I.A-C above and will not, without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

If the Applicant is unable to so certify, provide an explanation:

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

II. CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE

For purposes of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the Applicant. *Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS filed by an "Entity holding an interest in the Applicant."*

If the Applicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child support obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child support obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply with the provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.

Check one:

- 1. No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
- 2. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
- 3. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
- 4. There are no Substantial Owners.

III. FURTHER CERTIFICATIONS

A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):

1. 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;
2. have not within a five-year period preceding the date hereof 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;
3. are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
4. 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
5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.

B. The certifications in this subpart B concern:

- the Applicant;
- any party participating in the performance of the project or transaction that is the subject of this EDS ("an **Applicable Party**");
- any "**Affiliated Entity**" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
- any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
- any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

1. 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;
2. 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
3. made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
4. violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).

C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D. Neither the Applicant nor any employee, official, agent or partner of the Applicant 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.

E. If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant 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 Applicant certified to the above statements.

IV. CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION

For purposes of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan association, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities broker, a municipal securities broker, a securities dealer, a municipal securities dealer, a securities underwriter, a municipal securities underwriter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee under the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial institution" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension plans to public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in Section 2-32-455(b) of the Municipal Code.]

A. CERTIFICATION

The Applicant certifies that the Applicant [check one]

is
 is not

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

B. If the Applicant IS a financial institution, then the Applicant pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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 Applicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory lenders within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):

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

V. 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 V.

1. In accordance with § 2-156-110 of the Municipal Code:

Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?

Yes.
 No.

2. Unless sold pursuant to a process of competitive bidding, 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 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 V.

Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?
 Yes.
 No.

If you answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:

Name	Business Address

3. The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.

VI. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Section 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that the entity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 2-92-585 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to comply with § 2-92-585 makes the contract voidable on behalf of the City.

Please check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS all requisite information as set forth in that paragraph (2).

1. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no records of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or slaveholders.

2. The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to investments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders. The Applicant verifies that the following constitutes full disclosure of all such records:

SECTION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

CHECK HERE [] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE CONTRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED IS NOT FEDERALLY FUNDED.

I. CERTIFICATION REGARDING LOBBYING

A. List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS. (Begin list here, add sheets as necessary):

[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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.

C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <http://www.whitehouse.gov/omb/grants/sfllln.pdf>, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

D. The Applicant 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".

E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A.) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permit its employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

- C. The Applicant will forward the notice set forth below to proposed subcontractors:

NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

- A. 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
- B. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
 Yes No
- C. 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

SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92-610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.

A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:

- 1) If the contractor has 25 or more full-time employees, and
- 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
- 3) The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.

C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.

D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.

E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:

- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
 - a. cannot give them any cash gift or any anonymous gift; and
 - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- 5) Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- 6) Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

Stone Street W9/MLM Corp. Date: March 11, 2003
 (Print or type name of individual or legal entity submitting this EDS)

By: _____
 (sign here)
 Title of signatory: Authorized Signatory

Print or type name of signatory: Roy Lapidus

(If signing in a Representative capacity, e.g. as an officer or agent of an Applicant or an entity holding an interest in the Applicant.)

County of _____
 State of _____
 Acknowledged under oath on (date) _____
 before me by _____
 as (title) _____
 of (firm) _____

(If signing in an individual capacity.)

County of New York
 State of New York
 Acknowledged under oath on (date) March 11, 2003
 before me by Roy Lapidus

 Notary Public
 Commission Expires _____

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

This Recertification is being submitted in connection with _____ [identify the contract, work, business or transaction]. The Undersigned warrants under penalty of perjury that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City and continue to be true, accurate and complete as of the date of this recertification and reaffirms its acknowledgments.

_____ Date: _____
(Print or type name of individual or legal entity submitting this EDS)

By: _____
(sign here)

Print or type name of signatory: _____

Title of signatory: _____

Subscribed to before me on [date] _____, at _____ County, _____ [state].

_____, Notary Public. Commission expires: _____

The Goldman Sachs Group, Inc.

FOR CITY USE
AFFIDAVIT NO _____

CITY OF CHICAGO
_ ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

WHO MUST SUBMIT AN EDS:

- Applicants:** Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- Entities holding an interest in the Applicant:** Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10% or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

GENERAL INFORMATION

Date this EDS completed: March 11, 2003

A. **Who is submitting this EDS?** That party will be the "Undersigned" throughout this EDS.
 Check here if you are filing as "Applicant." Exact legal name: _____
 Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: The Goldman Sachs Group, Inc. (Also, please identify Applicant in which this entity holds an interest: W9/MLM Real Estate Limited Partnership)

B. Business address: c/o Goldman Sachs, 85 Broad Street, New York, NY 10004

C. Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: roy.lapidus@qs.com

D. Name of contact person: Roy Lapidus

E. If a procurement, Specification # N.A. and Contract # N.A.

F. If not a procurement:
 1. City Agency requesting EDS Department of Planning and Development
 2. City action requested (e.g. loan, grant, sale of property): TIF assistance
 3. If property involved, list property location: 6465 W. Diversy

G. Brief description of project, (include project number and location if applicable):
Redevelopment of Brickyard Mall

12000021

SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF ENTITY

1. Indicate whether the Undersigned is an individual or legal entity:

- Individual
- Business corporation
- Sole proprietorship
- General partnership
- Limited partnership
- Limited Liability Company
- Joint venture
- Not-for-profit corporation
[Is the not-for-profit corporation also a 501(c)(3)? Yes No.
- Other entity (please specify) _____

2. State of incorporation or organization, if applicable: Delaware

3. For legal entities not organized in the State of Illinois: Is the organization authorized to do business in the State of Illinois as a foreign entity? Yes No N/A

B. ORGANIZATION INFORMATION

1. IF THE UNDERSIGNED IS A CORPORATION:

a. List below the names and titles of all executive officers and all directors of the corporation. For not-for-profit corporations, also list below any executive director of the corporation, and indicate all members, if any, who are legal entities. If there are no members, write "no members."

Name	Title
See attachment	

b. For corporations whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, please provide the following information concerning shareholders who own shares equal to or in excess of 10% (or 7.5%, as applicable) of the corporation's outstanding shares. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
There are no shareholders who own shares equal to or in excess of 10% of the company's		
outstanding shares. Former partners of The Goldman Sachs Group, Inc. collectively own 49.13% of		
common stock. See attached excerpt from proxy.		

c. For corporations that are not registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, list below the name, business address and percentage of ownership interest of each shareholder. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

2. IF THE UNDERSIGNED IS A PARTNERSHIP:

For general or limited partnerships: list below the name, business address and percentage of ownership interest of each partner. For limited partnerships, indicate whether each partner is a general partner or a limited partner. *Note: it may be necessary for some partners to complete an EDS as an "Entity holding an interest in the Applicant."*

Name	Business Address	Percentage Interest
N.A.		

3. IF THE UNDERSIGNED IS A LIMITED LIABILITY COMPANY:

a. List below the name, business address and percentage of ownership interest of each (i) member and (ii) manager. If there are no managers, write "no managers," and indicate how managed. *Note: it may be necessary for some members to complete an EDS as an "Entity holding an interest in the Applicant."*

Name	Business Address	Percentage Interest
N.A.		

b. List below the names and titles of all officers, if any. If there are no officers, write "no officers."

Name	Title
N.A.	

4. IF THE UNDERSIGNED IS A LAND TRUST, BUSINESS TRUST OR ESTATE:

a. List below the name of each individual or legal entity holding legal title to the property that is the subject of the trust.

Name	Business Address
N.A.	

b. List below the name, business address and percentage of beneficial interest of each beneficiary on whose behalf title is held. *Note: it may be necessary for some beneficiaries to complete an EDS as an "Entity holding an interest in the Applicant."*

Name	Business Address	Percentage Interest
N.A.		

SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

A. DEFINITIONS AND DISCLOSURE REQUIREMENT

1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.

2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

B. CERTIFICATION

1. Has the Undersigned had a "business relationship" with any City elected officials 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):

● **STOP**

If you are filing on behalf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and Acknowledgment Regarding City Governmental Ethics and Campaign Finance Ordinances), page 12. The following sections Three through Six are to be completed only by the Applicant in the Applicant's EDS:

SECTION THREE: DISCLOSURE OF RETAINED PARTIES

A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbyist, etc.; retained or anticipated to be retained)	Fees (indicate whether paid or estimated)

[] CHECK HERE IF NO SUCH PERSONS HAVE BEEN RETAINED DIRECTLY BY THE APPLICANT OR ARE ANTICIPATED TO BE RETAINED DIRECTLY BY THE APPLICANT.

SECTION FOUR: CERTIFICATIONS BY APPLICANT

I. CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A. The Applicant is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Applicant or its affiliates delinquent in paying any fine, fee, tax or other charge owed to the City. This includes all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes. If there are any such delinquencies, note them below:

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

B. The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental law or regulation. If there have been any such violations, note them below:

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

C. The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the project or transaction for the duration of time that such facility remains on the list.

D. The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, business, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I.A-C above and will not, without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

If the Applicant is unable to so certify, provide an explanation:

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

II. CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE

For purposes of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the Applicant. *Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS filed by an "Entity holding an interest in the Applicant."*

If the Applicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child support obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child support obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply with the provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.

Check one:

- 1. No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
- 2. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners ~~in~~ arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
- 3. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
- 4. There are no Substantial Owners.

III. FURTHER CERTIFICATIONS

A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):

1. 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;
2. have not within a five-year period preceding the date hereof 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;
3. are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
4. 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
5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.

B. The certifications in this subpart B concern:

- the Applicant;
- any party participating in the performance of the project or transaction that is the subject of this EDS ("an **Applicable Party**");
- any "**Affiliated Entity**" (meaning an entity that, directly or indirectly, controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term **Affiliated Entity** means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
- any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
- any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

1. 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;
2. 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
3. made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
4. violated the provisions of § 2-92-610 of the Municipal Code (**Living Wage Ordinance**).

C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D. Neither the Applicant nor any employee, official, agent or partner of the Applicant 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.

E. If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant 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 Applicant certified to the above statements.

IV. CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION

For purposes of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan association, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities broker, a municipal securities broker, a securities dealer, a municipal securities dealer, a securities underwriter, a municipal securities underwriter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee under the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial institution" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension plans to public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in Section 2-32-455(b) of the Municipal Code.]

A. CERTIFICATION

The Applicant certifies that the Applicant [check one]

is
 is not

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

B. If the Applicant IS a financial institution, then the Applicant pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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 Applicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory lenders within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):

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

V. 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 V.

1. In accordance with § 2-156-110 of the Municipal Code:

Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?

Yes.
 No.

2. Unless sold pursuant to a process of competitive bidding, 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 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 V.

Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?
 Yes.
 No.

If you answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:

Name	Business Address

3. The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.

VI. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Section 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that the entity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 2-92-585 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to comply with § 2-92-585 makes the contract voidable on behalf of the City.

Please check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS all requisite information as set forth in that paragraph (2).

1. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no records of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or slaveholders.

2. The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to investments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders. The Applicant verifies that the following constitutes full disclosure of all such records:

SECTION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

CHECK HERE [] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE CONTRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED IS NOT FEDERALLY FUNDED.

I. CERTIFICATION REGARDING LOBBYING

A. List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS: [Begin list here, add sheets as necessary]:

[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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.

C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <http://www.whitehouse.gov/omb/grants/sfillin.pdf>, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

D. The Applicant 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".

E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A.) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permit its employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

- C. The Applicant will forward the notice set forth below to proposed subcontractors:

NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

- A. 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
- B. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
 Yes No
- C. 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

SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92-610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.

A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:

- 1) If the contractor has 25 or more full-time employees, and
- 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
- 3) The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.

C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.

D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.

E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:

- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
 - a. cannot give them any cash gift or any anonymous gift; and
 - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- 5) Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- 6) Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

The Goldman Sachs Group, Inc. Date: March 11, 2003
 (Print or type name of individual or legal entity submitting this EDS)

By: _____
 (sign here)
 Title of signatory: Authorized Signatory

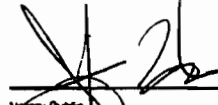
Print or type name of signatory: Ralph Rosenberg

(If signing in a Representative capacity, e.g. as an officer or agent of an Applicant or an entity holding an interest in the Applicant.)

County of _____
 State of _____
 Acknowledged under oath on (date) _____
 before me by _____
 as (title) _____
 of (firm) _____

(If signing in an individual capacity.)

County of New York
 State of New York
 Acknowledged under oath on (date) March 11, 2003
 before me by Ralph Rosenberg



 Notary Public
 Commission expires _____

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

This Recertification is being submitted in connection with _____ [identify the contract, work, business or transaction]. The Undersigned warrants under penalty of perjury that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City and continue to be true, accurate and complete as of the date of this recertification and reaffirms its acknowledgments.

Date: _____

(Print or type name of individual or legal entity submitting this EDS)

By: _____
(sign here)

Print or type name of signatory: _____

Title of signatory: _____

Subscribed to before me on [date] _____, at _____ County, _____ [state].

_____, Notary Public. Commission expires: _____.

THE GOLDMAN SACHS GROUP, INC. BOARD OF DIRECTORS

Henry M. Paulson, Jr., Chairman and Chief Executive Officer
John A. Thain, President and Co-Chief Operating Officer
John L. Thornton, President and Co-Chief Operating Officer
Robert J. Hurst, Vice Chairman
Lord Browne of Madingley
John H. Bryan
Morris Chang
Stephen Friedman
James A. Johnson
Ruth J. Simmons
Meg Whitman

EXECUTIVE OFFICERS OF THE GOLDMAN SACHS GROUP, INC.

Henry M. Paulson, Jr., Chairman and Chief Executive Officer
Robert J. Hurst, Vice Chairman
John A. Thain, President and Co-Chief Operating Officer
John L. Thornton, President and Co-Chief Operating Officer
Kevin W. Kennedy, Executive Vice-President
Steven T. Mnuchin, Chief Information Officer
Gregory K. Palm, Executive Vice-President
Esta E. Stecher, Executive Vice-President
David A. Viniar, Chief Financial Officer, Executive Vice-President
Barry L. Zubrow, Chief Administrative Officer, Executive Vice-President

- (d) Dr. Chang became a director on December 1, 2001, and therefore did not serve as a director during fiscal 2001.
- (e) Includes 11,850 shares of Common Stock held through a trust of which Ms. Whitman and her spouse are co-trustees.

- (f) Each executive officer is a party to the Shareholders' Agreement and each disclaims beneficial ownership of the shares of Common Stock subject to the Shareholders' Agreement that are owned by other parties to the Shareholders' Agreement. See "Introduction -- Voting Arrangements" for a discussion of the Shareholders' Agreement.

Includes an aggregate of 2,772,407 shares of Common Stock beneficially owned by the estate planning vehicles of certain of our executive officers.

Includes an aggregate of 347,901 shares of Common Stock beneficially owned by the private charitable foundations of certain of our current executive officers. Each such executive officer disclaims beneficial ownership of these shares.

Includes an aggregate of 38,800 shares of Common Stock beneficially owned by certain executive officers through the DCP Trust.

-21-

Beneficial Owners of More Than Five Percent

Based on filings made under Section 13(d) and Section 13(g) of the Securities Exchange Act of 1934, as of January 31, 2002, the only persons known by us to be beneficial owners of more than 5% of our Common Stock were as follows:

Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned	Percent of Class
Parties to Shareholders' Agreement c/o The Goldman Sachs Group, Inc. 85 Broad Street New York, New York 10004	233,495,835 (a)	49.13%

- (a) Each person party to the Shareholders' Agreement disclaims beneficial ownership of the shares subject to the Shareholders' Agreement held by any other party to the agreement. As of January 31, 2002, 231,315,901 of the shares of Common Stock that are held by parties to the Shareholders' Agreement are subject to the Shareholders' Agreement. See "Introduction -- Voting Arrangements". See "Certain Relationships and Related Transactions" for information about shares of Common Stock previously owned by SMBC Capital Markets, Inc. and Kamehameha Activities Association.

votes "against" that matter.

Under the rules of the National Association of Securities Dealers, Inc., member brokers generally may not vote shares held by them in street name for customers unless they are permitted to do so under the rules of any national securities exchange of which they are a member. Under the rules of the New York Stock Exchange, Inc. ("NYSE"), a member broker who holds shares in street name for customers has the authority to vote on certain items if it has transmitted proxy soliciting materials to the beneficial owner but has not received instructions from that owner. NYSE rules permit member brokers (other than Goldman, Sachs & Co. ("GS&Co.)) who do not receive instructions to vote on the proposals presented in this Proxy Statement, other than the shareholder proposal. Under NYSE rules, a shareholder proposal is a "non-discretionary" item, which means that NYSE member brokers, including GS&Co., who have not received instructions from the beneficial owners of Common Stock do not have discretion to vote the shares of Common Stock held by those beneficial owners on it. Because the affirmative vote of a majority of the outstanding shares of Common Stock is necessary to approve any shareholder proposal, any such broker non-vote will have the effect of a vote against that proposal. With respect to the election of directors and ratification of the appointment of the independent auditors, it is NYSE policy that, due to GS&Co.'s relationship with Goldman Sachs, if GS&Co. does not receive voting instructions regarding shares held by it in street name for its customers, it is entitled to vote these shares only in the same proportion as the shares represented by votes cast by all shareholders of record with respect to each such matter.

Expenses of Solicitation

We will pay the expenses of the preparation of proxy materials and the solicitation of proxies for the Annual Meeting. In addition to the solicitation of proxies by mail, solicitation may be made by certain directors, officers or employees of Goldman Sachs or its affiliates telephonically, electronically or by other means of communication and by Georgeson Shareholder Communications Inc. ("Georgeson"), whom we have hired to assist in the solicitation and distribution of proxies. Directors, officers and employees will receive no additional compensation for such solicitation, and Georgeson will receive a fee of \$6,500 for its services. We will reimburse brokers, including GS&Co., and other nominees for costs incurred by them in mailing proxy materials to beneficial owners in accordance with applicable rules.

Annual Report

A copy of our 2001 Annual Report is enclosed. You may also obtain a copy without charge by writing to: The Goldman Sachs Group, Inc., 10 Hanover Square, New York, New York 10005, Attn: Investor Relations. Our 2001 Annual Report and 2001 Form 10-K are also available through our website at <http://www.gs.com>. Our Annual Report and Form 10-K are not proxy soliciting materials.

-2-

Voting Arrangements

Shareholders' Agreement. The following are parties to our Shareholders' Agreement: the profit participating limited partners (each, a "PLP") in our predecessor, The Goldman Sachs Group, L.P. ("Group LP"), other than SMBC Capital Markets, Inc. (formerly Sumitomo Bank Capital

Markets, Inc.) and Kamehameha Activities Association; our current managing directors; certain estate planning entities formed by the foregoing persons; and the former spouses of certain of the foregoing persons. The Shareholders' Agreement, among other things, restricts voting of the shares covered by the Shareholders' Agreement and the disposition of those shares. Generally, all shares of Common Stock that are owned by a party to the Shareholders' Agreement and that were acquired from Goldman Sachs and not purchased in the open market are covered by the Shareholders' Agreement, except that shares acquired in any underwritten public offering or pursuant to The Goldman Sachs Employees' Profit Sharing Retirement Income Plan are excluded. The shareholders' committee under the Shareholders' Agreement (the "Shareholders' Committee") administers the Shareholders' Agreement. The Shareholders' Committee may, under certain circumstances, waive the voting provisions and transfer restrictions of the Shareholders' Agreement.

Prior to any vote of the shareholders of Goldman Sachs, the Shareholders' Agreement requires a separate, preliminary vote of the "Voting Interests" (as defined below) on each matter upon which a vote of the shareholders is proposed to be taken. Each share subject to the Shareholders' Agreement will be voted at the Annual Meeting in accordance with the majority of the votes cast by the Voting Interests in the preliminary vote. In elections of directors, each share subject to the Shareholders' Agreement will be voted in favor of the election of those persons, equal in number to the number of such positions to be filled, receiving the highest numbers of votes cast by the Voting Interests in the preliminary vote. "Voting Interests" means all shares subject to the Shareholders' Agreement held by all of our current managing directors and certain former managing directors, including shares held through certain estate planning entities formed by our current managing directors and through our Defined Contribution Plan Trust (the "DCP Trust").

If you are a party to the Shareholders' Agreement, you previously gave an irrevocable proxy to the Shareholders' Committee to vote at the Annual Meeting your Common Stock that is subject to the Shareholders' Agreement and you directed that the proxy be voted in accordance with the preliminary vote. You also authorized the holder of the proxy to vote on other matters that come before the Annual Meeting as the holder sees fit in his or her discretion in a manner that is not inconsistent with the preliminary vote or that does not frustrate the intent of the preliminary vote.

As of February 4, 2002, there were 232,703,225 shares of Common Stock subject to the Shareholders' Agreement. This amount, which includes shares held in the DCP Trust for the account of parties to the Shareholders' Agreement, represents 49.0% of the shares of Common Stock entitled to vote at the Annual Meeting. The preliminary vote with respect to these shares will be concluded on or about March 27, 2002.

The Shareholders' Agreement will continue in effect until the earlier of January 1, 2050 and the time it is terminated by the vote of 66 2/3% of the outstanding Voting Interests.

Defined Contribution Plan Trust. At the closing of our initial public offering, we made a contribution of Common Stock to the DCP Trust, and we have subsequently made additional contributions of Common Stock to the DCP Trust. As of February 4, 2002, the DCP Trust held 12,266,299 shares of Common Stock entitled to vote at the Annual Meeting. Substantially all shares of Common Stock held by the DCP Trust on that date are held in participant accounts that are beneficially owned by persons who are parties to the Shareholders' Agreement. As a result, those shares of Common Stock are subject to the voting requirements of the Shareholders' Agreement, and the trustee of the DCP Trust will vote those shares in accordance

with the outcome of the preliminary vote described above. Unallocated shares held in the DCP Trust (approximately 274,000 as of February 4, 2002) are voted in the same proportion as the allocated shares held in the DCP Trust are voted.

Certain Relationships and Related Transactions

We have established private investment funds in order to permit our employees to participate in our merchant banking, venture capital and other similar funds and investments. Many of our employees, their spouses or entities owned or controlled by the employees have invested in these funds. With respect to some of the funds that had been offered in fiscal 2000, Goldman Sachs continued to provide "leverage" in fiscal 2001 as a result of having invested in securities with a fixed return issued by these funds; for executive officers, their spouses and entities owned or controlled by them, the leverage was limited to up to a one times basis, with an aggregate limit of \$500,000 for their investments in each such fund or related group of funds. Distributions (which reflect investments made over several years) of greater than \$60,000 in fiscal 2001 from certain of these funds to our directors, fiscal 2001 executive officers or those persons or entities affiliated with them were as follows: Mr. Paulson -- \$5,169,641; Mr. Hurst -- \$1,574,529; Gregory K. Palm (Executive Vice President and General Counsel) -- \$247,812; and Barry L. Zubrow (Executive Vice President and Chief Administrative Officer) -- \$139,872. Affiliates of Goldman Sachs generally bear overhead and administrative expenses for, and may provide certain other services free of charge to, certain of the funds. In addition, certain of our directors and executive officers from time to time invest their personal funds directly in other funds managed by Goldman Sachs on the same terms and with the same conditions as the other outside investors in these funds, who are not our directors, executive officers or employees.

Goldman Sachs, in the ordinary course of business, maintains margin accounts for certain of its directors and executive officers. Any credit extended to any director or executive officer pursuant to his or her margin account was made on substantially the same terms, including interest and collateral, as those generally prevailing at the time for comparable third-party extensions of credit, and did not involve more than the usual risk of collectibility or present unfavorable terms.

Pursuant to the tax indemnification agreement that was entered into among Goldman Sachs and certain former limited partners of Group LP at the time of Goldman Sachs' initial public offering in 1999, Goldman Sachs provided interest-free advances of greater than \$60,000 during fiscal 2001 to certain directors and fiscal 2001 executive officers with respect to the payment of taxes that will be offset by future tax benefits, as follows:
Mr. Paulson -- \$163,859;

-22-

Mr. Thain -- \$124,019; Mr. Thornton -- \$82,889; Mr. Hurst -- \$138,412;

Mr. Viniar -- \$61,748; Mr. Palm -- \$75,298; Mr. Zubrow -- \$82,889; and Leslie Tortora (Executive Vice President and Co-Chief Information Officer during fiscal 2001) -- \$61,748.

On January 7, 2002, each of SMBC Capital Markets, Inc. and Kamehameha Activities Association sold their remaining shares of Common Stock of Goldman Sachs (8,670,527 shares and 5,455,197 shares, respectively) in an underwritten public offering managed by GS&Co., at an initial price to the public of \$93.00 per share and with an underwriting discount of \$1.395 per share. Prior to January 7, 2002, each of SMBC Capital Markets, Inc. and Kamehameha Activities Association was a party to a voting agreement with Goldman Sachs and may have been deemed to beneficially own the shares of Common Stock held by each other and the parties to the Shareholders' Agreement. On May 1, 2001, Kamehameha Activities Association sold 4,032,513 shares of Common Stock in an underwritten public offering managed by GS&Co., at an initial price to the public of \$91.00 per share and with an underwriting discount of \$1.365 per share. On September 26, 2001, SMBC Capital Markets, Inc. sold 6,073,083 shares of Common Stock in an underwritten public offering managed by GS&Co., at an initial price to the public of \$68.25 per share and with an underwriting discount of \$1.02 per share.

Kamehameha Activities Association and SMBC Capital Markets, Inc. in the ordinary course of business enter into derivative contracts and other transactions with Goldman Sachs. These contracts and other transactions are negotiated on an arm's-length basis and contain customary terms and conditions. In addition, Kamehameha Activities Association in the ordinary course of business is an investor in a number of Goldman Sachs' merchant banking funds, which are also negotiated on an arm's-length basis and contain customary terms and conditions.

Whitehall Street
Real Estate Limited
Partnership IX

FOR CITY USE
AFFIDAVIT NO _____

CITY OF CHICAGO
_ ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

WHO MUST SUBMIT AN EDS:

- Applicants:** Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- Entities holding an interest in the Applicant:** Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10% or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

GENERAL INFORMATION

Date this EDS completed: March 11, 2003

A. Who is submitting this EDS? That party will be the "Undersigned" throughout this EDS.
 Check here if you are filing as "Applicant." Exact legal name: _____
 Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: Whitehall Street Real Estate Limited Partnership IX (Also, please identify Applicant in which this entity holds an interest: W9/MIM Real Estate Limited Partnership IX)

B. Business address: c/o Goldman Sachs, 85 Broad Street, New York, NY 10004

C. Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: roy.lapidus@gs.com

D. Name of contact person: Roy Lapidus

E. If a procurement, Specification # N.A. and Contract # N.A.

F. If not a procurement
 1. City Agency requesting EDS Department of Planning and Development
 2. City action requested (e.g. loan, grant, sale of property): TIF assistance
 3. If property involved, list property location: 6465 W. Diversy

G. Brief description of project, (include project number and location if applicable): Redevelopment of Brickyard Mall

2200022

SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF ENTITY

1. Indicate whether the Undersigned is an individual or legal entity:

- Individual
- Business corporation
- Sole proprietorship
- General partnership
- Limited partnership
- Limited Liability Company
- Joint venture
- Not-for-profit corporation
[Is the not-for-profit corporation also a 501(c)(3)? Yes No.
- Other entity (please specify) _____

2. State of incorporation or organization, if applicable: Delaware

3. For legal entities not organized in the State of Illinois: Is the organization authorized to do business in the State of Illinois as a foreign entity? Yes No N/A

B. ORGANIZATION INFORMATION

1. IF THE UNDERSIGNED IS A CORPORATION:

a. List below the names and titles of all executive officers and all directors of the corporation. For not-for-profit corporations, also list below any executive director of the corporation, and indicate all members, if any, who are legal entities. If there are no members, write "no members."

Name	Title
N.A.	

b. For corporations whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, please provide the following information concerning shareholders who own shares equal to or in excess of 10 % (or 7.5 %, as applicable) of the corporation's outstanding shares. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

c. For corporations that are not registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, list below the name, business address and percentage of ownership interest of each shareholder. Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

2. IF THE UNDERSIGNED IS A PARTNERSHIP:

For general or limited partnerships: list below the name, business address and percentage of ownership interest of each partner. For limited partnerships, indicate whether each partner is a general partner or a limited partner. Note: it may be necessary for some partners to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
W.H. Advisors,	c/o Goldman Sachs	2%
L.L.C., IX/X	85 Broad Street	
(General Partner)	New York, NY 10004	
Goldman Sachs (limited partner)	85 Broad Street, New York, NY 10004	13.38%
Outside Investors (limited partner)	Comprised of pension funds and high net worth individuals	84.62%

3. IF THE UNDERSIGNED IS A LIMITED LIABILITY COMPANY:

a. List below the name, business address and percentage of ownership interest of each (i) member and (ii) manager. If there are no managers, write "no managers," and indicate how managed. Note: it may be necessary for some members to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

b. List below the names and titles of all officers, if any. If there are no officers, write "no officers."

Name	Title
N.A.	

4. IF THE UNDERSIGNED IS A LAND TRUST, BUSINESS TRUST OR ESTATE:

a. List below the name of each individual or legal entity holding legal title to the property that is the subject of the trust.

Name	Business Address
N.A.	

b. List below the name, business address and percentage of beneficial interest of each beneficiary on whose behalf title is held. Note: it may be necessary for some beneficiaries to complete an EDS as an "Entity holding an interest in the Applicant."

Name	Business Address	Percentage Interest
N.A.		

SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

A. DEFINITIONS AND DISCLOSURE REQUIREMENT

1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.

2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

B. CERTIFICATION

1. Has the Undersigned had a "business relationship" with any City elected officials 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):

● STOP

If you are filing on behalf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and Acknowledgment Regarding City Governmental Ethics and Campaign Finance Ordinances), page 12. The following sections Three through Six are to be completed only by the Applicant in the Applicant's EDS:

SECTION THREE: DISCLOSURE OF RETAINED PARTIES

A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbyist, etc.; retained or anticipated to be retained)	Fees (indicate whether paid or estimated)

[] CHECK HERE IF NO SUCH PERSONS HAVE BEEN RETAINED DIRECTLY BY THE APPLICANT OR ARE ANTICIPATED TO BE RETAINED DIRECTLY BY THE APPLICANT.

SECTION FOUR: CERTIFICATIONS BY APPLICANT

I. CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A. The Applicant is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Applicant or its affiliates delinquent in paying any fine, fee, tax or other charge owed to the City. This includes all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes. If there are any such delinquencies, note them below:

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

B. The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental law or regulation. If there have been any such violations, note them below:

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

C. The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the project or transaction for the duration of time that such facility remains on the list.

D. The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, business, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I.A-C above and will not, without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

If the Applicant is unable to so certify, provide an explanation:

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

II. CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE

For purposes of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the Applicant. *Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS filed by an "Entity holding an interest in the Applicant."*

If the Applicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child support obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child support obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply with the provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.

Check one:

- 1. No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
- 2. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners ~~in~~ arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
- 3. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
- 4. There are no Substantial Owners.

III. FURTHER CERTIFICATIONS

A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):

1. 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;
2. have not within a five-year period preceding the date hereof 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;
3. are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
4. 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
5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.

B. The certifications in this subpart B concern:

- the Applicant;
- any party participating in the performance of the project or transaction that is the subject of this EDS ("an **Applicable Party**");
- any "**Affiliated Entity**" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
- any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
- any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

1. 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;
2. 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
3. made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
4. violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).

C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D. Neither the Applicant nor any employee, official, agent or partner of the Applicant 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.

E. If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant 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 Applicant certified to the above statements.

IV. CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION

For purposes of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan association, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities broker, a municipal securities broker, a securities dealer, a municipal securities dealer, a securities underwriter, a municipal securities underwriter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee under the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial institution" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension plans to public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in Section 2-32-455(b) of the Municipal Code.]

A. CERTIFICATION

The Applicant certifies that the Applicant [check one]

is
 is not

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

B. If the Applicant IS a financial institution, then the Applicant pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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 Applicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory lenders within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):

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

V. 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 V.

1. In accordance with § 2-156-110 of the Municipal Code:

Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?

Yes.
 No.

2. Unless sold pursuant to a process of competitive bidding, 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 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 V.

Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?

Yes.

No.

If you answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:

Name

Business Address

3. The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.

VI. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Section 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that the entity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 2-92-585 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to comply with § 2-92-585 makes the contract voidable on behalf of the City.

Please check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS all requisite information as set forth in that paragraph (2).

1. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no records of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or slaveholders.

2. The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to investments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders. The Applicant verifies that the following constitutes full disclosure of all such records:

SECTION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

CHECK HERE [] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE CONTRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED IS NOT FEDERALLY FUNDED.

I. CERTIFICATION REGARDING LOBBYING

A. List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS. (Begin list here, add sheets as necessary):

[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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.

C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <http://www.whitehouse.gov/omb/grants/sfillin.pdf>, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

D. The Applicant 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".

E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permit its employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

- C. The Applicant will forward the notice set forth below to proposed subcontractors:

NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

- A. 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
- B. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
 Yes No
- C. 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

SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92-610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.

A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:

- 1) If the contractor has 25 or more full-time employees, and
- 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
- 3) The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.

C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.

D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.

E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:

- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
 - a. cannot give them any cash gift or any anonymous gift; and
 - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- 5) Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- 6) Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

Whitehall Street Real Estate Limited Partnership ^{IX} Date: March 11, 2003
 (Print or type name of individual or legal entity submitting this EDS)

By: [Signature]
 (sign here)
 Title of signatory: Authorized Signatory

Print or type name of signatory: Roy Lapidus

(If signing in a Representative capacity, e.g. as an officer or agent of an Applicant or an entity holding an interest in the Applicant.)

County of _____
 State of _____
 Acknowledged under oath on (date) _____
 before me by _____
 as (title) _____
 of (firm) _____

(If signing in an individual capacity.)

County of New York
 State of New York
 Acknowledged under oath on (date) March 11, 2003
 before me by Roy Lapidus

[Signature]
 Notary Public
 Commission expires: _____

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

This Recertification is being submitted in connection with _____ [identify the contract, work, business or transaction]. The Undersigned warrants under penalty of perjury that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City and continue to be true, accurate and complete as of the date of this recertification and reaffirms its acknowledgments.

(Print or type name of individual or legal entity submitting this EDS) Date: _____

By: _____
(sign here)

Print or type name of signatory: _____

Title of signatory: _____

Subscribed to before me on (date) _____ at _____ County, _____ (state).

Notary Public. Commission expires: _____

EXHIBIT B

Applicant's certification and its check mark on Paragraph (1) hereof are expressly conditioned upon Applicant's understanding that: (i) the search required by Section 2-902-585 of the Chicago Municipal Code is limited to entities which were in existence during the slavery era; (ii) the slavery era ended on December 31, 1865; (iii) the search for records required by subsection (a) of said Paragraph (1) means an investigation by Applicant or its agents, unless Applicant otherwise has knowledge which does not require such investigation, reasonably sufficient to support Applicant's good faith belief regarding the existence or non-existence of Applicant and its predecessors prior to December 31, 1865; and (iv) if Applicant states that it believes in good faith that it and its predecessors were not in existence prior to December 31, 1865, the statement contained in subsection (b) of Paragraph (1) above shall be deemed inapplicable to Applicant. Subject to Applicant's understanding as aforesaid, Applicant hereby states that it has knowledge or has made investigation reasonably sufficient to support Applicant's good faith belief that Applicant and any predecessors to Applicant did not exist prior to December 31, 1865. In the event of any inconsistency between the foregoing two sentences and any other provision or statement contained in this certification, the foregoing two sentences shall govern.

W9/MLM Real Estate Limited Partnership

FOR CITY USE
AFFIDAVIT NO _____

CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

Pursuant to Chapter 2-154 of the Municipal Code of Chicago (the "Municipal Code") or, if applicable, under § 8.5 of the Illinois Municipal Purchasing Act 65 ILCS 5/8-10-8.5 (the "Purchasing Act"), the following information is required to be disclosed before any City agency, department or City Council action. Please fully complete each statement, with all information current as of the date this Economic Disclosure Statement and Affidavit ("EDS") is signed. Every question must be answered. If a question is not applicable, answer with "N.A." An incomplete EDS will be returned and any City action will be interrupted.

Please print or type all responses clearly and legibly. Add additional pages if needed, being careful to identify the portion of the EDS to which each additional page refers.

WHO MUST SUBMIT AN EDS:

- 1. **Applicants:** Any individual or entity (the "Applicant") making an application to the City of Chicago (the "City") for action requiring City Council or other City agency approval must file this EDS. For example, vendors seeking City contracts and individuals or entities applying for concessions, loans or grants are "Applicants."
- 2. **Entities holding an interest in the Applicant:** Generally, whenever an ownership interest in the Applicant (such as shares of stock of the Applicant or a limited partnership interest in the Applicant, for example) is held or owned by a legal entity (such as a corporation or partnership, for example) rather than an individual, each such legal entity must also file an EDS on its own behalf, and any parent of that legal entity must do so, except as provided below, until individual owners are disclosed. Please see Chapter 2-154 of the Municipal Code for further details regarding the nature and extent of disclosure required. Under the Municipal Code, if the Applicant is a corporation whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, only legal entities that own 10% or more of the Applicant's stock must file EDSs on their own behalf. However, under the Purchasing Act, legal entities holding 7.5% or more of a vendor Applicant must file EDSs.

ACKNOWLEDGMENT OF POSSIBLE CREDIT AND OTHER CHECKS: By completing and filing this EDS, the Undersigned acknowledges and agrees, on behalf of itself and the individuals named in this EDS, that the City may investigate the creditworthiness of some or all of the individuals named in this EDS.

CERTIFYING THIS EDS: Execute the certification on the date of the initial submission of this EDS. You may be asked to re-certify this EDS on the last page as of the date of submission of any related ordinance to the City Council, or as of the date of the closing of your transaction.

PUBLIC DISCLOSURE: It is the City's policy to make this document available to the public on its Internet site and/or upon request.

GENERAL INFORMATION

Date this EDS completed: March 11, 2003

A. **Who is submitting this EDS?** That party will be the "Undersigned" throughout this EDS.
 Check here if you are filing as "Applicant." Exact legal name: W9/MLM Real Estate Limited Partnership
 Check here if you are filing as an "entity holding an interest in an Applicant." Exact legal name: _____
 _____ (Also, please identify Applicant in which this entity holds an interest: _____)

B. Business address: c/o Goldman Sachs, 85 Broad Street, New York, NY 10004

C. Telephone: (212) 902-5603 Fax: (212) 357-5505 Email: roy.lapidus@qs.com

D. Name of contact person: Roy Lapidus

E. If a procurement, Specification # N.A. and Contract # N.A.

F. If not a procurement:
 1. City Agency requesting EDS Department of Planning and Development
 2. City action requested (e.g. loan, grant, sale of property): TIF assistance
 3. If property involved, list property location: 6465 W. Diversy

G. Brief description of project, (include project number and location if applicable):
Redevelopment of Brickyard Mall

20000000

SECTION ONE: DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF ENTITY

1. Indicate whether the Undersigned is an individual or legal entity:

- Individual
- Business corporation
- Sole proprietorship
- General partnership
- Limited partnership
- Limited Liability Company
- Joint venture
- Not-for-profit corporation
[Is the not-for-profit corporation also a 501(c)(3)? Yes No.
- Other entity (please specify) _____

2. State of incorporation or organization, if applicable: Delaware

3. For legal entities not organized in the State of Illinois: Is the organization authorized to do business in the State of Illinois as a foreign entity? Yes No N/A

B. ORGANIZATION INFORMATION

1. IF THE UNDERSIGNED IS A CORPORATION:

a. List below the names and titles of all executive officers and all directors of the corporation. For not-for-profit corporations, also list below any executive director of the corporation, and indicate all members, if any, who are legal entities. If there are no members, write "no members."

Name	Title
<u>N.A.</u>	

b. For corporations whose shares are registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, please provide the following information concerning shareholders who own shares equal to or in excess of 10 % (or 7.5 %, as applicable) of the corporation's outstanding shares. *Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."*

Name	Business Address	Percentage Interest
<u>N.A.</u>		

c. For corporations that are not registered on a national securities exchange pursuant to the Securities Exchange Act of 1934, list below the name, business address and percentage of ownership interest of each shareholder. *Note: it may be necessary for some shareholders to complete an EDS as an "Entity holding an interest in the Applicant."*

Name	Business Address	Percentage Interest
<u>N.A.</u>		

2. IF THE UNDERSIGNED IS A PARTNERSHIP:

For general or limited partnerships: list below the name, business address and percentage of ownership interest of each partner. For limited partnerships, indicate whether each partner is a general partner or a limited partner. *Note: it may be necessary for some partners to complete an EDS as an "Entity holding an interest in the Applicant."*

Name	Business Address	Percentage Interest
See Exhibit A attached		

3. IF THE UNDERSIGNED IS A LIMITED LIABILITY COMPANY:

a. List below the name, business address and percentage of ownership interest of each (i) member and (ii) manager. If there are no managers, write "no managers," and indicate how managed. *Note: it may be necessary for some members to complete an EDS as an "Entity holding an interest in the Applicant."*

Name	Business Address	Percentage Interest
N.A.		

b. List below the names and titles of all officers, if any. If there are no officers, write "no officers."

Name	Title
N.A.	

4. IF THE UNDERSIGNED IS A LAND TRUST, BUSINESS TRUST OR ESTATE:

a. List below the name of each individual or legal entity holding legal title to the property that is the subject of the trust.

Name	Business Address
N.A.	

b. List below the name, business address and percentage of beneficial interest of each beneficiary on whose behalf title is held. *Note: it may be necessary for some beneficiaries to complete an EDS as an "Entity holding an interest in the Applicant."*

Name	Business Address	Percentage Interest
N.A.		

SECTION TWO: BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

A. DEFINITIONS AND DISCLOSURE REQUIREMENT

1. Pursuant to an ordinance approved by the City Council on December 2, 1998, the Undersigned must indicate whether it had a "business relationship" with a City elected official in the 12 months before the date this EDS is signed.

2. A "business relationship" means any "contractual or other private business dealing" of an official, or his or her spouse, or of any entity in which an official or his or her spouse has a "financial interest," with a person or entity which entitles an official to compensation or payment in the amount of \$2,500 or more in a calendar year; but a "financial interest" does not include: (i) any ownership through purchase at fair market value or inheritance of less than 1% of the shares of a corporation, or any corporate subsidiary, parent or affiliate thereof, regardless of the value of or dividends on such shares, if such shares are registered on a securities exchange pursuant to the Securities Exchange Act of 1934, as amended, (ii) the authorized compensation paid to an official or employee for his office or employment; (iii) any economic benefit provided equally to all residents of the City; (iv) a time or demand deposit in a financial institution; or (v) an endowment or insurance policy or annuity contract purchased from an insurance company. A "contractual or other private business dealing" does not include any employment relationship of an official's spouse with an entity when such spouse has no discretion concerning or input relating to the relationship between that entity and the City.

B. CERTIFICATION

1. Has the Undersigned had a "business relationship" with any City elected officials 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):

● STOP

If you are filing on behalf of an "Entity holding an interest in the Applicant," go to Section Seven (Notice and Acknowledgment Regarding City Governmental Ethics and Campaign Finance Ordinances), page 12. The following sections Three through Six are to be completed only by the Applicant in the Applicant's EDS:

SECTION THREE: DISCLOSURE OF RETAINED PARTIES

A. DEFINITIONS AND DISCLOSURE REQUIREMENTS

1. Pursuant to Executive Order 97-1, every City contract, lease, and all matters requiring City approval must be accompanied by a statement disclosing certain information about attorneys, lobbyists, accountants, consultants, subcontractors, and any other person whom the Applicant has retained or expects to retain in connection with the matter in connection with which this EDS is submitted. In particular, the Applicant must disclose the name of each such person, his/her business address, the nature of the relationship, and the amount of the fees paid or estimated to be paid. The Applicant is not required to disclose employees who are paid solely through the Applicant's regular payroll.

"Lobbyist" means any person (i) who, for compensation or on behalf of any person other than himself, undertakes to influence any legislative or administrative action, or (ii) any part of whose duty as an employee of another includes undertaking to influence any legislative or administrative action.

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

B. CERTIFICATION

Each and every attorney, lobbyist, accountant, consultant, subcontractor, or other person retained or anticipated to be retained directly by the Applicant with respect to or in connection with the project or transaction that is the subject of this EDS is listed below [begin list here, add sheets as necessary]:

Name	Business Address	Relationship to Applicant (attorney, lobbyist, etc.; retained or anticipated to be retained)	Fees (indicate whether paid or estimated)
Louik/Schneider	54 W. Hubbard Chicago, IL 60610	TIF Consultant	E \$100,000
Piper Rudnick	203 North LaSalle Chicago, IL 60601	Attorney	F \$75,000

CHECK HERE IF NO SUCH PERSONS HAVE BEEN RETAINED DIRECTLY BY THE APPLICANT OR ARE ANTICIPATED TO BE RETAINED DIRECTLY BY THE APPLICANT.

SECTION FOUR: CERTIFICATIONS BY APPLICANT

I. CERTIFICATION OF COMPLIANCE

For purposes of the certifications in A, B, and C below, the term "affiliate" means any entity that, directly or indirectly, controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 the federal government or a state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity.

A. The Applicant is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Applicant or its affiliates delinquent in paying any fine, fee, tax or other charge owed to the City. This includes all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes. If there are any such delinquencies, note them below:

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

B. The Applicant and its affiliates have not, in the past five years, been found in violation of any City, state or federal environmental law or regulation. If there have been any such violations, note them below:

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

C. The Applicant and its affiliates will not use, nor permit their subcontractors to use, any facility on the U.S. EPA's List of Violating Facilities in connection with the project or transaction for the duration of time that such facility remains on the list.

D. The Applicant will obtain from any contractors/subcontractors hired or to be hired in connection with the City contract, work, business, or transaction that is the subject of this EDS certifications equal in form and substance to those in Section Four, I,A-C above and will not, without the prior written consent of the City, use any such subcontractor that does not provide the certification or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

If the Applicant is unable to so certify, provide an explanation:

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

II. CHILD SUPPORT OBLIGATIONS- CERTIFICATION REGARDING COURT-ORDERED CHILD SUPPORT COMPLIANCE

For purposes of this part, "Substantial Owner" means any person who, directly or indirectly, owns or holds a 10 % or more interest in the Applicant. *Note: This may include individuals disclosed in Part One (Disclosure of Ownership Interests), and individuals disclosed in an EDS filed by an "Entity holding an interest in the Applicant."*

If the Applicant's response below is #1 or #2, then all of the Applicant's Substantial Owners must remain in compliance with any such child support obligations until the transaction is completed. Failure of the Applicant's Substantial Owners to remain in compliance with their child support obligations in the manner set forth in either #1 or #2 constitutes an event of default. Moreover, failure of the Applicant to comply with the provisions of § 2-92-415(e) of the Municipal Code also constitutes an event of default.

Check one:

1. No Substantial Owner has been declared in arrearage on any child support obligations by the Circuit Court of Cook County or by another Illinois court of competent jurisdiction.
2. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners ~~in~~ arrearage on child support obligations. All such Substantial Owners, however, have entered into court-approved agreements for the payment of all such child support owed, and all such Substantial Owners are in compliance with such agreements.
3. The Circuit Court of Cook County or another Illinois court of competent jurisdiction has issued an order declaring one or more Substantial Owners in arrearage on child support obligations and (a) at least one such Substantial Owner has not entered into a court-approved agreement for the payment of all such child support owed; or (b) at least one such Substantial Owner is not in compliance with a court-approved agreement for the payment of all such child support owed; or both (a) and (b).
4. There are no Substantial Owners.

III. FURTHER CERTIFICATIONS

A. The Applicant and, if the Applicant is a legal entity, its principals (officers, directors, partners, members, managers, executive director):

1. 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;
2. have not within a five-year period preceding the date hereof 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;
3. are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in clause (b) above;
4. 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
5. have not, within a five-year period preceding the date hereof, been convicted, adjudged guilty, or found liable in a civil proceeding, in any criminal or civil action instituted by the City or by the federal government, any state, or any other unit of local government.

B. The certifications in this subpart B concern:

- the Applicant;
- any party participating in the performance of the project or transaction that is the subject of this EDS ("an **Applicable Party**");
- any "**Affiliated Entity**" (meaning an entity that, directly or indirectly: controls the Applicant, is controlled by the Applicant, or is, with the Applicant, under common control of another individual 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 Applicable Parties, the term Affiliated Entity means an entity that directly or indirectly controls the Applicable Party, is controlled by it, or, with the Applicable Party, is under common control of another individual or entity;
- any responsible official of the Applicant, any Applicable Party or any Affiliated Entity;
- any other official, agent or employee of the Applicant, any Applicable Party or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Applicant, any Applicable Party or any Affiliated Entity.

Neither the Applicant, nor any Applicable Party, nor any Affiliated Entity of either the Applicant or any Applicable Party have, during the five years before the date this EDS is signed, or, with respect to an Applicable Party, an Affiliated Entity, or an Affiliated Entity of an Applicable Party during the five years before the date of such Applicable Party's or Affiliated Entity's contract or engagement in connection with the project or transaction that is the subject of this EDS:

1. 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;
2. 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
3. made an admission of such conduct described in (1) or (2) above that is a matter of record, but have not been prosecuted for such conduct; or
4. violated the provisions of § 2-92-610 of the Municipal Code (Living Wage Ordinance).

C. The Applicant understands and shall comply with (1) the applicable requirements of the Governmental Ethics Ordinance of the City, Title 2, Chapter 2-156 of the Municipal Code; and (2) all the applicable provisions of Chapter 2-56 of the Municipal Code (Office of the Inspector General).

D. Neither the Applicant nor any employee, official, agent or partner of the Applicant 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.

E. If the Applicant is unable to certify to any of the above statements in this Part III, the Applicant 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 Applicant certified to the above statements.

IV. CERTIFICATION ON STATUS AS FINANCIAL INSTITUTION

For purposes of this Part IV, under § 2-32-455(b) of the Municipal Code, the term "Financial Institution" means a bank, savings and loan association, thrift, credit union, mortgage banker, mortgage broker, a trust company, a savings bank, an investment bank, a securities broker, a municipal securities broker, a securities dealer, a municipal securities dealer, a securities underwriter, a municipal securities underwriter, an investment trust, a venture capital company, a bank holding company, a financial services holding company, or any licensee under the Consumer Installment Loan Act, the Sales Finance Agency Act, or the Residential Mortgage Licensing Act. However, "financial institution" specifically shall not include any entity whose predominant business is the providing of tax deferred, defined contribution, pension plans to public employees in accordance with Section 403(b) and 457 of the Internal Revenue Code. [Additional definitions may be found in Section 2-32-455(b) of the Municipal Code.]

A. CERTIFICATION

The Applicant certifies that the Applicant [check one]

is
 is not

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

B. If the Applicant IS a financial institution, then the Applicant pledges:

"We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code of Chicago. 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 Applicant is unable to make this pledge because it or its affiliates (as defined in § 2-32-455(b) of the Municipal Code) are predatory lenders within the meaning of Chapter 2-32, explain here (attach additional pages if necessary):

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

V. 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 V.

1. In accordance with § 2-156-110 of the Municipal Code:

Does any official or employee of the City of Chicago have a financial interest in his or her own name or in the name of any other person in the contract, work, business, or transaction that is the subject of this EDS?

Yes.
 No.

2. Unless sold pursuant to a process of competitive bidding, 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 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 V.

Does the contract, work, business, or transaction in connection with which this EDS is submitted involve a City Property Sale?

Yes.

No.

If you answered "yes" to question one above, identify the City officials or employees having such interest and the nature of such interest:

Name

Business Address

3. The Applicant further certifies that no prohibited financial interest in the contract, work, business or transaction that is the subject of this EDS will be acquired by any City official or employee.

VI. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Section 2-92-585 of the Municipal Code requires that any entity entering into a contract with the City must complete an affidavit verifying that the entity has searched any and all records of the entity and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies from the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves) and must disclose in the affidavit such records to the City. In addition, § 2-92-585 requires that the entity disclose in the affidavit the names of any slaves or slaveholders described in those records. Failure to comply with § 2-92-585 makes the contract voidable on behalf of the City.

Please check either (1) or (2) below. If the Applicant checks (2), the Applicant must disclose below or in an attachment to this EDS all requisite information as set forth in that paragraph (2).

1. The Applicant verifies that (a) the Applicant has searched any and all records of the Applicant and any and all predecessor entities for records of investments or profits from slavery, the slave industry, or slaveholder insurance policies, and (b) the Applicant has found no records of investments or profits from slavery, the slave industry, or slaveholder insurance policies and no records of names of any slaves or slaveholders. This certification is subject to Exhibit B attached.

2. The Applicant verifies that, as a result of conducting the search in step (1)(a) above, the Applicant has found records relating to investments or profits from slavery, the slave industry, or slaveholder insurance policies and/or the names of any slaves or slaveholders. The Applicant verifies that the following constitutes full disclosure of all such records:

SECTION FIVE: CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

CHECK HERE [] AND SKIP THE CERTIFICATIONS IN SECTION FIVE, PARTS (I), (II), AND (III) IF THE CONTRACT, WORK, BUSINESS OR TRANSACTION IN CONNECTION WITH WHICH THIS EDS IS SUBMITTED IS NOT FEDERALLY FUNDED.

I. CERTIFICATION REGARDING LOBBYING

A. List below the names of all persons registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction that is or are the subject of this EDS. (Begin list here, add sheets as necessary):

[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 Applicant means that NO persons registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Applicant with respect to the contract, work, business, or transaction in connection with which this EDS is submitted.]

B. The Applicant has not spent and will not expend any federal appropriated funds to pay any person listed in Paragraph (A) above for his or her lobbying activities or to pay any person 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 federally-funded contract, grant, loan, or cooperative agreement.

C. The Applicant 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 (I.A.) and (I.B.) above.

If any funds other than federal appropriated funds have been or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the federal contract, grant, loan, or cooperative agreement to which this EDS relates, the Applicant must complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions. The form may be obtained online from the federal Office of Management and Budget (OMB) web site at <http://www.whitehouse.gov/omb/grants/sfillin.pdf>, linked on the page http://www.whitehouse.gov/omb/grants/grants_forms.html.

D. The Applicant 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".

E. The Applicant must obtain certifications equal in form and substance to paragraphs (I.A.) through (I.D.) above from all subcontractors before it awards any subcontract. The Applicant must maintain all such subcontractors' certifications for the duration of the contract and must make such certifications promptly available to the City upon request.

II. CERTIFICATION REGARDING NONSEGREGATED FACILITIES

A. The Applicant does not and will not maintain or provide for its employees any segregated facilities at any of its establishments, and it does not and will not permit its employees to perform their services at any location under its control where segregated facilities are maintained. The Applicant agrees that a breach of this certification is a violation of the Equal Opportunity clause in its contract with the City.

"Segregated facilities," as used in this provision, means any waiting rooms, work areas, restrooms, washrooms, restaurants and other eating areas, time clocks, locker rooms and other storage or dressing areas, parking lots, drinking fountains, recreation or entertainment areas, transportation, and housing provided for employees, that are segregated by explicit directive or are in fact segregated on the basis of race, color, religion, sex, or national origin because of habit, local or employee custom, or otherwise. However, separated or single-user restrooms and necessary dressing or sleeping areas must be provided to assure privacy between the sexes.

B. The Applicant will, before the award of subcontracts, obtain identical certifications from proposed subcontractors under which the subcontractor will be subject to the Equal Opportunity clause. Contracts and subcontracts exceeding \$10,000, or having an aggregate value exceeding \$10,000 in any 12-month period, are generally subject to the Equal Opportunity clause. See 41 CFR Part 60 for further information regarding the Equal Opportunity clause. The Applicant must retain the certifications required by this paragraph F for the duration of the contract and must make such certifications promptly available to the City upon request.

- C. The Applicant will forward the notice set forth below to proposed subcontractors:

NOTICE TO PROSPECTIVE SUBCONTRACTORS OF REQUIREMENTS FOR CERTIFICATIONS OF NONSEGREGATED FACILITIES

Subcontractors must submit to the Contractor a Certification of Nonsegregated Facilities before the award of any subcontract under which the subcontractor will be subject to the federal equal opportunity clause. The subcontractor may submit such certifications either for each subcontract or for all subcontracts during a period (e.g., quarterly, semiannually, or annually).

III. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

Federal regulations require prospective contractors (e.g., the Applicant) and proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

- A. 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
- B. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?
 Yes No
- C. 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

SECTION SIX: NOTICE AND ACKNOWLEDGMENT REGARDING LIVING WAGE ORDINANCE

Section 2-92-610 of the Municipal Code ("Living Wage Ordinance") requires that eligible contractors (see A.1. and 2. below) pay a specified minimum living wage ("Base Wage") to particular categories of workers employed in connection with the performance of certain City contracts. The Living Wage Ordinance applies to any written agreement or subcontract in connection with which "the City is committed to expend or does expend funds" and "which requires in the performance thereof the employment" of those categories of workers.

The ordinance was amended to provide for a higher Base Wage and regular increases to that wage effective January 1, 2003. The amended ordinance applies to agreements predating the amendment as well as to new agreements. For purposes of this Section Six, the term "Contractor" in paragraphs A through E below means the Applicant if the Living Wage Ordinance applies to a written agreement in connection with which this EDS is submitted.

BY CHECKING THIS BOX APPLICANT ACKNOWLEDGES AND AGREES THAT IF THIS EDS IS BEING SUBMITTED IN CONNECTION WITH A MODIFICATION TO AN EXISTING CONTRACT TO WHICH THE LIVING WAGE ORDINANCE APPLIES, THE FOLLOWING LIVING WAGE PROVISIONS WILL BECOME PART OF SUCH MODIFICATION, SUPERSEDING AND REPLACING ANY LIVING WAGE PROVISIONS THAT MAY BE CONTAINED IN SUCH MODIFICATION OR EXISTING CONTRACT.

- A. Under Section 2-92-610 of the Municipal Code the Base Wage applies for certain categories of workers employed in the performance of City contracts, specifically non-City employed security guards, parking attendants, day laborers, home and health care workers, cashiers, elevator operators, custodial workers, and clerical workers ("Covered Employees"). Accordingly, pursuant to Section 2-92-610 and regulations promulgated under it:

- 1) If the contractor has 25 or more full-time employees, and
- 2) If at any time during the performance of the contract the contractor and/or any subcontractor or any other entity that performs any portion of the contracted work (collectively "Performing Parties") uses 25 or more full-time security guards, or any number of other full-time Covered Employees, then
- 3) The contractor must pay its Covered Employees, and must assure that all other Performing Parties pay their Covered Employees, not less than the minimum "Base Wage" as determined in accordance with this provision for all work performed pursuant to the contract.

B. The contractor's obligation to pay, and to assure payment of, the Base Wage will begin at any time during the contract term when the conditions set forth in A.1 and A.2 above are met, and will continue thereafter until the end of the contract.

C. Prior to January 1, 2003, the Base Wage was \$7.60 per hour; beginning January 1, 2003, the Base Wage is \$9.05 per hour. As of July 1, 2003, and each July 1 thereafter, the Base Wage will be adjusted, using the most recent federal poverty guidelines for a family of four as published annually by the U.S. Department of Health and Human Services, to constitute the following: the poverty guidelines for a family of four divided by 2000 hours or the current base wage, whichever is higher. At all times during the term of this contract, contractor and all other Performing Parties must pay the Base Wage (as adjusted in accordance with the above). If the payment of prevailing wages is required for work or services done under this contract, and the prevailing wages for Covered Employees are higher than the Base Wage, then the contractor and all other Performing Parties must pay the prevailing wage rates.

D. The contractor must include provisions in all subcontracts requiring its subcontractors to pay the Base Wage to Covered Employees. The contractor agrees to provide the City with documentation acceptable to the Chief Procurement Officer demonstrating that all Covered Employees, whether employed by the Contractor or by a subcontractor, have been paid the Base Wage, upon the City's request for such documentation. The City may independently audit the contractor and/or subcontractors to verify compliance herewith. Failure to comply with the requirements of this Section will be an event of default under this contract, and further, failure to comply may result in ineligibility for any award of a City contract or subcontract for up to three (3) years.

E. Not-for-Profit Corporations: If the contractor is a corporation having Federal tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and is recognized under Illinois not-for-profit law, then the provisions of Section A through D above do not apply.

RESUME:

All Undersigneds, including "Entities holding an interest in the Applicant" (defined on page 1 of this EDS) must complete the remainder of this EDS.

SECTION SEVEN: NOTICE AND ACKNOWLEDGMENT REGARDING CITY GOVERNMENTAL ETHICS AND CAMPAIGN FINANCE ORDINANCES

The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the City's Municipal Code, impose certain duties and obligations on persons seeking City contracts, work, business, or transactions. The City of Chicago Board of Ethics has developed an ethics training program for such persons. The full text of these ordinances and the 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 following is descriptive only and does not purport to cover every aspect of Chapters 2-156 and 2-164. The Undersigned must comply fully with the applicable ordinances.

[X] BY CHECKING THIS BOX THE UNDERSIGNED ACKNOWLEDGES THAT THE UNDERSIGNED UNDERSTANDS THAT THE CITY'S GOVERNMENTAL ETHICS AND CAMPAIGN FINANCING ORDINANCES, AMONG OTHER THINGS:

- 1) Provide that any contract negotiated, entered into or performed in violation of the City's ethics laws can be voided by the City.
- 2) Limit the gifts and favors any person can give, or offer to give, to any City official, employee, contractor or candidate for elected City office or the spouse or minor child of any of them:
 - a. cannot give them any cash gift or any anonymous gift; and
 - b. cannot give any gift based on a mutual understanding that the City official's or employee's or City contractor's actions or decisions will be influenced in any way by the gift;
- 3) Prohibit any City elected official or City employee from having a financial interest, directly or indirectly, in any contract, work, transaction or business of the City, if that interest has a cost or present value of \$5,000 or more, or if that interest entitles the owner to receive more than \$2,500 per year.
- 4) Prohibit any City appointed official from engaging in any contract, work, transaction or business of the City, unless the matter is wholly unrelated to the appointed official City duties or responsibilities.

- 5) Provide that City employees and officials, or their spouses or minor children, cannot receive compensation or anything of value in return for advice or assistance on matters concerning the operation or business of the City, unless their services are wholly unrelated to their City duties and responsibilities.
- 6) Provide that former City employees and officials cannot, for a period of one year after their City employment ceases, assist or represent another on any matter involving the City if, while with the City, they were personally and substantially involved in the same matter.
- 7) Provide that former City employees and officials cannot ever assist or represent another on a City contract if, while with the City, they were personally involved in or directly supervised the formulation, negotiation, or execution of that contract.

SECTION EIGHT: CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Undersigned understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract awarded to the Applicant by the City in connection with the project or transaction that is the subject of this EDS, 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 assisting the project or transaction that is the subject of this EDS. The Undersigned understands that it must comply with the statutes, ordinances, and regulations on which this EDS is based.
- B. 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 void or voidable, and the City may pursue any remedies under the contract (if not void or voidable), at law, or in equity, including terminating the Undersigned's participation in the project or transaction and/or declining to allow the Undersigned to participate in other transactions with the City.
- C. 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 Undersigned 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.
- D. The Undersigned has withheld no disclosures as to economic interests in the undersigned, or undertaking, business, or transaction to which this EDS pertains nor reserved any information, data or plan as to the intended use or purpose for which it seeks City Council or other City agency action.
- E. The information provided in this EDS must be kept current. In the event of changes, the Undersigned must supplement this Affidavit, up to the time the City takes action on the bid, proposal, or other application for which this EDS is being submitted.

W9/MLM Real Estate Limited Partnership Date: March 11, 2003
 (Print or type name of individual or legal entity submitting this EDS)

By: _____
 (sign here)

Title of signatory: Authorized Signatory

Print or type name of signatory: Roy Lapidus

(If signing in a Representative capacity, e.g. as an officer or agent of an Applicant or an entity holding an interest in the Applicant.)

County of _____
 State of _____
 Acknowledged under oath on (date) _____
 before me by _____
 as (title) _____
 of (firm) _____

(If signing in an individual capacity.)

County of New York
 State of New York
 Acknowledged under oath on (date) March 11, 2003
 before me by Roy Lapidus

 Notary Public
 Commission expires _____

(Do not write below this line except to recertify prior to submission to City Council or on the date of closing. If unable to recertify truthfully, the Undersigned must complete a new EDS with correct or corrected information)

RECERTIFICATION

Generally, for use with City Council matters, not for City procurements unless requested.

This Recertification is being submitted in connection with _____ [identify the contract, work, business or transaction]. The Undersigned warrants under penalty of perjury that all certifications and statements contained in this EDS are true, accurate and complete as of the date furnished to the City and continue to be true, accurate and complete as of the date of this recertification and reaffirms its acknowledgments.

(Print or type name of individual or legal entity submitting this EDS) Date: _____

By: _____
(sign here)

Print or type name of signatory: _____

Title of signatory: _____

Subscribed to before me on (date) _____, at _____ County, _____ (state).

Notary Public. Commission expires: _____

EXHIBIT A

W9/MLM Gen-Par, L.L.C. (General Partner)	.20%
Whitehall Street Real Estate Limited Partnership IX (Limited Partner)	89.791.1%
Bridge Street Real Estate Fund 1998, L.P. (Limited Partner)	4.415.1%
Stone Steel Real Estate Fund 1998, L.P. (Limited Partner)	5,180.1%
Stone Street W91 MLM Corp.	.404.1%
Proteus Zamias L.P. (Limited Partner)	.010.1%

c/o Goldman Sachs, 85 Broad Street, New York, NY 10004