

1. DLP Ignores the Court’s Group 1 Opinion, and Cannot Differentiate It.

DLP fails to acknowledge the Court’s Group 1 holding, and makes no effort to distinguish it. DLP’s inability to do so, in the first instance, shows the investors should have priority.

Indeed, DLP’s lone reference to Group 1 is to describe its facts in a manner the Court expressly rejected. To that end, DLP’s only citation to Group 1 brazenly claims that Group 1’s releases contained a “scrivener’s error.” (ECF 1559 at 4 n.1). But the Court reached the exact opposition conclusion. *See* ECF 1386 at 13 (“BC57 has not proven a scrivener’s error”). In any event, as noted previously, the “facial defect” in Group 1’s releases was only one of three independent grounds on which the Court based its priority determination. *See* ECF 1556 at 5-6 (citing ECF 1386 at 12-29).

As for the remaining two independent grounds supporting the Court’s ruling – “improper signatory” and lack of authorization – DLP does not identify *any* difference between the MLK Property documents and those at issue in Group 1. Rather, DLP concedes the MLK release was executed by Equitybuild Finance, as opposed to the investors listed as the lenders on the MLK mortgage. *See* ECF 1559 at 3-4, 1559-1 at 3, 1559-2 at 3. The Court has already ruled that a release executed by an “improper signatory” does not satisfy the requirements of the Illinois Mortgage Act. ECF 1386 at 13-14. DLP offers no evidence or authority for reaching a different conclusion here.

Similarly, DLP cites the exact same CAS Agreements the Court scrutinized in Group 1, stubbornly claiming those agreements gave Equitybuild Finance “actual authority to execute the [MLK Property] Release.” ECF 1559 at 4 n.2. DLP does so without citing any legal authority. Worse, DLP ignores that the Court rejected this argument for Group 1. There, the Court found

the CAS Agreements bestowed no such authority and, instead, “explicitly barred Equitybuild Finance from unilaterally releasing the mortgages.” ECF 1386 at 15-24. DLP provides no valid argument or new evidence for the Court to revisit this determination.

2. The Evidence and Law DLP Cites Do *Not* Establish Its Priority.

According to DLP, it “reasonably relied on EBF’s apparent authority to release the [MLK Property] Mortgage.” ECF 1559 at 4. DLP thus advises that a finding of apparent authority “focuses exclusively” on the “words or conduct” of the *principal*, as opposed to the agent. *Id.* at 4 (citing *Weil, Freiburg & Thomas, P.C. v. Sara Lee Corp.*, 218 Ill. App. 3d 383, 390 (1st Dist. 1991)). Despite averring that the principal’s conduct is determinative, the only evidence DLP offers to show its belief of authority are documents from Equitybuild Finance, not the investor-principals.¹ Namely, the primary documents DLP cites for its “apparent authority” argument are the MLK Property mortgage and release. *See* ECF 1559 at 4-5. But those two documents were each prepared and recorded by Equitybuild Finance, not the investors. *See* ECF 1559-1 at 4, 1559-2 at 2-3. And neither document contains any statement, representation, or confirmation by the *investors* that they authorized Equitybuild Finance to release their mortgage.

Similarly, the remaining three documents DLP claims establish its apparent authority come from third parties who were neither the agent nor principal. One is an opinion letter from an attorney for Jerry Cohen and certain Equitybuild affiliates. ECF 1559-6. Again, that letter contains no evidence showing the investors authorized their mortgage’s release. *Id.*

¹ The *only* evidence DLP cites reflecting the “words or conduct” or the investor-principals are the CAS Agreements. ECF 1559 at 4 n.2. As discussed above, the Court already held those agreements did not bestow authority to release the investors’ mortgage. Moreover, because DLP never saw (or bothered to ask for) the CAS Agreements, those agreements could not provide DLP “knowledge of the facts and [a] good-faith belief that the agent possessed such authority.” *Id.* at 4 (quoting *Weil, Freiburg*, 218 Ill. App. 3d at 390).

The other two documents, a title insurance policy and commitment letter, are both from DLP's own *title insurance company*. See ECF 1559-4 and 1559-5. These third-party documents likewise contain no representations from the investors suggesting Equitybuild Finance had authority to release their mortgage. *Id.* And, to the extent DLP claims these insurance documents supported the reasonableness of its conduct or otherwise warrant a finding of priority, the Court has already rejected that argument. See ECF 1386 at 27. (“A ‘title insurer is not in the business of supplying information when it issues a title commitment or a policy of title insurance,’ so BC57 could not rely on the title insurer...”) (citations omitted).

3. The Cook County Order DLP Cites Does Not Change the Outcome.

Unable to distinguish the facts of the MLK Property from the facts of Group 1, DLP emphasizes a Cook County Circuit Court order involving a former Equitybuild property that was sold before the SEC commenced this action and was not part of the Receivership. ECF 1559 at 5 (citing *5201 Wash. Investors LLC v. Equitybuild, Inc.*, 2023 Ill. Cir. LEXIS 79 (Cook Cty. Cir. Ct. May 18, 2023)). That order is presently on appeal. See attached Exhibit 1 (Docket Report). Tellingly, BC57 is represented by the same attorneys as DLP, yet did not cite the order in its appeal of the Group 1 Opinion. See *SEC v. Equitybuild, Inc.*, 7th Cir. No. 23-1870, Docs. 7 (BC57 opening brief) (Jun. 14, 2023) and 51 (BC57 reply) (Sept. 15, 2023).

As an initial matter, *5201 Wash.* was decided on a motion to dismiss an investor's declaratory judgment action. 2023 Ill. Cir. LEXIS 79 at *1. Thus, the county court did not have the benefit of the extensive discovery record, deep familiarity with the case, and perspective from the SEC and Receiver that this Court did when deciding Group 1. Moreover, briefing on the motion to dismiss was completed before this Court issued its Group 1 opinion. See Ex. 1. So

the county court apparently did not consider this Court's Group 1 Opinion, and did not attempt to differentiate the Opinion in its order.

As for the substance of the order, the *5021 Wash.* movants were *not* parties that purchased the property from Equitybuild. Rather, they were three downstream purchasers who sequentially obtained title to the property from the party that had bought it from Equitybuild. 2023 Ill. Cir. LEXIS 79 at **2-4. Thus, unlike BC57 in Group 1 or DLP here, the movants were not afforded the opportunity to conduct due diligence or otherwise gain insight into Equitybuild's business or investors. Critically, the movants premised their motion, and the court granted it, based on movants' claims of being *bona fide* purchasers. *Id.* at **6-7, 15-16. That holding should have no bearing on the MLK Property, given that DLP *does not even assert bona fide purchaser status in its Position Statement.*²

Further distinguishing itself from Group 1 or the MLK Property, the *5201 Wash.* court determined that the "recorded mortgage *identifies on its face* that the Investors designated EBF as their authorized agent." 2023 Ill. Cir. LEXIS 79 at *13 (emphasis added). But a review of the MLK Property mortgage shows that nowhere does it identify Equitybuild Finance as the investors' agent (and certainly not an agent authorized to release the mortgage). *See* ECF 1559-1. Rather, the MLK Mortgage merely identifies Equitybuild Finance being in a "C/O" relationship with the investors. *Id.* The *5201 Wash.* court further read the release as being

² The *5201 Wash.* court made its *bona fide* purchaser finding because "Plaintiffs fail to allege or establish any facts discovered during in the Defendants due diligence that would have caused the Defendants to doubt the validity of the title search, which found that the Investor Mortgage had been expressly released of record." 2023 Ill. Cir. LEXIS 79, at *15. Conversely, here the Receiver alleges numerous facts, backed by evidence, supporting its claim that DLP was on inquiry notice when it purchased the MLK Property from Equitybuild. ECF 1537 at 12-17. Similarly, *5201 Wash.* did not involve key discrepancies among four mortgage-related documents, which the SEC identified to be the case for the MLK Property. *See* ECF 1556 at 4.

“executed by ‘EquityBuild Finance, LLC *as agent for the persons listed on the investor mortgage.[’]*” *Id.* (emphasis added). On the other hand, the MLK Property release does not identify Equitybuild Finance acting as the investors’ agent. ECF 1559-2. In fact, the release doesn’t reference the investors whatsoever. *Id.*

In short, the Cook County *5201 Wash.* order involved a different procedural posture, different facts, and different legal theories to the MLK Property. And it was decided without reference to this Court’s Group 1 ruling and is currently being appealed. Accordingly, the Court should not find the order as a basis for deviating from its Group 1 rulings or to rule against the investors.

4. Conclusion

For the foregoing reasons and those stated in its Group 2 Position Statement, the SEC respectfully requests that the Court find the MLK Property investors who obtained a valid prior-in-time mortgage, who never authorized the fraudulent release of their mortgage, and who never received payment in connection with such release, have priority and are entitled to a distribution of the proceeds of the property’s sale.

Dated: January 10, 2024

Respectfully submitted,

/s/ Benjamin Hanauer
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CERTIFICATE OF SERVICE

I hereby certify that I provided service of the foregoing Response, via ECF filing, to all counsel of record and Defendant Shaun Cohen, and to all claimants via the Receiver's email distribution list, on January 10, 2024.

/s/ Benjamin Hanauer

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One of the Attorneys for Plaintiff

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Case Information for Case Number: **2022CH01268**

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Case Number	Calendar	Date Filed	Division
2022CH01268	CHCAL59	02/15/2022	District 1

Plaintiff(s)	Case Type	Defendant(s)	Attorney
5201 WASHINGTON INVEST.. LLC ARTHUR BERTRAND	Commercial, Mixed Commercial/Residential or Industrial	EQUITYBUILD, INC. PP FIN CHICAGO 36 LLC GREYSTONE SERVICING CORP., INC. FANNIE MAE	AUGENLICHT ROBERT JOHN KURTZ AUGENLICHT LLP WILLIAM MCKENNA DANIEL RAYMOND

Ad Damnum

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Future Court Activity:

Case Activities:

Activity Date	Event Desc	Comments
10/11/2023	Placita And Cert Of Transcript Of Record For Appeal Filed	

Activity Date:	08/09/2023	Event Desc:	Notice Of Filing Filed	Comments:	Notice of Filing of Plaintiff/Appellant's Request for Preparation of Record on Appeal
Activity Date:	08/09/2023	Event Desc:	Request For Preparation Of Record	Comments:	Request for Preparation of Record on Appeal
Activity Date:	08/08/2023	Event Desc:	Notice Of Filing Filed	Comments:	Notice of Filing Notice of Appeal
Activity Date:	08/04/2023	Event Desc:	Notice Of Appeal Filed	Comments:	Notice of Appeal from Rule 304(a) Order entered 14 July 2023
Activity Date:	07/14/2023	Event Desc:	Motion To - Allowed -	Comments:	
Activity Date:	05/18/2023	Event Desc:	Courts Motion This Case Is Taken Under Advisement	Comments:	
Activity Date:	05/18/2023	Event Desc:	Dismiss, Strike Or Withdraw A Specific Defendant - Allowed -	Comments:	
Activity Date:	04/12/2023	Event Desc:	Continuance - Allowed -	Comments:	

Activity Date: 04/12/2023	Event Desc: Strike From The Call - Allowed -	Comments: The hearing date of April 20, 2023 is stricken.
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Activity Date: 04/12/2023	Event Desc: Case Assigned to Zoom Hearing - Allowed	Comments:
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Activity Date: 02/10/2023	Event Desc: Continuance - Allowed -	Comments:
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Activity Date: 02/10/2023	Event Desc: Case Assigned to Zoom Hearing - Allowed	Comments:
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Activity Date: 12/27/2022	Event Desc: Notice Of Filing Filed	Comments: Notice of Filing Plaintiffs' Response to Brief of Amicus Curiae
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Activity Date: 12/27/2022	Event Desc: Memorandum Filed	Comments: Plaintiffs Response to Brief of Amicus Curiae Federal Housing Finance Agency
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Activity Date: 12/12/2022	Event Desc: File Appearance Or Jury Demand, Answer Or Plead - Allowed -	Comments:
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Activity Date:	12/12/2022	Event Desc:	Amend Order Or Decree - Allowed -	Comments:	
Activity Date:	12/12/2022	Event Desc:	Agreed Order Entered	Comments:	
Activity Date:	12/12/2022	Event Desc:	Order Or Judgment Entered-Nunc Pro Tunc	Comments:	
Activity Date:	11/15/2022	Event Desc:	Notice Of Filing Filed	Comments:	NOTICE OF FILING
Activity Date:	11/15/2022	Event Desc:	Brief Filed	Comments:	BRIEF OF AMICUS CURIAE FEDERAL HOUSING FINANCE AGENCY IN SUPPORT OF DEFENDANTS FEDERAL NATIONAL MORTGAGE ASSOCIATION AND GREYSTONE SERVICING COMPANY LLCs MOTION TO DISMISS THE PLAINTIFFS COMPLAINT UNDER SECTION 2-619 OF THE ILLINOIS CODE OF CIVIL PROCEDURE AND 12 U.S.C. 4617
Activity Date:	10/18/2022	Event Desc:	Answer/Reply/Response - Allowed	Comments:	

Activity Date: 10/18/2022	Event Desc: File Appearance Or Jury Demand, Answer Or Plead - Allowed -	Comments:
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Activity Date: 10/18/2022	Event Desc: Motion To - Denied -	Comments:
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Activity Date: 09/29/2022	Event Desc: Strike From Case Management Call - Allowed	Comments:
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Activity Date: 09/28/2022	Event Desc: Answer/Response/Reply	Comments: Reply in Support of FHFA's Motion for Leave to Participate in Oral Argument as Amicus Curiae
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Activity Date: 09/28/2022	Event Desc: Notice Of Filing Filed	Comments: Notice of Filing
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Activity Date: 09/27/2022	Event Desc: Notice Of Filing Filed	Comments: NOTICE OF FILING
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Activity Date: 09/27/2022	Event Desc: Answer/Response/Reply	Comments: FEDERAL HOUSING FINANCE AGENCY'S REPLY IN SUPPORT OF ITS MOTION FOR LEAVE TO PARTICIPATE IN ORAL ARGUMENT AS AMICUS CURIAE
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Activity Date: 09/26/2022	Event Desc: Notice Of Motion Filed	Comments: Amended Notice of Motion
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Activity Date: 09/23/2022	Event Desc: Notice Of Filing Filed	Comments: Notice of Filing of Plaintiff's Response to Federal Housing Finance Authority's Motion to Participate as Amicus Curiae
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Activity Date: 09/23/2022	Event Desc: Answer/Response/Reply	Comments: Plaintiff's Response to Motion of Federal Housing Finance Authority to Participate as Amicus Curiae
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Activity Date: 09/14/2022	Event Desc: Notice Of Motion Filed	Comments: NOTICE OF MOTION
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Activity Date:	09/14/2022	Event Desc:	Motion Filed	Comments:	FEDERAL HOUSING FINANCE AGENCY'S MOTION FOR LEAVE TO PARTICIPATE IN ORAL ARGUMENT AS AMICUS CURIAE
Activity Date:	09/14/2022	Event Desc:	Appearance Filed - No Fee Paid - (Jury Demand)	Comments:	Additional Appearance by Out-of-State Attorney per Rule 707
Activity Date:	09/14/2022	Event Desc:	Notice Filed	Comments:	Verified Statement of Out-of-State Attorney Pursuant to Supreme Court Rule 707
Activity Date:	09/14/2022	Event Desc:	Appearance Filed - Fee Paid - (Jury Demand)	Comments:	Initial Appearance on behalf of Proposed Amicus Curiae Federal Housing Finance Agency
Activity Date:	09/09/2022	Event Desc:	Continuance - Allowed -	Comments:	
Activity Date:	09/09/2022	Event Desc:	Case Assigned to Zoom Hearing - Allowed	Comments:	
Activity Date:	08/26/2022	Event Desc:	Answer/Response/Reply	Comments:	PP FIN Chicago 36 LLC's Reply In Support of Motion to Dismiss

Activity Date:	08/26/2022	Event Desc:	Answer/Response/Reply	Comments:	
Activity Date:	08/26/2022	Event Desc:	Notice Of Filing Filed	Comments:	
Activity Date:	08/26/2022	Event Desc:	Notice Of Filing Filed	Comments:	
Activity Date:	08/19/2022	Event Desc:	Electronic Notice Sent	Comments:	
Activity Date:	08/19/2022	Event Desc:	Electronic Notice Sent	Comments:	
Activity Date:	07/29/2022	Event Desc:	Notice Of Motion Filed	Comments:	Notice of Motion to Exceed Page Limit
Activity Date:	07/29/2022	Event Desc:	Motion Filed	Comments:	Motion to Exceed Page Limit
Activity Date:	07/29/2022	Event Desc:	Notice Of Filing Filed	Comments:	Notice of Filing of Plaintiffs Responses to Defendants Motions to Dismiss

Activity Date: 07/29/2022	Event Desc: Answer/Response/Reply	Comments: Plaintiffs' Response to Motion to Dismiss filed by Defendants GREYSTONE SERVICING and FANNIE MAE with exhibits
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Activity Date: 07/29/2022	Event Desc: Answer/Response/Reply	Comments: Plaintiffs' Response to Motion to Dismiss filed by Defendant PP FIN CHICAGO 36 LLC with exhibits
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Activity Date: 07/18/2022	Event Desc: Case Continued For Case Management Conference-Allowed	Comments:
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Activity Date: 07/18/2022	Event Desc: Courtesy Copies Required - Allowed	Comments:
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Activity Date: 07/18/2022	Event Desc: Withdrawal Of Attorney From Case - Allowed -	Comments:
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Activity Date: 07/18/2022	Event Desc: Case Assigned to Zoom Hearing - Allowed	Comments:
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Activity Date: 07/18/2022	Event Desc: Strike From The Call - Allowed -	Comments: The case management date of August 23, 2022 is stricken.
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Activity Date: 07/18/2022	Event Desc: Set Briefing Schedule - Allowed -	Comments:
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Activity Date: 07/18/2022	Event Desc: Agreed Order Entered	Comments:
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Activity Date: 07/18/2022	Event Desc: Substitute Or Add Attorney - Allowed -	Comments:
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Activity Date: 07/13/2022	Event Desc: Electronic Notice Sent	Comments:
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Activity Date: 07/13/2022	Event Desc: Electronic Notice Sent	Comments:
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Activity Date:	07/11/2022	Event Desc:	Agreed Order Entered	Comments:	
Activity Date:	07/11/2022	Event Desc:	Set Briefing Schedule - Allowed -	Comments:	
Activity Date:	07/11/2022	Event Desc:	Strike From The Call - Allowed -	Comments:	The case management date of August 23, 2022 is stricken.
Activity Date:	07/11/2022	Event Desc:	Substitute Or Add Attorney - Allowed -	Comments:	
Activity Date:	07/11/2022	Event Desc:	Withdrawal Of Attorney From Case - Allowed -	Comments:	
Activity Date:	07/11/2022	Event Desc:	Case Continued For Case Management Conference-Allowed	Comments:	
Activity Date:	07/11/2022	Event Desc:	Case Assigned to Zoom Hearing - Allowed	Comments:	
Activity Date:	07/08/2022	Event Desc:	Notice Of Filing Filed	Comments:	Notice of Filing of Stipulation to Substitute

Activity Date:	07/08/2022	Event Desc:	Substitution Of Attorney Filed	Comments:	Stipulation and Substitution of Attorney for Plaintiff 5201 Washington Investors LLC
Activity Date:	06/09/2022	Event Desc:	Strike From The Call - Allowed -	Comments:	The presentment date of June 23,2022 is stricken.
Activity Date:	06/09/2022	Event Desc:	Agreed Order Entered	Comments:	
Activity Date:	06/09/2022	Event Desc:	Answer/Reply/Response - Allowed	Comments:	
Activity Date:	06/09/2022	Event Desc:	Strike From The Call - Allowed -	Comments:	The presentment date of June 16, 2022 is stricken.
Activity Date:	06/09/2022	Event Desc:	Case Assigned to Zoom Hearing - Allowed	Comments:	
Activity Date:	06/09/2022	Event Desc:	Case Set On Status Call	Comments:	
Activity Date:	06/09/2022	Event Desc:	Strike From The Call - Allowed -	Comments:	The case management date of August 15, 2022 is stricken and reset.

Activity Date:	06/09/2022	Event Desc:	Answer/Reply/Response - Allowed	Comments:	
Activity Date:	06/03/2022	Event Desc:	Notice Of Motion Filed	Comments:	
Activity Date:	06/03/2022	Event Desc:	Notice Of Motion Filed	Comments:	Notice of Defendants' Fannie Mae & Greystone Servicing Co., LLC's 2-619 Motion to Dismiss Complaint
Activity Date:	06/03/2022	Event Desc:	Exhibits Filed	Comments:	Exhibits to Memorandum In Support of Defendants' Fannie Mae & Greystone Servicing Co., LLC's 2-619 Motion to Dismiss Complaint
Activity Date:	06/03/2022	Event Desc:	Memorandum In Support Of Motion Filed	Comments:	Memorandum In Support of Defendants' Fannie Mae & Greystone Servicing Co., LLC's 2-619 Motion to Dismiss Complaint
Activity Date:	06/03/2022	Event Desc:	Motion To Dismiss Filed	Comments:	Defendants' Fannie Mae & Greystone Servicing Co., LLC's 2-619 Motion to Dismiss Complaint

Activity Date: 06/03/2022	Event Desc: Motion To Dismiss Filed	Comments:
Activity Date: 06/03/2022	Event Desc: Notice Of Motion Filed	Comments:
Activity Date: 06/03/2022	Event Desc: Motion To Dismiss Filed	Comments:
Activity Date: 05/12/2022	Event Desc: Assign To Judge Within Division	Comments:
Activity Date: 04/06/2022	Event Desc: Appearance Filed - Fee Paid -	Comments:
Activity Date: 04/06/2022	Event Desc: Appearance Filed - Fee Paid -	Comments:
Activity Date: 04/06/2022	Event Desc: Appearance Filed - Fee Paid -	Comments: Appearance- Shelley Smith
Activity Date: 04/05/2022	Event Desc: SOJ (As of Right) - Allowed	Comments:

Activity Date:	04/05/2022	Event Desc:	File Appearance Or Jury Demand, Answer Or Plead - Allowed -	Comments:	
Activity Date:	04/05/2022	Event Desc:	Motion To - Allowed -	Comments:	
Activity Date:	03/08/2022	Event Desc:	Notice Of Motion Filed	Comments:	
Activity Date:	03/08/2022	Event Desc:	Motion Filed	Comments:	
Activity Date:	03/08/2022	Event Desc:	Summons Issued And Returnable	Comments:	Summons as to Fannie Mae
Activity Date:	03/08/2022	Event Desc:	Summons Issued And Returnable	Comments:	Summons as to Greystone Servicing Corporation, Inc.
Activity Date:	03/08/2022	Event Desc:	Summons Issued And Returnable	Comments:	Summons as to PP FIN Chicago 36 LLC
Activity Date:	03/08/2022	Event Desc:	Summons Issued And Returnable	Comments:	Summons as to Equitybuild, Inc.

Activity	02/15/2022	Event	Commercial, Mixed	Comments:
Date:		Desc:	Commercial/Residential Or Industrial-Filed	

Activity	02/15/2022	Event	New Case Filing	Comments:
Date:		Desc:		

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