

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

IN RE:	)	
	)	
EQUIPMENT ACQUISITION RESOURCES, INC.	)	Case No.: 09 B 39937
	)	
Debtor.	)	Hon. John H. Squires
<hr style="width: 40%; margin-left: 0;"/>	)	
	)	
EQUIPMENT ACQUISITION RESOURCES, INC.	)	
	)	
Plaintiff,	)	
	)	
v.	)	Adv. No.
	)	
ICON EAR, LLC; ICON EAR II, LLC a/k/a ICON EAR,	)	
LLC II; ICON EAR III, LLC a/k/a ICON EAR, LLC III;	)	
ICON EAR IV, LLC a/k/a ICON EAR, LLC IV, and	)	
ICON II,	)	
	)	
Defendant.	)	

**VERIFIED ADVERSARY COMPLAINT FOR  
DECLARATORY, INJUNCTIVE AND OTHER RELIEF**

Plaintiff, EQUIPMENT ACQUISITION RESOURCES, INC. (the "Debtor" or "EAR"), by its attorneys, Arnstein & Lehr LLP, hereby files this Verified Adversary Complaint for Declaratory, Injunctive and Other Relief against ICON EAR, LLC. ICON EAR II, LLC a/k/a ICON EAR, LLC II; ICON EAR III, LLC a/k/a ICON EAR, LLC III; ICON EAR IV, LLC a/k/a ICON EAR, LLC IV, and ICON II (collectively, all defendants are referred to as "the ICON Defendants"). In support of its Adversary Complaint, the Debtor states as follows:

## **ALLEGATIONS COMMON TO ALL COUNTS**

### **I. THE PARTIES**

#### **A. The Debtor and the Chapter 11 Petition**

1. On or about October 23, 2009, EAR filed a Voluntary Petition (the "Petition") under Chapter 11 of the United States Bankruptcy Code with the United States Bankruptcy Court for the Northern District of Illinois.

#### **B. Parties to the Adversary Proceeding**

2. EAR is a seller and lessor of equipment used in the semiconductor industry. EAR's headquarters is located in Palatine, Illinois.

3. The ICON Defendants are entities, one or more of which leases equipment to EAR. The master lease agreement with EAR contained equipment schedules that described certain equipment leased to EAR and the rental payments to be made by EAR. The ICON Defendants are, on information and belief, Delaware limited liability companies with their principal place of business in New York, NY.

### **II. JURISDICTION AND VENUE**

4. This is a civil proceeding arising under the Bankruptcy Code or arising in or related to a case under the Bankruptcy Code within the meaning of 28 U.S.C. §1334 (b).

5. This Court has jurisdiction over this adversary proceeding pursuant to 28 U.S.C. §§157 and 1334, and internal operating procedure 15(a) of the Federal District Court for the Northern District of Illinois because this action is related to the underlying bankruptcy case of Equipment Acquisition Resources, Inc. which is pending before this Court. This Court also has jurisdiction over this adversary proceeding pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 7001 and 7065(a)

6. This is a core proceeding under 28 U.S.C. §157. If for any reason this court determines that all or any portion of this proceeding is non-core, the Debtor in Possession consents to the entry of a final order by this Court.

7. The Chapter 11 bankruptcy case is pending before this Court. Accordingly, venue of this adversary proceeding is proper in this Court under 28 U.S. C. § 1409(a) and Rule 312 of the Bankruptcy Rules for the U.S. District Court and the U.S. Bankruptcy Court for the Northern District of Illinois.

8. This adversary proceeding is brought pursuant to 28 U.S.C. § 2201, Rule 57 of the Federal Rules of Civil Procedure and Rule 7001 of the Federal Bankruptcy Rules based upon an actual controversy existing between the Debtor and the ICON Defendants.

### **III. BACKGROUND FACTS**

9. Beginning in December, 2007, and until the present, one or more of the ICON Defendants were parties to agreements with the Debtor.

10. One or more of the ICON Defendants holds a mortgage on real property which consists of six parcels of land (collectively, the "Real Property") as follows:

- a. 2800 Horse Creek Road, Parcel A, Jackson, Wyoming
- b. 2800 Horse Creek Road, Parcel B, Jackson, Wyoming
- c. 2800 Horse Creek Road, Parcel C/2, Jackson, Wyoming
- d. 2240 Horse Creek Road, Parcel 1, Jackson, Wyoming
- e. 8455 Henrys Road, Parcel 3, Jackson, Wyoming
- f. Vacant lot located off South Highway 89, end of Rodeo Road to dead end, Jackson, Wyoming.

11. On or around September 22, 2009, one or more of the ICON Defendants commenced the process of foreclosing on the Real Property (the "Foreclosure"). The

Foreclosure sale is currently set for November 3, 2009. At the time of commencement of the Foreclosure, title to the various pieces of the Real Property was held by one or more of Sheldon Player, Dale Player, Donna Malone, or Dana Malone (collectively, the "Individuals").

12. Counsel for the Debtor communicated with Sheldon Player and Donna Malone prior to the bankruptcy filing and advised them that the Debtor believed that the Real Property was purchased and/or maintained with funds which were either property of the Estate or which were obtained from the Estate through voidable transfers. Following those communications, the Individuals agreed to deed the Real Property to the Debtor.

13. By October 27, 2009, the Debtor received quitclaim deeds from the Individuals for all of the Real Property. On October 29, 2009, the quitclaim deeds were recorded with the recorder of deeds of Teton County, Wyoming. Counsel for the Debtor has not yet received recorded deeds, but has received confirmation that the deeds have been recorded. See Affidavit of Robert A. McKenzie, attached as Exhibit A.

14. On October 23, 2009, the Chief Restructuring Officer of the Debtor, William A. Brandt, Jr., and counsel for the Debtor met with various parties, including counsel for ICON, and notified counsel for ICON that the quitclaim deed process had been commenced. Subsequently, Mr. Brandt and counsel for the Debtor have communicated with counsel for ICON and asked ICON to refrain from proceeding with the Foreclosure. ICON refuses to do so.

**COUNT I – DECLARATORY JUDGMENT  
(EAR v. ALL DEFENDANTS)**

1-14. Plaintiff re-alleges paragraph 1-14 of the Allegations Common to All Counts as paragraphs 1-14 of this Count I.

15. This Court should enter a declaratory judgment that the automatic stay provisions of the United States Bankruptcy Code, 11 U.S.C. § 362(a)(3), apply here and stay the Foreclosure which is set to proceed on November 3, 2009.

16. The Real Property is property of the Debtor's Estate pursuant to 11 U.S.C. § 541(a)(7).

17. The automatic stay applies to property of the Debtor's estate, including the Real Property.

18. If the Foreclosure proceeds, it will directly violate the automatic stay.

WHEREFORE, Equipment Acquisition Resources, Inc. respectfully requests a declaration from this Court that the Foreclosure is stayed pursuant to the automatic stay provisions of the United States Bankruptcy Code, and for any additional relief that this Court deems necessary or appropriate.

**COUNT II – INJUNCTION  
(EAR V. ALL DEFENDANTS)**

1-18. Plaintiff re-alleges paragraph 1-18 of the Allegations Common to All Counts as paragraphs 1-18 of this Count II.

19. This Court has jurisdiction to issue an injunction pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 7001 and 7065(a).

20. The Court should stay the ICON Defendants' refusal to cease proceeding with the November 3, 2009 foreclosure.

21. An injunction is appropriate because no adequate remedy at law exists for EAR and it will suffer irreparable harm if the injunction is not granted. Further, EAR will suffer irreparable harm if the injunction is not granted, and public interest factors support the entry of an injunction.

22. For the foregoing reasons, EAR requests the issuance of an injunction, without bond, pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 7001 and 7065(a), enjoining the ICON Defendants, or any other party, from proceeding with the Foreclosure.

23. Section 105 of the Bankruptcy Code, 11 U.S.C. § 105(a), empowers the Bankruptcy Court to preliminarily and permanently enjoin any conduct or continuation of actions against parties other than debtors where such action would interfere with and place undue pressure on a debtor's reorganization under Chapter 11 of the Bankruptcy Code. If the Foreclosure proceeds, it will interfere with and place undue pressure on the Debtor.

**WHEREFORE**, the Debtor, respectfully requests that the Court enter an order pursuant to 11 U.S.C. § 105(a) and Bankruptcy Rules 7001 and 7065(a) enjoining the ICON Defendants or any other party from proceeding with the Foreclosure and for such other relief as this Court deems just and equitable.

Respectfully submitted,

Equipment Acquisition Resources, Inc.

By: /s/ George P. Apostolides  
One of its Attorneys

Barry A. Chatz  
George P. Apostolides (#06228768)  
Arnstein & Lehr LLP  
120 S. Riverside Plaza  
Suite 1200  
Chicago, Illinois 60606  
(312) 876-7100  
Fax: (312) 876-0288

# EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

IN RE:	)	
	)	
EQUIPMENT ACQUISITION RESOURCES, INC.	)	Case No.: 09 B 39937
	)	
Debtor.	)	Hon. John H. Squires
_____	)	
	)	
EQUIPMENT ACQUISITION RESOURCES, INC.	)	
	)	
Plaintiff,	)	
	)	
v.	)	Adv. No.
	)	
ICON EAR, LLC; ICON EAR II, LLC a/k/a ICON EAR,	)	
LLC II; ICON EAR III, LLC a/k/a ICON EAR, LLC III;	)	
ICON EAR IV, LLC a/k/a ICON EAR, LLC IV, and	)	
ICON II,	)	
	)	
Defendant.	)	

**AFFIDAVIT OF ROBERT A. MCKENZIE**

Robert A. McKenzie, being duly sworn, deposes and says:

1. I am an attorney licensed to practice in the state of Illinois since November, 2007, and an associate with the firm of Arnstein & Lehr LLP.
2. I respectfully submit this Affidavit in connection with Equipment Acquisition Resources, Inc.'s Emergency Motion to Enforce Stay and Motion for Temporary Restraining Order and Preliminary Injunction Against ICON.
3. I have personal knowledge of the matters set forth herein. If called upon to testify, I could testify competently to the facts contained herein.
4. Attached hereto as Exhibit A is an email that I received on October 29, 2009 from Deborah Kisling, Escrow Officer at Jackson Hole Title & Escrow in Jackson, Teton County, Wyoming. Ms. Kisling indicates that all of the Quit Claim Deeds that Arnstein & Lehr LLP forwarded to Jackson Hole Title & Escrow have been recorded, as evidenced by the receipt



signed by the Deputy Clerk, but that stamped copies and document numbers are not immediately available.

5. Attached hereto as Exhibit B are true and accurate copies of the Quit Claim deeds recorded by Ms. Kisling in the Office of the Clerk of the County of Teton, State of Wyoming.

FURTHER AFFIANT SAYETH NOT

Executed on this 29 day of October, 2009.

  
\_\_\_\_\_  
Robert A. McKenzie

SUBSCRIBED and SWORN to before me  
this 29<sup>th</sup> day of October, 2009

  
\_\_\_\_\_  
NOTARY PUBLIC



# Exhibit A

**McKenzie, Robert A.**

---

**Subject:** FW: Attached Image

**Attachments:** Document Receipt.pdf

**From:** Deborah Kisling [mailto:deborah@jhtitle.com]

**Sent:** Thursday, October 29, 2009 2:56 PM

**To:** 'Nancy Hughes'; McKenzie, Robert A.

**Cc:** Ryczek, Sarah D.; Armiros, Konstantinos; Apostolides, George P.; Chatz, Barry A.

**Subject:** RE: Attached Image

Hi, Bob,

Attached is the document receipt signed by the Deputy Clerk. Please note that the clerk is unable to provide document numbers until the entire recordation process has been completed. Copies of the recorded documents, which include the recording stamps and document numbers, should be available from the county clerk in a few days.

Regards,

---

**Deborah Kisling, Escrow Officer**

Jackson Hole Title & Escrow

p.o. box 921 | 255 buffalo way | jackson, wy 83001

p: 307.733.3153 | f: 307.733.9534

deborah@jhtitle.com | www.jhtitle.com

10/29/2009

**Acknowledgement of Receipt and Recording of Documents**

The following documents were received and recorded on October 29, 2009, as set forth below:

1. Quit Claim Deed for the property assigned State Identification Number 22-39-16-13-1-00-007, with Grantor, Dale Player, and Grantee, Equipment Acquisition Resources, Inc., an Illinois Corporation. Recorded as Document Number N/A.
2. Quit Claim Deed for the property assigned State Identification Number 22-39-16-13-1-00-006, with Grantor, Dana Malone, and Grantee, Equipment Acquisition Resources, Inc., an Illinois Corporation. Recorded as Document Number N/A.
3. Quit Claim Deed for the property assigned State Identification Number 22-39-16-14-1-00-052, with Grantors, Sheldon Player and Donna Malone, husband and wife, and Grantee, Equipment Acquisition Resources, Inc., an Illinois Corporation. Recorded as Document Number N/A.
4. Quit Claim Deed for the property assigned State Identification Number 22-39-16-13-1-00-005, with Grantors, Sheldon Player and Donna Malone, husband and wife, and Grantee, Equipment Acquisition Resources, Inc., an Illinois Corporation. Recorded as Document Number N/A.
5. Quit Claim Deed for the property assigned State Identification Number 22-39-16-14-4-00-027, with Grantors, Sheldon Player and Donna Malone, husband and wife, and Grantee, Equipment Acquisition Resources, Inc., an Illinois Corporation. Recorded as Document Number N/A.
6. Quit Claim Deed for the property assigned State Identification Number 22-39-16-11-1-05-003, with Grantors, Sheldon Player and Donna Malone, husband and wife, and Grantee, Equipment Acquisition Resources, Inc., an Illinois Corporation. Recorded as Document Number N/A.
7. Quit Claim Deed for the property assigned State Identification Number 22-39-16-13-1-00-008, with Grantors, Sheldon Player and Donna Malone, husband and wife, and Grantee, Equipment Acquisition Resources, Inc., an Illinois Corporation. Recorded as Document Number N/A.

Clerk of the County of Teton, State of Wyoming,

By: Mary Smith  
Deputy Clerk

# Exhibit B

RETURN TO:

Equipment Acquisition Resources, Inc.  
c/o Robert A. McKenzie.  
Arnstein & Lehr LLP  
120 South Riverside Plaza #1200  
Chicago, Illinois 60606

## QUIT CLAIM DEED

KNOW ALL PERSONS BY THESE PRESENTS that the GRANTOR, DALE PLAYER, of 454 North Aberdeen, Unit 2S, Chicago, Illinois, for nominal but adequate consideration in hand paid, receipt of which is hereby acknowledged, CONVEYS, REMISES, RELEASES AND FOREVER QUITCLAIMS unto the GRANTEE, EQUIPMENT ACQUISITION RESOURCES, INC., an Illinois Corporation, of 555 South Vermont Street, Palatine, Illinois 60067, all right, title, interest, claim and demand that he has or ought to have, in and to all of the following described property situated in the County of Teton, State of Wyoming, to wit:

**SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF**

*State Identification Number: 22-39-16-13-1-00-007*

This is NOT Homestead Property, and all Homestead Rights under Homestead Exemption laws of the State of Wyoming are hereby waived.

WITNESS the due execution and delivery of this Quitclaim Deed  
this 27 day of October, 2009.

  
\_\_\_\_\_  
DALE PLAYER, GRANTOR

STATE OF ILLINOIS        )  
  ) SS  
COUNTY OF ~~COOK~~ ~~KANE~~ )

The foregoing instrument was acknowledged before me by the GRANTOR, DALE  
PLAYER, this 27 day of October, 2009.

WITNESS my hand and official seal.

Maryum Sasry  
Notary Public  
My commission expires: September 18, 2010

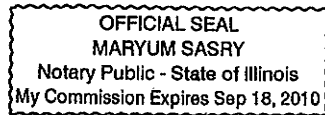


EXHIBIT A

PARCEL B

A Parcel of Land located within HES No. 149, within (unsurveyed) Section 13, Township 39 North, Range 116 West, 6<sup>th</sup> P.M., Teton County, Wyoming, being more particularly described as follows:

Beginning at Corner No. 6 of Said HES, a standard BIM Minimum monument;  
thence along a northerly boundary line of Said HES, S 89°45'38"W, 877.66 feet,  
thence S 00°03'38"W, 783.91 feet to a Point on the southerly line of that right-of-  
way easement described in Book 300 pages 86-90, records of Teton County;  
thence along said southerly line of said right-of-way easement through the  
following course:  
N 47°49'43"E, 59.24 feet;  
N 52°15'35"E, 138.90 feet;  
N 60°29'53"E, 356.26 feet;  
N 70°36'35"E, 439.38 feet to a Point on the line between Corner Nos 2  
and 6 of Said HES;  
thence departing said southerly right-of-way line and proceeding along the line  
between Said Corner Nos. 2 and 6, N 00°02'08"E, 341.48 feet to the Corner of  
Beginning;

Said Parcel contains 10.55 acres, more or less, and is subject to and together with  
easements, rights-of-way, reservations and restrictions, of right and/or of record,  
including, but not limited to, that right-of-way agreement recorded in Book 300 pages 86-  
90, records of Teton County, and that easement for telecommunication facilities recorded  
in Book 308 pages 378-384, records of Teton County.

All in accordance with that map prepared to be filed in the Office of the Teton County  
Clark titled: "Map of Survey Sheldon Player".



RETURN TO:  
Equipment Acquisition Resources, Inc.  
c/o Robert A. McKenzie.  
Arnstein & Lehr LLP  
120 South Riverside Plaza #1200  
Chicago, Illinois 60606

## QUIT CLAIM DEED

KNOW ALL PERSONS BY THESE PRESENTS that the GRANTOR, DANA MALONE, of 454 North Aberdeen, Unit 2S, Chicago, Illinois, for nominal but adequate consideration in hand paid, receipt of which is hereby acknowledged, CONVEYS, REMISES, RELEASES AND FOREVER QUITCLAIMS unto the GRANTEE, EQUIPMENT ACQUISITION RESOURCES, INC., an Illinois Corporation, of 555 South Vermont Street, Palatine, Illinois 60067, all right, title, interest, claim and demand that she has or ought to have, in and to all of the following described property situated in the County of Teton, State of Wyoming, to wit:

**SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF**

*State Identification Number: 22-39-16-13-1-00-006*


WITNESS the due execution and delivery of this Quitclaim Deed  
this 26 day of October, 2009.

Dana Malone  
DANA MALONE, GRANTOR

STATE OF ILLINOIS     )  
                                  ) SS  
COUNTY OF COOK     )

The foregoing instrument was acknowledged before me by the GRANTOR, DANA MALONE, this 20<sup>th</sup> day of October, 2009.

WITNESS my hand and official seal.

  
\_\_\_\_\_  
Notary Public  
My commission expires: 10/24/10

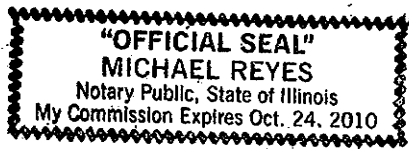


EXHIBIT A

PARCEL A

A Parcel of Land located within HES No. 149, within (unsurveyed) Section 13, Township 39 North, Range 116 West, 6<sup>th</sup> P.M., Teton County, Wyoming, being more particularly described as follows:

Beginning at Corner No. 4 of Said HES, a standard brass cap on iron pipe set and appropriately inscribed by Wyoming FLS 164;

thence along a southerly boundary line of Said HES, N 89°57'00"E, 441.08 feet, thence N 00°03'38"E, 1378.83 feet to a Point on a northerly boundary line of Said HES;

thence along said northerly boundary line, S 89°45'38"W, 441.08 feet to Corner No. 5 of Said HES;

thence along the westerly boundary line of Said HES, S 00°03'38"W, 1317.37 feet to the Corner of Beginning;

Said Parcel contains 13.35 acres, more or less, and is subject to and together with easements, rights-of-way, reservations and restrictions, of sight and/or of record, including, but not limited to, that right-of-way agreement recorded in Book 300 pages 86-90, records of Teton County, and that easement for telecommunication facilities recorded in Book 308 pages 378-380, records of Teton County,

All in accordance with that map prepared to be filed in the Office of the Teton County Clerk titled: "Map of Survey Sheldon Meyer".

RETURN TO:  
Equipment Acquisition Resources, Inc.  
c/o Robert A. McKenzie.  
Arnstein & Lehr LLP  
120 South Riverside Plaza #1200  
Chicago, Illinois 60606

## QUIT CLAIM DEED

KNOW ALL PERSONS BY THESE PRESENTS that the GRANTORS, SHELDON PLAYER AND DONNA MALONE, husband and wife, of 454 North Aberdeen, Unit 2S, Chicago, Illinois, for nominal but adequate consideration in hand paid, receipt of which is hereby acknowledged, CONVEY, REMISE, RELEASE AND FOREVER QUITCLAIM unto the GRANTEE, EQUIPMENT ACQUISITION RESOURCES, INC., an Illinois Corporation, of 555 South Vermont Street, Palatine, Illinois 60067, all right, title, interest, claim and demand that they have or ought to have, in and to all of the following described property situated in the County of Teton, State of Wyoming, to wit:

**SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF**

*State Identification Number: 22-39-16-14-1-00-052*

This is not Homestead Property, and all Homestead Rights under Homestead Exemption laws of the State of Wyoming.

WITNESS the due execution and delivery of this Quitclaim Deed this 27<sup>th</sup> day of October, 2009.

  
\_\_\_\_\_  
SHELDON PLAYER, GRANTOR

  
\_\_\_\_\_  
DONNA MALONE, GRANTOR

STATE OF ILLINOIS     )  
                                  ) SS  
COUNTY OF COOK     )

The foregoing instrument was acknowledged before me by the GRANTORS, SHELDON  
PLAYER AND DONNA MALONE, husband and wife, this 27 day of October,  
2009.

WITNESS my hand and official seal.

Peggy Glaser-Silva  
Notary Public  
My commission expires: 8-27-10



EXHIBIT "A"

A parcel of land located within Tract "B" of Homestead Entry Survey (H.E.S.) No. 193, Section 14, Township 39 North, Range 116 West, 6<sup>th</sup> P.M., Teton County, Wyoming, more particularly described as follows:

Beginning at a Northeastern corner of that parcel of record described in Book 300 of Photo, on Pages 75-82 ("Wheeldon property"), where is found a T-shaped steel stake with a chrome cap inscribed "FB&LS 2612", said point bears North  $46^{\circ}43'35''$  West, 1,466.29 feet, from Corner No. 13 of said H.E.S. No. 193, where is found a steel pipe with a GLO-type brass cap inscribed with appropriated details;

Thence North  $86^{\circ}42'36''$  West, 475.26 feet, to a Northwestern corner of said "Wheeldon property", where is found a steel pipe with a brass top inscribed "RLS 164" and appropriated details;

Thence along the Northwestern line of said "Wheeldon property", North  $01^{\circ}17'51''$  West, 242.94 feet, to a point where is found a steel pipe with a brass cap inscribed "RLS 164" and appropriate details;

Thence North  $78^{\circ}24'46''$  East, 250.04 feet, to a Northeastern corner of said "Wheeldon property", where is found a 5/8 inch diameter steel rebar with an aluminum cap inscribed "PLS 6447";

Thence along the Northeastern line of said "Wheeldon property", North  $63^{\circ}57'48''$  East, 267.03 feet, to a Northeastern corner of said property, where is found a T-shaped steel stake with a chrome cap inscribed "FB&LS 2612";

Thence along the Northeastern line of said "Wheeldon property", South  $00^{\circ}38'29''$  West, 437.62 feet, to the Point of Beginning.

RETURN TO:  
Equipment Acquisition Resources, Inc.  
c/o Robert A. McKenzie.  
Arnstein & Lehr LLP  
120 South Riverside Plaza #1200  
Chicago, Illinois 60606

## QUIT CLAIM DEED

KNOW ALL PERSONS BY THESE PRESENTS that the GRANTORS, SHELDON PLAYER AND DONNA MALONE, husband and wife, of 454 North Aberdeen, Unit 2S, Chicago, Illinois, for nominal but adequate consideration in hand paid, receipt of which is hereby acknowledged, CONVEY, REMISE, RELEASE AND FOREVER QUITCLAIM unto the GRANTEE, EQUIPMENT ACQUISITION RESOURCES, INC., an Illinois Corporation, of 555 South Vermont Street, Palatine, Illinois 60067, all right, title, interest, claim and demand that they have or ought to have, in and to all of the following described property situated in the County of Teton, State of Wyoming, to wit:

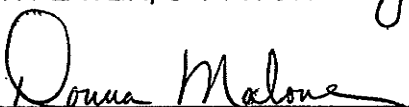
**SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF**

*State Identification Number: 22-39-16-13-1-00-005*

This is not Homestead Property., and all Homestead Rights under Homestead Exemption laws of the State of Wyoming.

WITNESS the due execution and delivery of this Quitclaim Deed  
this 27 day of October, 2009.

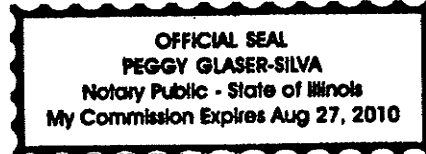
  
\_\_\_\_\_  
SHELDON PLAYER, GRANTOR

  
\_\_\_\_\_  
DONNA MALONE, GRANTOR

STATE OF ILLINOIS     )  
                                  ) SS  
COUNTY OF COOK     )

The foregoing instrument was acknowledged before me by the GRANTORS, SHELDON  
PLAYER AND DONNA MALONE, husband and wife, this 27 day of October,  
2009.

WITNESS my hand and official seal.



Peggy Glaser-Silva  
Notary Public  
My commission expires: 8-27-10



**EXHIBIT A**

**Legal Description**

A tract of land in Homestead Entry Survey No. 193 in Section 14, Township 39 North, Range 116 West of the 6<sup>th</sup> P.M., Teton County, Wyoming, more particularly described as follows:

Beginning at Point No. 1 which is corner No. 13 of Homestead Entry Survey No. 193; thence North 89 degrees 55' West 660 feet to Corner No. 2; thence North 0 degrees 01' East 1320 feet to Corner No. 3; thence South 89 degrees 55' East 660 feet to Corner No. 4; thence South 0 degrees 01' West 1320 feet to the point of beginning.

*State parcel No. 22-39-16-13-1-00-005*

RETURN TO:  
Equipment Acquisition Resources, Inc.  
c/o Robert A. McKenzie.  
Arnstein & Lehr LLP  
120 South Riverside Plaza #1200  
Chicago, Illinois 60606

## QUIT CLAIM DEED

KNOW ALL PERSONS BY THESE PRESENTS that the GRANTORS, SHELDON PLAYER AND DONNA MALONE, husband and wife, of 454 North Aberdeen, Unit 2S, Chicago, Illinois, for nominal but adequate consideration in hand paid, receipt of which is hereby acknowledged, CONVEY, REMISE, RELEASE AND FOREVER QUITCLAIM unto the GRANTEE, EQUIPMENT ACQUISITION RESOURCES, INC., an Illinois Corporation, of 555 South Vermont Street, Palatine, Illinois 60067, all right, title, interest, claim and demand that they have or ought to have, in and to all of the following described property situated in the County of Teton, State of Wyoming, to wit:

**SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF**

*State Identification Number: 22-39-16-14-4-00-027*

This is not Homestead Property, and all Homestead Rights under Homestead Exemption laws of the State of Wyoming.

WITNESS the due execution and delivery of this Quitclaim Deed this 27 day of October, 2009.

  
SHELDON PLAYER, GRANTOR

  
DONNA MALONE, GRANTOR

STATE OF ILLINOIS     )  
                                  ) SS  
COUNTY OF COOK     )

The foregoing instrument was acknowledged before me by the GRANTORS, SHELDON  
PLAYER AND DONNA MALONE, husband and wife, this 27 day of October,  
2009.

WITNESS my hand and official seal.

Peggy Glaser-Silva  
Notary Public  
My commission expires: 8-27-10



**EXHIBIT "A"**

A TRACT OF LAND IN HOMESTEAD ENTRY SURVEY NO. 193 IN SECTION 14, TOWNSHIP 39 NORTH, RANGE 116 WEST OF THE 6<sup>TH</sup> P.M., TETON COUNTY, WYOMING, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT POINT NO. 1 WHICH IS CORNER NO. 13 OF HOMESTEAD ENTRY SURVEY NO. 193; THENCE NORTH 89 DEGREES 55' WEST 660 FEET TO CORNER NO. 2; THENCE NORTH 0 DEGREES 01' EAST 1320 FEET TO CORNER NO. 3; THENCE SOUTH 89 DEGREES 55' EAST 660 FEET TO CORNER NO. 4; THENCE SOUTH 0 DEGREES 01' WEST 1320 FEET TO THE POINT OF BEGINNING.

PIN: 22-39-16-14-4-00-027

RETURN TO:  
Equipment Acquisition Resources, Inc.  
c/o Robert A. McKenzie.  
Arnstein & Lehr LLP  
120 South Riverside Plaza #1200  
Chicago, Illinois 60606

## QUIT CLAIM DEED

KNOW ALL PERSONS BY THESE PRESENTS that the GRANTORS, SHELDON PLAYER AND DONNA MALONE, husband and wife, of 454 North Aberdeen, Unit 2S, Chicago, Illinois, for nominal but adequate consideration in hand paid, receipt of which is hereby acknowledged, CONVEY, REMISE, RELEASE AND FOREVER QUITCLAIM unto the GRANTEE, EQUIPMENT ACQUISITION RESOURCES, INC., an Illinois Corporation, of 555 South Vermont Street, Palatine, Illinois 60067, all right, title, interest, claim and demand that they have or ought to have, in and to all of the following described property situated in the County of Teton, State of Wyoming, to wit:

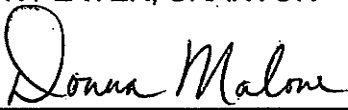
**SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF**

*State Identification Number: 22-39-16-11-1-05-003*

This is not Homestead Property, and all Homestead Rights under Homestead Exemption laws of the State of Wyoming.

WITNESS the due execution and delivery of this Quitclaim Deed  
this 27 day of October, 2009.

  
\_\_\_\_\_  
SHELDON PLAYER, GRANTOR

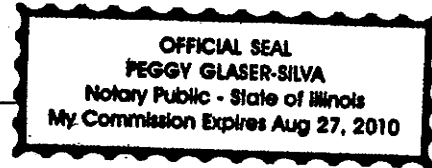
  
\_\_\_\_\_  
DONNA MALONE, GRANTOR

STATE OF ILLINOIS     )  
                                  ) SS  
COUNTY OF COOK     )

The foregoing instrument was acknowledged before me by the GRANTORS, SHELDON  
PLAYER AND DONNA MALONE, husband and wife, this 27 day of October,  
2009.

WITNESS my hand and official seal.

Peggy Glaser-Silva  
Notary Public  
My commission expires: 8-27-10



**EXHIBIT "A"**

**LOT 3 OF ASPEN SPRINGS RANCH SUBDIVISION, TETON COUNTY, WYOMING,  
ACCORDING TO THAT PLAT RECORDED IN THE OFFICE OF THE TETON COUNTY  
CLERK ON JUNE 6, 2003 AS PLAT NO. 1089**

**PIN: 22-39-16-11-1-05-003**

RETURN TO:  
Equipment Acquisition Resources, Inc.  
c/o Robert A. McKenzie.  
Arnstein & Lehr LLP  
120 South Riverside Plaza #1200  
Chicago, Illinois 60606

## QUIT CLAIM DEED

KNOW ALL PERSONS BY THESE PRESENTS that the GRANTORS, SHELDON PLAYER AND DONNA MALONE, husband and wife, of 454 North Aberdeen, Unit 2S, Chicago, Illinois, for nominal but adequate consideration in hand paid, receipt of which is hereby acknowledged, CONVEY, REMISE, RELEASE AND FOREVER QUITCLAIM unto the GRANTEE, EQUIPMENT ACQUISITION RESOURCES, INC., an Illinois Corporation, of 555 South Vermont Street, Palatine, Illinois 60067, all right, title, interest, claim and demand that they have or ought to have, in and to all of the following described property situated in the County of Teton, State of Wyoming, to wit:

**SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF**

*State Identification Number: 22-39-16-13-1-00-008*

This is not Homestead Property, and all Homestead Rights under Homestead Exemption laws of the State of Wyoming.

WITNESS the due execution and delivery of this Quitclaim Deed this 27 day of October, 2009.

  
\_\_\_\_\_  
SHELDON PLAYER, GRANTOR

  
\_\_\_\_\_  
DONNA MALONE, GRANTOR



STATE OF ILLINOIS     )  
                                  ) SS  
COUNTY OF COOK     )

The foregoing instrument was acknowledged before me by the GRANTORS, SHELDON  
PLAYER AND DONNA MALONE, husband and wife, this 27 day of October,  
2009.

WITNESS my hand and official seal.



Peggy Glaser-Silva  
\_\_\_\_\_  
Notary Public  
My commission expires: 8-27-10

EXHIBIT A

PARCEL 1

Part of Homestead Entry Survey (HES) No. 149 in unsurveyed Section 13, T39N, R116W, Teton County, Wyoming, described as follows:

Beginning at corner number 3 of said HES 149 marked by an aluminum BLM monument, appropriately inscribed; thence

S 89° 57' 00" W, 1320.29 feet along South line of said HES 149 to corner number 4, marked by a brass cap set by Paul N. Scherbel RLS 164; thence

N 00° 03' 22" E, 1317.54 feet along the West line of said HES 149 to corner number 5, marked by an aluminium BLM monument, appropriately inscribed; thence

N 89° 46' 15" E, 1318.90 feet along North line of said HES 149 to corner number 6 of said HES 149 marked by an aluminum BLM monument, appropriately inscribed; thence

S 00° 02' 17" W, 661.43 feet to corner number 2 of said HES 149 marked by an aluminum BLM monument, appropriately inscribed; thence

S 00° 02' 50" E 660.24 feet to the Corner of Beginning.

**Excepting Therefrom:**

A Parcel of Land located within HES No. 149, within (unsurveyed) Section 13, Township 39 North, Range 116 West, 6<sup>th</sup> P.M., Teton County, Wyoming, being more particularly described as follows:

Beginning at Corner No. 4 of said HES, a standard brass cap on iron pipe set and appropriately inscribed by Wyoming PLS 164;

THENCE along a southerly boundary line of Said HES, N 89°57'00"E, 441.08 feet,  
THENCE N 00°03'38"E, 1318.83 feet to a Point on a northerly boundary line of Said HES;  
THENCE along said northerly boundary line, S 89°45'38"W, 441.08 feet to Corner No. 5 of Said HES;

THENCE along the westerly boundary line of Said HES, S 00°03'38"W, 1317.37 feet to the Corner of Beginning;

[Continued on the next page]

**And Further Excepting Therefrom:**

A Parcel of Land located within HES No 149, within (unsurveyed) Section 13, Township 39 North, Range 116 West, 6<sup>th</sup> P.M., Teton County, Wyoming, being more particularly described as follows:

Beginning at Corner No. 6 of Said HES, a standard BLM aluminum monument,

THENCE along a northerly boundary line of Said HES, S 89°45'38"W, 877.66 feet,  
THENCE S 00°03'38" W, 783.91 feet to a Point on the southerly line of that right-of-way easement described in Book 300 pages 86-90, records of Teton County, Wyoming,  
THENCE along said southerly line of said right-of-way easement through the following courses  
N 47°49'43"E, 59.24 feet;  
N 52°15'35"E, 138.90 feet;  
N 60°29'53"E, 356.26 feet;  
N 70°36'35"E, 439.38 feet to a Point of the Line between Corner Nos 2 and 6 of Said

HES;

THENCE departing said southerly right-of-way line and proceeding along the line between Said Corner Nos. 2 and 6, N 00°02'08"E, 341.48 feet to the Corner of Beginning

PIDN # 22-39-16-13-1-00-008