

DISCLOSURE OF PRINCIPALS FORM
CERTIFICATE
DISCLOSURE OF OWNERSHIP/PRINCIPALS

1. Definitions

“*City*” means the City of Las Vegas.

“*City Council*” means the governing body of the City of Las Vegas.

“*Contracting Entity*” means the individual, partnership, or corporation seeking to enter into a contract or agreement with the City of Las Vegas.

“*Principal*” means, for each type of business organization, the following: (a) sole proprietorship – the owner of the business; (b) corporation – the directors and officers of the corporation; but not any branch managers of offices which are a part of the corporation; (c) partnership – the general partner and limited partners; (d) limited liability company – the managing member as well as all the other members.

2. Policy

In accordance with Resolution 79-99 and 105-99 adopted by the City Council, Contracting Entities seeking to enter into certain contracts or agreements with the City of Las Vegas must disclose information regarding ownership interests and principals. Such disclosure generally is required in conjunction with a Request for Proposals (RFP). In other cases, such disclosure must be made prior to the execution of a contract or agreement.

3. Instructions

The disclosure required by the Resolutions referenced above shall be made through the completion and execution of this Certificate. The Contracting Entity shall complete Block 1, Block 2, and Block 3. The Contracting Entity shall complete either Block 4 or its alternate in Block 5. Specific information, which must be provided, is highlighted. An Officer or other official authorized to contractually bind the Contracting Entity shall sign and date the Certificate, and such signing shall be notarized.

4. Incorporation

This Certificate shall be incorporated into the resulting contract or agreement, if any, between the City and the Contracting Entity. Upon execution of such contract or agreement, the Contracting Entity is under a continuing obligation to notify the City in writing of any material changes to the information in this Certificate. This notification shall be made within fifteen (15) days of the change. Failure to notify the City of any material change may result, at the option of the City, in a default termination (in whole or in part) of the contract or agreement, and/or a withholding of payments due the Contracting Entity.

**CERTIFICATE – DISCLOSURE OF OWNERSHIP/PRINCIPALS
(CONTINUED)**

Block 1	<u>Contracting Entity</u>
Name	LiveWork, LLC
Address	41 East 60th Street 6th Floor New York NY 10022-1081
Telephone	212-486-4444
EIN or DUNS	20-2675938

Block 2	Description
Subject Matter of Contract/Agreement: Memorandum of Understanding	
RFP #:	N/A

Block 3	Type of Business
<input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Corporation	

Block 4	<u>Disclosure of Ownership and Principals</u>		
In the space below, the Contracting Entity must disclose all principals (including partners) of the Contracting Entity, as well as persons or entities holding more than one-percent (1%) ownership interest in the Contracting Entity.			
	FULL NAME/TITLE	BUSINESS ADDRESS	BUSINESS PHONE
1.	David Mitchell	41 E. 60 th Street New York, NY 10022	(212) 486-4444
2.	Barnet Liberman	421 Hudson Street New York, NY 10014	(212) 243-7388
3.			
4.			
5.			
6.			
7.			
8.			

The Contracting Entity shall continue the above list on a sheet of paper entitled "Disclosure of Principals – Continuation" until full and complete disclosure is made. If continuation sheets are attached, please indicate the number of sheets: _____

Disclosure of Ownership and Principals - Alternate

If the Contracting Entity, or its principals or partners, are required to provide disclosure (of persons or entities holding an ownership interest) under federal law (such as disclosure required by the Securities and Exchange Commission or the Employee Retirement Income Act), a copy of such disclosure may be attached to this Certificate in lieu of providing the information set forth in Block 4 above. A description of such disclosure documents must be included below.

I certify, under penalty of perjury, that all the information provided in this Certificate is current, complete, and accurate.

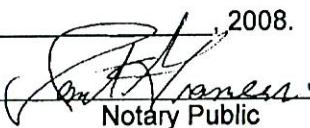


Name

March 24, 2008

Date

Subscribed and sworn to before me this 24
day of MARCH

_____, 2008.

Notary Public

JANET GRONIERI
Notary Public, State of New York
No. 31-4501747
Qualified in New York County
Commission Expires May 31, 2011

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**CERTIFICATE – DISCLOSURE OF OWNERSHIP/PRINCIPALS
(CONTINUED)**

Block 1	<u>Contracting Entity</u>
Name	FC Vegas 39, LLC
Address	50 Public Square Suite 1360 Cleveland, Ohio 44113
Telephone	216-621-6060
EIN or DUNS	20-8640805

Block 2	Description
Subject Matter of Contract/Agreement: Memorandum of Understanding	
RFP #:	N/A

Block 3	Type of Business
<input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Corporation	

Block 4	<u>Disclosure of Ownership and Principals</u>		
In the space below, the Contracting Entity must disclose all principals (including partners) of the Contracting Entity, as well as persons or entities holding more than one-percent (1%) ownership interest in the Contracting Entity.			
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1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			

The Contracting Entity shall continue the above list on a sheet of paper entitled "Disclosure of Principals – Continuation" until full and complete disclosure is made. If continuation sheets are attached, please indicate the number of sheets: _____

Block 5 Disclosure of Ownership and Principals - Alternate

If the Contracting Entity, or its principals or partners, are required to provide disclosure (of persons or entities holding an ownership interest) under federal law (such as disclosure required by the Securities and Exchange Commission or the Employee Retirement Income Act), a copy of such disclosure may be attached to this Certificate in lieu of providing the information set forth in Block 4 above. A description of such disclosure documents must be included below.

Name of Attached Document: Form 10-Q, and organizational chart

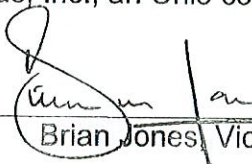
Date of Attached Document: 12/07/07 Form 10-Q Number of Pages: 86

I certify, under penalty of perjury, that all the information provided in this Certificate is current, complete, and accurate.

FC Vegas 39, LLC, a New York limited liability company

By: Rolling Acres Properties Co. Limited Partnership, an Ohio limited partnership its sole member

By: Artus, Inc., an Ohio corporation, its general partner



Brian Jones, Vice President

3/24/08

Date

Subscribed and sworn to before me this _____ day of

_____, 2008.

Notary Public

FC Vegas 39, LLC
a New York limited liability company

Rolling Acres Properties Co.
Limited Partnership, an Ohio
limited partnership,
its sole member (100%)

Artus, Inc., an Ohio corporation,
its general partner
(71.43%)

F.C. Rolling Acres, Inc.,
an Ohio corporation, its
limited partner
(1%)

Forest City Rental Properties
Corporation, an Ohio
corporation, its limited partner
(27.57%)

Forest City Rental Properties
Corporation,
an Ohio corporation
(100%)

Forest City Rental Properties
Corporation,
an Ohio corporation
(100%)

Forest City Enterprises, Inc.,
an Ohio corporation
(100%)

Forest City Enterprises, Inc.,
an Ohio corporation
(100%)

Forest City Enterprises, Inc.,
an Ohio corporation
(100%)

**CERTIFICATE – DISCLOSURE OF OWNERSHIP/PRINCIPALS
(CONTINUED)**

Block 1	<u>Contracting Entity</u>
Name	FC Vegas 20, LLC
Address	50 Public Square Suite 1360 Cleveland, Ohio 44113
Telephone	216-621-6060
EIN or DUNS	26-0342195

Block 2	Description
Subject Matter of Contract/Agreement:	
Memorandum of Understanding	
RFP #:	N/A

Block 3	Type of Business
<input type="checkbox"/> Individual <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Corporation	

Block 4		<u>Disclosure of Ownership and Principals</u>	
In the space below, the Contracting Entity must disclose all principals (including partners) of the Contracting Entity, as well as persons or entities holding more than one-percent (1%) ownership interest in the Contracting Entity.			
	FULL NAME/TITLE	BUSINESS ADDRESS	BUSINESS PHONE
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2.			
3.			
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6.			
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The Contracting Entity shall continue the above list on a sheet of paper entitled "Disclosure of Principals – Continuation" until full and complete disclosure is made. If continuation sheets are attached, please indicate the number of sheets: _____

Block 5 Disclosure of Ownership and Principals - Alternate

If the Contracting Entity, or its principals or partners, are required to provide disclosure (of persons or entities holding an ownership interest) under federal law (such as disclosure required by the Securities and Exchange Commission or the Employee Retirement Income Act), a copy of such disclosure may be attached to this Certificate in lieu of providing the information set forth in Block 4 above. A description of such disclosure documents must be included below.

Name of Attached Document: Form 10-Q, and organizational chart

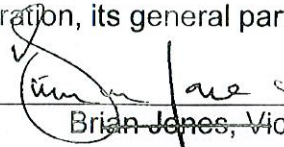
Date of Attached Document: 12/07/07 Form 10-Q Number of Pages: 86

I certify, under penalty of perjury, that all the information provided in this Certificate is current, complete, and accurate.

FC Vegas 20, LLC, a Nevada limited liability company

By: Canton Centre Mall Limited Partnership, an Ohio limited partnership its sole member

By: F.C. Canton Centre, Inc., an Ohio corporation, its general partner



Brian Jones, Vice President

3/24/08

Date

Subscribed and sworn to before me this _____ day of

_____, 2008.

Notary Public

FC Vegas 20, LLC
a Nevada limited liability company

Canton Centre Mall Limited Partnership, an Ohio limited partnership, its sole member (100%)

F.C. Canton Centre, Inc., an Ohio corporation, its general partner (1%)

Forest City Rental Properties Corporation, an Ohio corporation, its limited partner (89%)

F.C. Vineyards, Inc., an Ohio corporation, its limited partner (10%)

Forest City Rental Properties Corporation, an Ohio corporation (100%)

Forest City Enterprises, Inc., an Ohio corporation (100%)

Forest City Residential Group, Inc., an Ohio corporation (100%)

Forest City Enterprises, Inc., an Ohio corporation (100%)

Forest City Rental Properties Corporation, an Ohio corporation (100%)

Forest City Enterprises, Inc., an Ohio corporation (100%)

