

2. Premier accepts the Tax Tribunal's designation of its office in Cook County to conduct the hearing in this matter.

Facts Common to all Counts

The Parties

Petitioner

3. For the taxable years 2006, 2007 and 2008 (the "Taxable Period") Premier was a Delaware corporation, with headquarters at 200 East Randolph Street, Illinois, and local phone number of 312-381-5855, holding a certificate of authority to transact business in Illinois.
4. For the Taxable Period, Premier was engaged in business within Illinois.
5. Premier's business included providing loans to fund purchases of automobiles.
6. Premier is a wholly-owned subsidiary of Aon Corporation ("Aon") (FEIN: 36-3051915).
7. Aon, a Delaware corporation, is a holding company and the U.S. parent company of an affiliated group of entities including Premier (DE) (FEIN: 36-3730668], and several other affiliates including Cananwill, Inc. (PA) (FEIN: 36-1722081), Cananwill, Inc. (CA) (FEIN: 23-2382918), and Cananwill Corporation (DE) (FEIN: 36-3868951) (the three Cananwill companies are hereinafter referred to collectively as the "Cananwill entities").

Respondent

8. The Department is an agency of the Executive Department of the State Government and is tasked with the enforcement and administration of Illinois tax laws. 20 ILCS 5/5-15.

The Department is authorized, among other functions, to administer and enforce provisions of the IITA. 35 ILCS 5/101 *et seq.*

The IITA and the “Unitary Business Group” Limitation

9. The IITA imposes a tax on the net income of every individual, corporation, trust and estate for the privilege of earning or receiving income in or as a resident of Illinois. 35 ILCS 5/101 *et seq.*
10. Corporations “who are members of a unitary business group are required to file combined returns under IITA Section 502(e).” 86 Ill. Admin. Code § 100.9700(b).
11. As defined by 35 ILCS 5/1501(a)(27)(A), a unitary business group is “a group of persons related through common ownership whose business activities are integrated with, dependent upon and contribute to each other . . . Unitary business activity can ordinarily be illustrated where the activities of such members are: (1) in the same general line (such as manufacturing, wholesaling, retailing of tangible personal property, insurance, transportation or finance) . . .” *See also* 86 Ill. Admin. Code § 100.9700(d).
12. IITA section 1501(a)(27)(B) provides that “In no event, shall any unitary business group include members which are ordinarily required to apportion business income under different subsections of Section 30” and therefore, “If a unitary business group would, but for the preceding sentence, include members that are ordinarily required to apportion business income under different subsections of Section 304, then for each subsection of Section 304 for which there are two or more members, there shall be a separate unitary business group composed of such members.” 35 ILCS 1501(a)(27)(B).

13. IITA Section 304 provides specific formulas to apportion the business income of persons other than residents, as follows:
- a. subsection (a)(3) and subsection (h) for general businesses not required to apportion pursuant to subsections (b), (c), or (d);
 - b. subsection (b) for “insurance companies;
 - c. subsection (c) for “financial organizations” as defined in IITA section 1501(a)(8);
 - d. subsection (d) for “transportation services.”

The Illinois “Financial Organization” Law and Definitions

14. A “financial organization” is defined as “any bank, bank holding company, trust company, savings bank, industrial bank, land bank, safe deposit company, private banker, savings and loan association, building and loan association, credit union, currency exchange, cooperative bank, small loan company, sales finance company, investment company, or any person which is owned by a bank or bank holding company.” 35 ILCS 5/1501(a)(8)(A); *see also* 86 Ill. Admin. Code § 100.9710(a).

15. The term “sales finance company” is further defined in IITA Section 1501(a)(8)(C), which provides in pertinent part:

. . . the term “sales finance company” has the meaning provided in the following item (i) or (ii):

(i) A person primarily engaged in one or more of the following businesses: the business of purchasing customer receivables, the business of making loans upon the security of customer receivables, the business of making loans for the express purpose of funding purchases of tangible personal property or services by the borrower, or the business of finance leasing. For purposes of this item (i), “customer receivable” means:

(a) a retail installment contract or retail charge agreement within the meaning of the Sales Finance Agency Act, the Retail Installment Sales Act, or the Motor Vehicle Retail Installment Sales Act;

(b) an installment, charge, credit, or similar contract or agreement arising from the sale of tangible personal property or services in a

transaction involving a deferred payment price payable in one or more installments subsequent to the sale; or
(c) the outstanding balance of a contract or agreement described in provisions (a) or (b) of this item (i).

* * *

(ii) A corporation meeting each of the following criteria:

(a) the corporation must be a member of an “affiliated group” within the meaning of Section 1504(a) of the Internal Revenue Code, determined without regard to Section 1504(b) of the Internal Revenue Code;

(b) more than 50% of the gross income of the corporation for the taxable year must be interest income derived from qualifying loans. A “qualifying loan” is a loan made to a member of the corporation's affiliated group that originates customer receivables (within the meaning of item (i)) or to whom customer receivables originated by a member of the affiliated group have been transferred, to the extent the average outstanding balance of loans from that corporation to members of its affiliated group during the taxable year do not exceed the limitation amount for that corporation. The “limitation amount” for a corporation is the average outstanding balances during the taxable year of customer receivables (within the meaning of item (i)) originated by all members of the affiliated group. If the average outstanding balances of the loans made by a corporation to members of its affiliated group exceed the limitation amount, the interest income of that corporation from qualifying loans shall be equal to its interest income from loans to members of its affiliated groups times a fraction equal to the limitation amount divided by the average outstanding balances of the loans made by that corporation to members of its affiliated group;

(c) the total of all shareholder's equity (including, without limitation, paid-in capital on common and preferred stock and retained earnings) of the corporation plus the total of all of its loans, advances, and other obligations payable or owed to members of its affiliated group may not exceed 20% of the total assets of the corporation at any time during the tax year; and

(d) more than 50% of all interest-bearing obligations of the affiliated group payable to persons outside the group determined in accordance with generally accepted accounting principles must be obligations of the corporation.

35 ILCS 5/1501(a)(8)(C).

16. The Department's IITA Regulation, Section 100.9710(d)(10), in part, provides as follows:

10) Entities engaged in the business of a "sales finance company." The term "sales finance company" has the meaning provided in subsection (d)(10)(A) or (B):

A) Under IITA Section 1501(a)(8)(C)(i), the term "sales finance company" means an entity primarily engaged in one or more of the following businesses: the business of purchasing customer receivables, the business of making loans upon the security of customer receivables, the business of making loans for the express purpose of funding purchases of tangible personal property or services by the borrower, or the business of finance leasing. For purposes of this subsection (d)(10)(A), a "customer receivable" means:

- i) A retail installment contract or retail charge agreement within the meaning of the Sales Finance Agency Act [205 ILCS 660/2], the Retail Installment Sales Act [815 ILCS 405/2.6 and 2.7], or the Motor Vehicle Retail Installment Sales Act [815 ILCS 375/2.5];
- ii) An installment, charge, or similar contract or agreement arising from the sale of tangible personal property or services in a transaction involving a deferred payment price payable in one or more installments subsequent to the sale;
- iii) The outstanding balance of a contract or agreement described in subsection (d)(10)(A)(i) or (ii) of this Section; or
- iv) A loan, or balance under a loan, made by a lender for the express purpose of funding purchases of tangible personal property or services by the borrower.

A customer receivable need not provide for payment of interest on deferred payments. A sales finance company may purchase a customer receivable from, or make a loan secured by a customer receivable to, the seller or lender in the original transaction or from or to a person who purchased the customer receivable directly or indirectly from that seller or lender.

The Controversy

17. For the Taxable Period, Aon filed three Illinois combined returns: one combined return for general corporations (the “Sub A Group”), a second combined return for insurance companies (the “Sub B Group”), and a third combined return for “financial organizations” (the “Sub C Group”).
18. A portion of Aon’s income/loss was included in each Illinois combined return based on the total amount of gross income of the entities included in each combined return, as provided for holding companies by IITA section 1501(a)(27)(C).
19. The originally filed 2006, 2007 and 2008 Sub C Group Illinois combined returns for “financial organizations” included Petitioner and the Cananwill entities. During the Taxable Period, the Cananwill entities were in the business of originating short-term (typically 12 months or less) loans to businesses to finance their commercial property and casualty insurance premium obligations, which allowed businesses to pay their insurance premiums over time rather than in one lump sum.
20. The Cananwill entities do not meet the requirements to be considered “financial organizations” as outlined in IITA Section 1501(a)(8)(A) and in 86 Ill. Admin Code § 100.9710(a), specifically, the entities did not fall within the scope of any of the entities listed in section 1501(a)(8)(A), were not a “bank” under Section 1501(a)(8)(B), and did not conduct any of the activities of a “sales finance company” described in section 1501(a)(8)(C).
21. On February 23, 2012, pursuant to 35 ILCS 5/911(c), the statute of limitations for the 2006, 2007 and 2008 tax years was extended by a written agreement between the Illinois

Department of Revenue and Aon Corporation and its Subsidiaries. On March 12, 2012, Petitioner timely filed amended Illinois combined returns for the tax years 2006, 2007 and 2008 to properly exclude the Cananwill entities from Petitioner's Sub C Group pursuant to 35 ILCS 5/1501(a)(8)(A).

22. On March 12, 2012, Aon further timely filed amended Illinois combined returns for the tax years 2006, 2007, and 2008 for the Sub A Group – the general corporations – to include the Cananwill entities, pursuant to 35 ILCS 5/1501(a)(27)(A).
23. The amendments of Aon's Sub A Group Illinois combined general corporation returns resulted in an aggregate increase in tax of \$272,116 while the corresponding amendments to Petitioner's Sub C Group's Illinois combined financial organization returns resulted in an aggregate decrease in tax of \$1,618,019.
24. Aon and Petitioner requested that the tax underpayments on Aon's amended returns offset and reduce the tax overpayments on Petitioner's amended Illinois combined financial organization returns, and the net overpayments on Petitioner's combined financial organization returns be refunded.
25. On July 31, 2013, the Department issued a Notice of Proposed Claim Denial denying Petitioner's refund claim of \$1,618,019 for the tax years 2006, 2007 and 2008. A true and accurate copy of the Notice is attached hereto as **Exhibit B**.
26. On May 22, 2015, the Department issued a negative Notice of Proposed Deficiency, decreasing Aon's combined general corporation group tax liability by \$272,116 for the tax years 2006, 2007 and 2008, and adjusting the composition of Aon's Sub A Group

Illinois unitary group by removing the Cananwill entities. A true and accurate copy of the Notice is attached hereto as Exhibit C.

27. On June 22, 2015, the Department issued a Notice of Claim Denial (the “NCD”) for the tax years 2006, 2007 and 2008 denying Petitioner's claim for refund of its Sub C Group amended Illinois combined returns for its “financial organizations” by adjusting Petitioner's tax liability by \$618,358 for 2006, \$956,200 for 2007, and \$43,461 for 2008. A true and accurate copy of the NCD is attached hereto as Exhibit A.

28. The NCD stated:

We determined that you and one or more of your related corporations were engaged in a unitary business during the tax years identified in this notice. Accordingly, you and the other members of the unitary business group must use combined apportionment to determine how much of your business income is taxable to Illinois.

29. On information and belief, the Department determined that the Cananwill entities should be included in Petitioner’s Sub C Group unitary business group filing during the Taxable Period because the Department believes that the Cananwill entities are “financial organizations.”

COUNT I

Pursuant to IITA Section 1501(a)(27)(B), Petitioner’s amended returns properly excluded the Cananwill entities from Petitioner's Sub C Group combined financial organization group and the Department erred in rejecting Petitioner’s amended returns.

30. Petitioner realleges and incorporates by this reference the allegations made in paragraphs 1 through 29, inclusive, hereinabove.
31. The Claim Denial is improper because the Cananwill entities did not meet the statutory and regulatory requirements to be classified as “financial organizations” under IITA

section 1501(a)(8)(A), and therefore, under section 1501(a)(27)(B), the Cananwill entities cannot be included in Petitioner's Sub C Group unitary business group.

32. Petitioner's erroneous inclusion of the Cananwill entities on its original return was contrary to section 1501(a)(8) and forbidden by section 1501(a)(27)(B).
33. The Department erroneously rejected amended returns properly identifying the Cananwill entities as Sub A Group members, comprised of non-insurance company, non-financial organization entities-required to apportion their income under IITA Section 304(a).
34. The Department erroneously included the Cananwill entities as members of Petitioner's Sub C Group unitary group as financial organizations required to apportion their income under IITA Section 304(c), contrary to section 1501(a)(27)(B).
35. Petitioner properly amended its tax returns for the tax years 2006, 2007 and 2008 to report its income as a Sub A Group member, the correct combined unitary business group for non-insurance and non-financial entities.
36. The Department's Claim Denial is contrary to the law and not supported by the facts.

WHEREFORE, Petitioner prays that the Tax Tribunal enter an Order that:

- a. finds that the Cananwill entities are not "financial organizations" as defined by 35 ILCS 5/1501(a)(8)(A) and 86 Ill. Admin. Code § 100.9710(a) and must therefore be excluded from Premier's financial organization unitary group and included in Aon's general corporation unitary group;
- b. finds that the Petitioner's amended 2006, 2007 and 2008 combined returns for Sub C Group financial organizations should be accepted as filed;

- c. finds that the amended 2006, 2007 and 2008 combined returns for Aon's general corporations which include the Cananwill entities should be accepted as filed:
- d. enters judgment in favor of Petitioner and against Defendants: and
- e. grants such further relief as this Tax Tribunal deems appropriate under the circumstances.

COUNT II

Under the Illinois Administrative Procedure Act, Premier is entitled to an award for Premier's reasonable expenses and attorneys' fees to bring this action to invalidate the Department's NCD determination.

- 37. Premier incorporates by this reference paragraphs 1 through 29 hereof and realleges each paragraph as though fully set forth below.
- 38. Section 10-55(a) of the Illinois Administrative Procedure Act ("APA") provides that:
 - (a) In any contested case initiated by any agency that does not proceed to court for judicial review and on any issue where a court does not have jurisdiction to make an award of litigation expenses under Section 2-611 of the Civil Practice Law, any allegation made by the agency without reasonable cause and found to be untrue shall subject the agency making the allegation to the payment of the reasonable expenses, including reasonable attorney's fees, actually incurred in defending against that allegation by the party against whom the case was initiated.
 - ..5 ILCS 100/10-55(a).
- 39. The Department's determination that the Cananwill entities were financial institutions and thus should be included in Petitioner's Illinois unitary group was unreasonable. A review of the facts provided in the amended returns reveals that – the entities clearly do not meet the requirements to be "financial organizations" pursuant to 35 ILCS 5/1501(a)(8)(A) and 86 Ill. Admin. Code § 100.9710(a). Illinois law unambiguously

forbids the Cananwill entities from being included in the financial organizations' unitary group.

40. Therefore, the Department's NCD was made without reasonable cause.

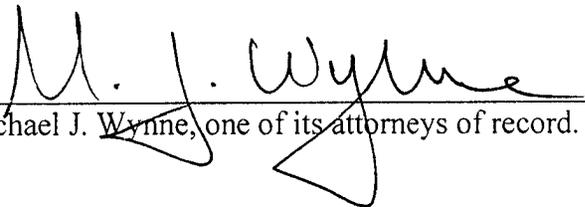
41. Premier has incurred expenses of litigation, including reasonable attorneys' fees, in bringing this action to oppose the proceeding initiated by the Department's NCD.

WHEREFORE, Premier prays that the Tax Tribunal enter an Order finding that, pursuant to the APA, Premier is entitled to an award of its reasonable expenses and attorneys' fees incurred through the pursuit of this action and grant any further relief which the Tax Tribunal determines is appropriate.

Respectfully submitted,

PREMIER AUTO FINANCE, INC.

By:


Michael J. Wynne, one of its attorneys of record.

Firm No. 44486
Michael J. Wynne
Adam Beckerink
Jennifer Waryjas
REED SMITH LLP
10 South Wacker Drive
Chicago, IL 60606
(312) 207-3894 (Telephone)
(312) 207-6500 (Facsimile)

Exhibit A

Notice of Claim Denial
for Form IL-1120



06/22/2015

PREMIER AUTO FINANCE INC.
ATTN: TAX DEPARTMENT
P O BOX 81200
CHICAGO, IL 60681-0200

Taxpayer ID: 36-3730668
Audit ID: A808275968
Audit period: 12/31/2006- 12/31/2008

We have audited your account for the claim for refund filed on the audit period listed above. Attached is the breakdown of full or partial claim denial by period as well as an explanation of the reasons for the denial. (35 ILCS 5/909(e)).

If you agree and your account is in balance, no action is required. You will receive a refund if your account is overpaid and no other liabilities exist. If your account has a balance due, you will receive a bill.

If you do not agree, you may contest this notice by following the instructions listed below.

- If the amount of tax at issue, exclusive of penalty and interest is more than \$15,000, or if you are not claiming an overpayment of tax but the total penalties and interest are more than \$15,000, file a petition with the Illinois Independent Tax Tribunal within **60 days** of this notice. Your petition must be in accordance with the rules of practice and procedure provided by the Tribunal (35 ILCS 1010/1-1, *et seq.*).
- In all other cases that do not fall within the jurisdiction of the Illinois Independent Tax Tribunal, file a protest with us, the Illinois Department of Revenue within **60 days** of this notice. If you file a protest on time, we must reconsider our denial of claim (35 ILCS 5/910(a)), and if requested, grant you or your authorized representative an administrative hearing (35 ILCS 5/914). An administrative hearing is a formal legal proceeding conducted pursuant to the rules adopted by the Department and is presided over by an administrative hearing judge. Submit your protest on Form EAR-14, Format for Filing a Protest for Income Tax, (available on our website at tax.illinois.gov). If we do not receive your protest within **60 days**, this denial will become final. A protest of this notice does not preserve your rights under any other notice.

If you do not protest this notice, the denial of your claim shall become final.

If a balance due is created on a subsequent tax year because of this denial, that amount will be shown on a Notice of Deficiency.

If you have questions, call us at the telephone number shown below.

Sincerely,

A handwritten signature in cursive script that reads "Constance Beard".

Constance Beard
Director

Handwritten initials in cursive script, possibly "CB" or similar, written over a horizontal line.

ILLINOIS DEPARTMENT OF REVENUE
AUDIT BUREAU
PO BOX 19012
SPRINGFIELD IL 62794-9012

217-785-4472

Statement

Date: 06/22/2015
Name: PREMIER AUTO FINANCE INC.
Taxpayer ID: 36-3730668

Reason for claim denial

We determined that you and one or more of your related corporations were engaged in a unitary business during the tax years identified in this notice. Accordingly, you and the other members of the unitary business group must use combined apportionment to determine how much of your business income is taxable to Illinois. Corporations (other than S corporations) who are members of a unitary business group must file a single combined return for each year. [35 ILCD 5/304(e), 502(e), 1501(a)(27)]

Computation of claim denial

Audit period ending:	12/31/2006	12/31/2007	12/31/2008
Claim receive date:	03/12/2012	03/12/2012	03/12/2012
Amount of original claim:	\$618,358.00	\$956,200.00	\$43,461.00
Amount of proposed adjustment	\$618,358.00	\$956,200.00	\$43,461.00
Net claim allowed:	\$0.00	\$0.00	\$0.00

Exhibit B

Notice of Proposed Claim Denial
for Form IL-1120, Corporation Income and Replacement Tax Return



July 31, 2013



Letter ID: L1449694816

PREMIER AUTO FINANCE INC
PO BOX 2758
GLENVIEW IL 60025-6758

Taxpayer ID: 36-3730668
Account ID: 18100-48768
Audit ID: A808275968
Return type: IL-1120
Audit periods: 01/2006 - 12/2010



We have received your claims for refund for IL Business Income Tax overpayments, filed on March 12, 2012, for the tax period(s) listed below. We propose to deny your claim in part or in the entirety as follows:

Tax Year Ending:	12/31/2006	12/31/2007	12/31/2008
Amount of original claim:	\$618,358.00	\$956,200.00	\$43,461.00
Amount of proposed adjustment:	<u>\$618,358.00</u>	<u>\$956,200.00</u>	<u>\$43,461.00</u>
Net claim allowed:	\$0.00	\$0.00	\$0.00

Our calculations and explanation for the amount of proposed adjustments are attached for your review.

If you agree with the figures as shown, contact us using the information listed below for further instructions. Please note, if you sign or pay the amount due on Form IL-870, Waiver of Restrictions, you waive the right to seek review by the Informal Conference Board.

If you do not agree with the figures, you may request a review of this proposed claim denial by the Informal Conference Board (Section 2505-510). To do this, you must complete Form ICB-1, Request for Informal Conference Board Review, within 60 days from the date of this notice and mail it along with the auditor's work papers and a copy of this notice to:

INFORMAL CONFERENCE BOARD
100 W RANDOLPH SUITE 7-341
CHICAGO IL 60601

If you do not request an ICB review within 60 days from the date of this notice, we will issue a Notice of Claim Denial for the amount of the proposed adjustment shown above. At that time, you have the right to protest our determination by filing a written protest and requesting a hearing with the Office of Administrative Hearings. Information on how to do this will be provided on the notice you receive.

Sincerely,

Pedro Lopez, Jr.
Revenue Auditor

ILLINOIS DEPARTMENT OF REVENUE
100 W. RANDOLPH, MC 7-300
CHICAGO, IL 60601

312 519-2107
312 519-2107 cell
312 814-7224 fax

Exhibit C

Notice of Proposed Deficiency



May 22, 2015



Letter ID: L0389590800

AON CORP
PO BOX 81200
CHICAGO IL 60681-0200

Taxpayer ID: 36-3051915
Account ID: 06608-08448
Audit ID: A1817510912
Return type: IL-1120
Audit periods: 01/2006 - 12/2010



We have audited your account and have determined that there is additional liability due.

Tax	-\$272,116.00
Penalty	\$0.00
Total	<u>-\$272,116.00</u>

Our calculations, periods covered, and other explanations resulting in the determination are attached for your review

If you agree with the figures as shown, respond to us using the contact information listed below. We will send you Form IL-870, Waiver of Restrictions, showing the same tax and penalty amounts as above. When you receive Form IL-870, you must sign the form and return it to us along with any payment due within 30 days of the "Date of Issuance" shown on Form IL-870. Unless different instructions are provided, mail Form IL-870 and your payment to:

AUDIT PERFECTION SECTION
ILLINOIS DEPARTMENT OF REVENUE
PO BOX 19012
SPRINGFIELD IL 62794-9012

Please note, if you sign the IL-870 or pay the amount shown due, you waive the right to seek review by the Informal Conference Board.

If you do not agree with the figures shown above, you may request a review of this proposed liability by the Informal Conference Board (Section 2505-510). To do this, you must complete Form ICB-1, Request for Informal Conference Board Review, within 60 days from the date of this notice and mail it along with the auditor's work papers and a copy of this notice to

INFORMAL CONFERENCE BOARD
100 W RANDOLPH SUITE 7-286
CHICAGO IL 60601

If you do not request an ICB review within 60 days from the date of this notice, we will send you a Form IL-870 showing the amount of tax due, plus applicable penalties.

Sincerely,

Pedro Lopez, Jr.
Revenue Auditor

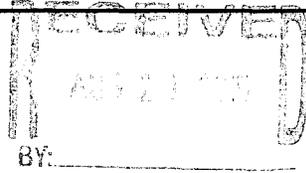
ILLINOIS DEPARTMENT OF REVENUE
100 W. RANDOLPH, MC 7-300
CHICAGO IL 60601

312 519-2107
312 519-2107 cell
312 814-7224 fax

pedro.lopez@illinois.gov

**IN THE ILLINOIS
INDEPENDENT TAX TRIBUNAL
COOK COUNTY, ILLINOIS**

PREMIER AUTO FINANCE, INC.,)
)
Tax Type: Income Tax)
Tax Periods: 12/31/2006 – 12/31/2008)
)
Petitioner,)
)
)
)
v.)
)
)
THE ILLINOIS DEPARTMENT OF)
REVENUE,)
)
Respondent.)



No. 15TT175

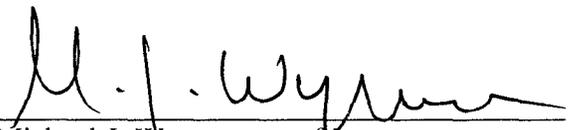
NOTICE OF FILING OF PETITION OF THE TAXPAYER

TO: Ms. Constance Beard
Director of the Illinois Department of Revenue
100 West Randolph Street, Suite 7-500
Chicago, Illinois 60601

PLEASE TAKE NOTICE that on August 20, 2015, Premier Auto Finance, Inc., through its counsel Reed Smith LLP, filed with the Clerk of the Illinois Independent Tax Tribunal, Cook County, Illinois, its Petition, a copy of which is attached hereto and herewith served upon you.

Respectfully submitted,

PREMIER AUTO FINANCE, INC.

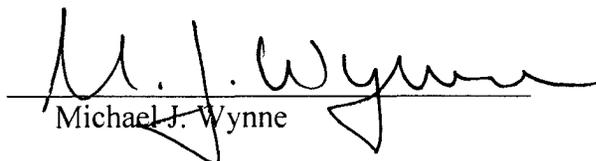
By: 
Michael J. Wynne, one of its attorneys

Michael J. Wynne
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Jennifer C. Waryjas
jwaryjas@reedsmith.com
Reed Smith LLP
10 South Wacker Drive
Chicago, IL 60606
(312) 207-6528 (direct)
(312) 207-6400 (facsimile)

CERTIFICATE OF SERVICE

I, the undersigned, an attorney, hereby certify that I caused to be served upon the individual listed below a copy of the Petition of Premier Auto Finance, Inc. by certified mail on this 20th day of August 2015 before 5:00 p.m.

Ms. Constance Beard
Director of the Illinois Department of Revenue
100 West Randolph Street, Suite 7-500
Chicago, Illinois 60601


Michael J. Wynne