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March 30, 2020

VIA FIRST-CLASS MAIL AND E-MAIL

J2M-V, LLC

Crosstown Real Estate Advisors, LLC

3543 N Pulaski

Chicago, IL 60641

Re: Landmark Worldwide LLC's Immediate Suspension of All Payments Due Under Its Lease

Dear Sir or Madam:

Our firm is counsel to Landmark Worldwide LLC ("Landmark") and I am writing to provide formal notification to you that Landmark will be suspending all payments due under its lease, effective immediately. As you are undoubtedly aware, on March 11, 2020, the World Health Organization declared the rapidly spreading coronavirus (COVID-19) outbreak a pandemic. Beginning almost immediately thereafter, a flurry of executive orders has been issued at the federal, state and local levels, in many instances mandating the closure of non-essential businesses, banning all gatherings of more than a handful of people and/or directing individuals to stay at home. These governmental actions include, but are by no means limited to, Governor Pritzker's invocation of the Illinois Emergency Management Agency Act and the series of at least ten COVID-19 Executive Orders that have been issued by the Governor since. The scope of the restrictions and their impact on businesses and individuals is vast and entirely unprecedented. Those failing to comply with the executive orders and other government directives run the risk of citations, fines, license suspensions or imprisonment, as well as hastening the spread, and worsening the impact, of this highly contagious virus.

These government-mandated emergency restrictions in light of the global health crisis have given Landmark no reasonable option other than to suspend its normal business operations at the premises. There is simply no reasonable or responsible way for Landmark to operate while still complying with the various and evolving governmental mandates and following the guidance of the CDC and state and local health authorities, all of which Landmark is committed to doing.

Regrettably, this unforeseen (and unforeseeable) pandemic and the resulting government actions have made it impossible for Landmark to utilize the premises governed by the lease agreement and operate its business. These dire and unprecedented circumstances justify Landmark's suspension of all payments due under the lease pursuant to the doctrine of commercial frustration as recognized in *Smith v. Roberts*, 54 Ill. App. 3d 910 (1977). Both prerequisites for invocation of the doctrine established by the *Smith* Court are easily satisfied under these circumstances: (1) the frustrating event was not reasonably foreseeable; and (2) the

value of counterperformance has been totally or nearly destroyed by the frustrating event. Other legal doctrines and the principles underlying them also justify excusing Landmark's payment obligations under the lease given the present circumstances including, but not necessarily limited to, the doctrines of frustration of purpose, impracticability of performance, commercial impracticability and the statement of the law contained in the Restatement (Second) of Contracts § 261 as well as general principles of equity and fairness and as a matter of compliance with the evolving governmental orders.

While none of us are presently able to predict the extent or duration of this current crisis with any reasonable degree of certainty, when the threat posed by the virus abates such that governmental restrictions are eased or lifted sufficiently for Landmark to be able to resume its normal business operations, Landmark fully intends to resume utilizing the premises and resume making payments due under the lease, including making reasonable arrangements to satisfy any present obligations due and any obligations that become due while the crisis continues. Further, please be informed that Landmark intends to seek governmental financial assistance for which it may qualify under various recently-enacted initiatives designed to ameliorate the adverse economic effects occasioned by the pandemic. If Landmark is successful in obtaining relief under one or more such governmental programs, it intends to remit any overdue payments even more promptly. As this situation continues to evolve, Landmark will be monitoring all relevant developments and will keep you updated periodically. We expect to provide you with our first update in approximately 30 days.

Should you have any questions or otherwise wish to contact me in the meantime, I can be reached at (215) 866-0112. Thank you.

Very truly yours,

MITTS LAW, LLC



Maurice R. Mitts

MRM/aeg