

## EXHIBIT C

### Newspaper Articles

1. "Boyd to be renovated, reopened in 2006," *Philadelphia Inquirer*, January 6, 2005
2. "Sameric Fails In Suing the City," *Philadelphia Inquirer*, July 15, 1997
3. "Last Show for Film Palace? Not If This Group Can Help It," *Philadelphia Inquirer*, May 24, 1995
4. "The Sameric Theater shuts down," *Philadelphia Inquirer*, May 7, 2002
5. "Sameric backers try to have demolition permit revoked," *Philadelphia Daily News*, July 30, 2002
6. "Mayor calls for Sameric preservation," *Philadelphia Inquirer*, August 1, 2002
7. "Mayor vows to help the Sameric," *Philadelphia Daily News*, August 1, 2002
8. "Sameric/Boyd might be a dinner theater," *Philadelphia Daily News*, August 22, 2002
9. "Trocadero looks to partner with Sameric," *Philadelphia Daily News*, November 14, 2002
10. "Pennsylvania Ballet eyeing Sameric for classrooms, offices," *Philadelphia Daily News*, March 25, 2003
11. "Plan to restore Boyd confirmed," *Philadelphia Inquirer*, September 17, 2003
12. "Down, Boyd," *Philadelphia Daily News*, November 25, 2003
13. "Did 'Lion King' kill deal to save the Boyd?," *Philadelphia Daily News*, December 4, 2003
14. "Fading Spaces? Philadelphia's independent theaters wonder how they'll compete with the Boyd if it's run by entertainment giant Clear Channel," *Philadelphia Weekly*, March 9, 2004
15. "Boyd Theater developer envisions entertainment complex," *Philadelphia Inquirer*, September 10, 2008
16. "Boyd theater becomes victim," *Philadelphia Business Journal*, July 22, 2011

**EXHIBIT C**  
**Newspaper Articles**

1. "Boyd to be renovated, reopened in 2006," *Philadelphia Inquirer*, January 6, 2005

1/6/05 Phila. Inquirer D01  
2005 WLNR 22985752

Philadelphia Inquirer (PA)  
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January 6, 2005

Section: FEATURES MAGAZINE

Boyd to be renovated, reopened in 2006

Daniel Rubin INQUIRER STAFF WRITER

Clear Channel, the nation's largest entertainment company, announced plans yesterday to open a renovated Boyd Theatre in late 2006, transforming the once-grand Center City movie palace into a 2,400-seat hall for concerts, films, dance and traveling Broadway musicals.

The project is to cost nothing in state or local funds, Mayor Street said. Clear Channel will spend between \$30 million and \$35 million to restore the 1928 theater into a venue that hosts 240 performances a year.

Details for the restoration of the Boyd, which had been threatened with demolition, emerged at a news conference inside its crumbling art-deco lobby, which for the first time in years smelled of popcorn.

Clear Channel is buying the theater on Chestnut Street between 19th and 20th Streets from the Goldenberg Group of Blue Bell, its owner since 1998. Goldenberg will continue to own an 8,600-square-foot addition to the property, where three smaller theaters were built in 1980, and will consider putting restaurants and stores there, according to the group's development director, Leslie Smallwood.

The mayor praised Goldenberg for not demolishing the city's last remaining grand movie house. Developers said the project is expected to create hundreds of construction jobs and nearly 100 full-time positions and boost the revitalization of western Chestnut Street in Center City.

The Boyd will get a new stage. The original is only 10 feet deep. "We'll take the whole building down from the proscenium and build a stage house and technical support facility," said David Anderson, president of Clear Channel's theatrical division.

The project will also increase competition for entertainment dollars in Philadelphia.

"All of us who do concerts, Broadway and dance will have to look and see what the impact will be on our venues," said Kimmel Center president Janice C. Price. "How do we adjust our operating model if necessary to make sure [the new

venue] doesn't have a negative financial impact on us? What other activities can we do in the Academy of Music and the Kimmel Center to make up for any measurable negative impact?"

Price said that talks with colleagues in Baltimore, Cleveland and Boston suggest Clear Channel's arrival "has been a bad thing for my counterparts."

"We have to look at other examples and try to learn from them and figure out what to do about it."

Peter B. Lane, president of the Mann Center for the Performing Arts, said, "We have to take a wait-and-see attitude to see what their programming is - and react to it, because they are a big, big player."

Anderson, who is based in New York, said he expected the Boyd's renaissance to boost the local entertainment business, not threaten it. "Philadelphia is underserved by theaters," he said.

The company has been restoring grand theaters around the country, most recently the Hippodrome in Baltimore and the Boston Opera House. Clear Channel runs 16 classic theaters nationally. More than half the Baltimore project's \$68 million cost came from the state.

Clear Channel and Goldenberg had unsuccessfully sought state and local funding for the Boyd. Anderson said Clear Channel decided to invest in Philadelphia regardless because of its vibrant entertainment life and the rising value of Center City property.

The company will apply for federal rehabilitation tax credits, Anderson said.

The announcement brought relief to Howard B. Haas, head of the Friends of the Boyd. The grassroots group, which has fought to spare the beloved but derelict building from demolition, will continue to raise funds to restore pieces of the theater, such as its chandelier.

Anthony Masapollo sounded elated, too. He is general manager of Le Castagne, an Italian restaurant that opened in 2001 on the forlorn 1900 block of Chestnut Street.

"It'll be fabulous for business," Masapollo said. "It's been a long three years, but it's worth it because of all the development."

Inquirer music critic Peter Dobrin contributed to this report. Staff writer Daniel Rubin can be reached at 215-854-5958 or [dan.rubin@phillynews.com](mailto:dan.rubin@phillynews.com). Images of the Boyd plans can be seen online at [www.philly.com/mld/philly/news/10573440.htm](http://www.philly.com/mld/philly/news/10573440.htm).

CLEARING THE RECORD, PUBLISHED JANUARY 8, 2005, FOLLOWS: An article in Thursday's Inquirer about the renovation of the Boyd Theatre stated that Clear Channel Entertainment was the country's largest entertainment corporation. Time + Warner Inc. is. Clear Channel Entertainment is the largest live-entertainment organization.

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**Newspaper Articles**

2. "Sameric Fails In Suing the City," *Philadelphia Inquirer*, July 15, 1997

7/15/97 Phila. Inquirer B02  
1997 WLNR 2438090

Philadelphia Inquirer (PA)  
Copyright Philadelphia Newspapers Inc. 1997

July 15, 1997

Section: CITY & REGION

**SAMERIC FAILS IN SUING THE CITY IT SAID THAT DESIGNATION OF A THEATER AS HISTORICAL  
HAD HURT ITS VALUE. THE SUIT WAS DISMISSED.**

Joseph A. Slobodzian, INQUIRER STAFF WRITER

A federal judge yesterday dismissed a suit against the city by Sameric Corp. of Delaware Inc. that sought damages for the purported loss in market value of the old Boyd Theater after it was designated a historical structure.

In granting judgment to the city and dismissing the suit, U.S. District Judge Robert F. Kelly wrote that Sameric Corp. had failed to prove that officials of the city's Historical Commission knew their rationale was legally improper when they gave historical status to the old art deco theater in 1987.

Barring such evidence, Kelly wrote in a 20-page opinion, the city officials were entitled to protection under the law giving officials immunity from suit for legal official acts.

David S. Lubin, a lawyer for Sameric Corp., said he and other lawyers would have to review the opinion before deciding whether to appeal.

Diane Siegel Danoff, a lawyer for the city and the Historical Commission, said she could not comment until after reviewing the opinion with city officials.

Sameric's 1995 lawsuit was unusual in that when it was filed, Sameric had not owned the theater for seven years. Instead, Sameric's suit focused on damages over lost property value for the 1928 theater at 1908-1918 Chestnut St. that it said resulted from the historic designation.

Sameric sold the theater to United Artists in 1988 in the midst of its state court battle over the historic labeling, and the Historical Commission's subsequent refusal to grant Sameric a demolition permit for the building.

Yesterday's ruling is just the latest chapter in a legal battle that is now entering its second decade.

From 1987 until 1993, the Historical Commission's historical designation for the old theater was vacated, then reinstated by the city Common Pleas Court, and then appealed by United Artists to the Pennsylvania Supreme Court.

In 1991, the state's high court invalidated not only the theater's historical designation but the city's entire historic-preservation law.

The city asked the Supreme Court to reconsider its ruling, and in November 1993, the court reversed itself and ruled that the preservation law did not constitute an improper taking of property by the government without compensation.

But its ruling did not guarantee the future of the theater. The Supreme Court struck down the theater's historical designation, saying that the city had the right to so designate a building based only upon its exterior - not the interior, which Sameric argued was the prime basis for the designation.

Although United Artists said it was close to selling the theater - now known as the United Artists Sameric - in 1995 for conversion to retail stores, the conversion never happened and the structure continues to operate as a four-cinema multiplex theater.

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**Newspaper Articles**

3. "Last Show for Film Palace? Not If This Group Can Help It," *Philadelphia Inquirer*, May 24, 1995

5/24/95 Phila. Inquirer B02  
1995 WLNR 2182888

Philadelphia Inquirer (PA)  
Copyright Philadelphia Newspapers Inc. 1995

May 24, 1995

Section: CITY & REGION

LAST SHOW FOR FILM PALACE? NOT IF THIS GROUP CAN HELP IT A BUSINESS AND GOVERNMENT GROUP IS TRYING TO SAVE THE OLD BOYD THEATER. OTHERWISE, IT WILL BECOME STORES.

Carrie Rickey, INQUIRER MOVIE CRITIC

Early this month, when she learned that the United Artists Sameric 4 might be converted to a retail site, Sharon Pinkenson got steamed.

Then she got on the phone. Pinkenson, director of the Greater Philadelphia Film Office, called Barbara Kaplan, executive director of the city Planning Commission. She called Jeremy Alvarez, executive director of the Central Philadelphia Development Corp. She called Jim Beley, general manager of the Ritz-Carlton Hotel and president of the Chestnut Street Business Alliance. She asked each to imagine Philadelphia without its last surviving historic movie theater.

Without the four-plex at 1908 Chestnut St. - home of the 67-year-old art deco Boyd Theater - Philadelphia would be the only major U.S. city without a film palace, said Pinkenson. Without the Boyd, which hosted the premiere of Philadelphia, the nation's fourth-largest metropolitan area would lack an appropriately gilded venue in which to debut movies filmed here. And without the Boyd, where would the fast-growing Philadelphia Festival of World Cinema have its opening night?

And so was born Pinkenson's brainchild: the Committee to Save the Boyd.

UA has signed a deal with Philadelphia real-estate developers Neil Rodin and Ralph Heller that could close the theater as early as September. Rodin and Heller, who did not return calls yesterday, have said that they plan to convert the property into one or more stores. A UA spokesman said that the corporation does not comment on deals in progress.

"It's essential to the character of life and commerce in Center City that we have movie theaters," Pinkenson said yesterday. Her committee is developing a strategy that would "present alternatives to United Artists, that would make them a partner in the process" of preserving the Boyd.

To achieve that goal, say sources in the real-estate community, Rodin and Heller would have to walk away from the deal.

Pinkenson imagines the Boyd, which forms the core of the Sameric, restored to its moderne splendor, its balcony reopened, its etched-glass reliefs polished, its murals glowing. She imagines the big house - which has a capacity of 2,350 - as a place for theater and music events, in addition to films. She imagines a coffeehouse where moviegoers could meet after a screening.

The challenge, as always, is money.

"The nonprofit arts community has too many mouths to feed already," said Alvarez, of the Central Philadelphia Development Corp. "I don't think another project that needs capital funding will be well-received by either the city or the foundation community.

"Maybe a new player can be brought to the table, someone who could use the tax credits from restoring the space," he said.

Kaplan, of the Planning Commission, is ready to deal. In return for restoring the Boyd, Kaplan said, her office might recommend that a developer be granted zoning variances on an adjacent site.

"Philadelphia is looking to build new performance venues, and here we already have a perfectly good facility with 2,000-plus seats," Kaplan said. "It offends me that we have a perfectly good asset that would take millions to duplicate elsewhere, and here we're in danger of losing it."

"The Avenue of the Arts is in the wrong place," said theater historian Irvin R. Glazer, whose book *The Philadelphia Orchestra: The Search for a Home*, will be published next month.

"As an idea, the Avenue is sensational," said Glazer. "But we can't put it together at the moment. As an interim measure, why not put these arts institutions who want performance spaces into the abandoned theaters on Chestnut Street? This can be done immediately, at a minimum cost."

As recently as five years ago, he recalled, the Chestnut Street area west of Broad was a bustling cinema row. Since then, the Duke and Duchess, the Eric Mark, Eric's Place, the AMC Palace and the Roxy Screening Rooms have fallen like dominoes. Last year, Sam's Place at 19th and Chestnut died and was reborn as a CVS. A December fire reduced the three-screen Eric Rittenhouse on Walnut Street to a pile of rubble.

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**Newspaper Articles**

4. "The Sameric Theater shuts down," *Philadelphia Inquirer*, May 7, 2002

5/7/02 Phila. Inquirer B01  
2002 WLNR 2864112

Philadelphia Inquirer (PA)  
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May 7, 2002

Section: SOUTH JERSEY

The Sameric Theater shuts down The decaying art-deco theater on Chestnut Street was the city's last great movie palace. Its future could include demolition.

Inga Saffron, INQUIRER ARCHITECTURE CRITIC

Philadelphia's last great movie palace, the Sameric Theater on Chestnut Street, has shut its doors, leaving Center City without a first-run screen for blockbuster films such as Spider-Man and raising concerns about the future of the art-deco masterpiece.

Sameric's operator, Regal Entertainment of Denver, ran the last picture show at the four-screen theater on Thursday, according to the building's owner. Regal Entertainment, the largest theater company in the country, acquired the Sameric's lease only two years ago when it bought out its bankrupt operator, United Artists.

Once a gem in the necklace of gilded movie palaces that lit up Chestnut Street, the 74-year-old Sameric had struggled for more than a decade to maintain its audiences and to fill its lavish 2,500-seat main theater. In the 1970s, the Sameric added two small theaters in an effort to stay competitive. It was among the first big theaters in the region to become a multiplex.

Now the survival of the exuberant art-deco building on the 1900 block of Chestnut Street is in doubt. Its owner, the Goldenberg Group of Blue Bell, is waiting for Philadelphia officials to respond to a request for a demolition permit.

The company filed for the permit last month, the same day that the Philadelphia Historical Commission declined to certify the building as historic. Such a certificate would have made it harder for Goldenberg to demolish the Sameric.

The company's development director, Leslie Smallwood, said that Goldenberg still hoped to preserve the building and was looking for a new tenant, possibly another movie operator.

"Our objective is to try to come up with a reuse of the building that will benefit the city," Smallwood said. But she cautioned that "developers always have to keep their options open." If Goldenberg fails to find a new tenant, she said, the company will sell or demolish the theater.

Before a new tenant can occupy the theater, there would have to be substantial repairs, Smallwood said. Although some of the biggest-grossing movies of the decade played at the Sameric, little money was spent on maintaining the theater. The upper balcony has been closed for years. Smallwood suggested that the city should consider helping to finance a restoration.

Howard Haas, a Center City lawyer, said he was heartbroken to discover that the Sameric had closed. After getting no answer last weekend from the theater's telephone hotline, he became alarmed and walked over to see what was wrong. He found a note there explaining the closure. "I love the place," Haas said. "My greatest fear is that they are going to demolish it. There would be no other reason to apply for a demolition permit."

When it opened in 1928 as the Boyd Theater, the building was considered the most modern movie house in Philadelphia. It was created in 1928 by the firm of Hoffman & Henon, which designed several Philadelphia movie palaces. Among the Boyd's many art-deco details was a stylized mural depicting the history of women.

After Center City's great theaters began to shut their doors in the 1970s, preservationists decided to take steps to protect the Sameric. The Historical Commission agreed in 1987 to certify the building, only to have the historic designation overturned by the courts because the commission based the certification largely on the quality of the Sameric's interiors. Under Philadelphia's preservation laws, interiors cannot be the basis for historic designation.

When preservationists reapplied for certification this year, they emphasized the Sameric's jazzy facade. But the Historical Commission ruled that the facade itself did not merit the designation.

The Sameric was showing *The Scorpion King*, *Changing Lanes*, *Panic Room* and *Life or Something Like It* when it closed. The handful of theaters in Center City mostly show art movies and foreign films.

The Regal Entertainment group continues to operate United Artists theaters on Columbus Boulevard and in Manayunk. Last week, Regal, which is owned by the financier Philip Anschutz, went to Wall Street to seek \$300 million to reinvigorate the movie company.

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**Newspaper Articles**

5. "Sameric backers try to have demolition permit revoked," *Philadelphia Daily News*, July 30, 2002

7/30/02 Phila. Daily News 22  
2002 WLNR 2000534

Philadelphia Daily News (PA)  
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July 30, 2002

Section: LOCAL

Sameric backers try to have demolition permit revoked

DAN GROSS grossd @phillynews.com

The Goldenberg Group, which owns the Sameric Theater, at 19th and Chestnut streets, has said it wants to preserve the landmark building as an entertainment venue.

But, at the same time, it is hanging onto a city permit that would allow it to demolish the building.

This has preservationists upset, and they will go before the Department of Licenses and Inspections Board of Review next Tuesday to appeal the permit.

Stacie Hampton, a local graphic designer, filed an appeal of the issuance of the demolition permit that stated, among other arguments, that "demolition, unlike other renovations, is irreversible."

The hearing will begin at 1:15 p.m. Tuesday in the Municipal Services Building, 15th and Arch streets.

The Blue Bell-based developing firm obtained the demolition permit on June 14 for \$3,700.

The hearing comes after the theater, built as the Boyd in 1928 and Center City's last remaining movie palace, was named by Preservation Pennsylvania one of the state's 10 most endangered historical properties.

"We think the Goldenberg Group should throw away the demolition permit," says attorney Howard B. Haas, chairman of the Committee to Save the Sameric/Boyd.

Haas and other committee members will testify about the historical and social importance of the theater. Haas' group will demonstrate outside the building, and Haas will provide a petition with over 3,000 signatures.

Anyone interested in joining the demonstration may contact Haas' committee at 215- 731-0921, or by visiting the Web site, [www.savethesameric.org](http://www.savethesameric.org).

Contributions are also being accepted payable to the Preservation Alliance c/o John Gallery 1616 Walnut St., Suite 2110, Philadelphia, 19103. Mark "Save the Sameric Fund" in the memo field of checks or money orders. \*

**SAVE THE SAMERIC**

**CORRECTION: CORRECTION, PUBLISHED JULY 31, 2002, FOLLOWS: \_** A story yesterday about the hearing on the appeal of the demolition permit for the Sameric Theater gave the wrong address. The correct address is 1515 Arch St., 18th Floor.

**EXHIBIT C**

**Newspaper Articles**

6. "Mayor calls for Sameric preservation," *Philadelphia Inquirer*, August 1, 2002

8/1/02 Phila. Inquirer B01  
2002 WLNR 2883775

Philadelphia Inquirer (PA)  
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August 1, 2002

Section: PHILADELPHIA

Mayor calls for Sameric preservation On a tour of the theater, Street told the owner that he would support public subsidies to save the building.

Inga Saffron INQUIRER ARCHITECTURE CRITIC

Mayor Street spent yesterday afternoon at the movies, touring the shuttered Sameric theater with the developer who has threatened to demolish it and floating ideas about how to save one of Philadelphia's remaining film palaces.

Street, who said he last visited the Chestnut Street theater to see *The Muppets Take Manhattan*, offered no immediate solutions for reopening the art deco theater, but he told owner Kenneth Goldenberg that he would support public subsidies to make preservation possible.

Talking to reporters in the theater's ornate, 2,300-seat auditorium, Street said he planned the hour-long visit because he wanted to help save the building. Should Goldenberg go ahead with demolition, Street said, in 20 years "we'll look back and say it was an opportunity that was lost." At the same time, he conceded that the cost of renovating could be prohibitive.

The mayor's visit came just days before a city review board is scheduled to consider a citizen request to overturn the Sameric's demolition permit.

Goldenberg, who is among Street's largest campaign donors, received the permit in mid-June, shortly after the Philadelphia Historical Commission declared that the theater did not merit city protection. The appeal is scheduled for Tuesday at 1:15 p.m. at 1515 Arch St. The mayor said he would not intervene in the hearing.

Street was accompanied on the tour by James Cuorato, city commerce director and one of the Historical Commission members who voted against historic certification. They had to step around flakes of fallen plaster and piles of rubbish in order to examine the original art deco detailing. Despite the general shabbiness, the theater still retains almost all the decorative plasterwork, murals and railings designed by theater architects Hoffman & Henon in 1928.

Just last month, the theater was named one of the state's 10 most endangered historic buildings by Preservation Pennsylvania, a citizens group. Goldenberg said he would raze the theater only if he was unable to find a tenant.

Howard B. Haas, a lawyer who heads the Committee to Save the Sameric, said he was "absolutely thrilled" by the mayor's visit.

Yesterday's visit to the Sameric was not Street's first attempt to prevent a developer from tearing down a historic building. As a councilman, he helped to write the city's preservation law and successfully fought to save the Lit Bros. store on Market Street. Two years ago, the mayor stopped by the 1600 block of Sansom Street to ask the developer to delay demolition.

That block was razed the following month.

Contact Inga Saffron at 215-854-2213 or [isaffron@phillynews.com](mailto:isaffron@phillynews.com).

#### PHOTO

JONATHAN WILSON / Inquirer Staff Photographer

The ornate, art deco Sameric on Chestnut Street is one of Philadelphia's last movie palaces. Mayor Street toured the theater yesterday and said he wanted to help preserve the building. A demolition permit was approved in June.

**EXHIBIT C**

**Newspaper Articles**

7. "Mayor vows to help the Sameric," *Philadelphia Daily News*, August 1, 2002

8/1/02 Phila. Daily News 9  
2002 WLNR 2000805

Philadelphia Daily News (PA)  
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August 1, 2002

Section: LOCAL

Mayor vows to help the Sameric Says he'll seek funding to restore movie house

DAN GROSS grossd @phillynews.com

The historic Sameric Theater on Chestnut Street may have closed in May, but the theater opened its doors yesterday for Mayor Street.

Street toured the boarded-up former movie palace with its owner, Ken Goldenberg, and promised to reach out to state and U.S. senators and to gubernatorial candidate Ed Rendell in an effort to raise funding to preserve the dilapidated theater.

Goldenberg maintained his group's desire to turn the theater into a multi-entertainment venue, and Street suggested that a liquor license could go a long way toward making such a venture a success.

Howard B. Haas, chairman of the Committee to Save the Sameric/Boyd, agreed and told Street about the success of Boston's Wang Center, a restored movie palace that is now one of that city's premier cultural centers.

Street suggested that Haas meet with city Commerce Director Jim Cuorato to discuss that and other examples of restored properties finding new life as live-entertainment facilities.

Street promised the city would explore all avenues for restoration of Center City's last classic movie house, but said he would not get involved in Tuesday's appeal before the Department of Licenses & Inspections to revoke the demolition permit for the property.

The permit, obtained in June by the Blue Bell-based Goldenberg Group, which has donated more than \$100,000 to the mayor's campaign fund, expires Dec. 14, unless the developer submits a detailed report of its plans to seek an extension.

State Rep. Babette Josephs, whose Center City district includes the Sameric, asked the zoning board in a letter to revoke the demolition permit.

Many saw Street's visit to the Sameric as a sign of hope for the theater, built as the Boyd in 1928.

John Gallery, executive director of the Preservation Alliance for Greater Philadelphia, feels the mayor's tour indicates there is significant public interest behind restoration efforts.

"We all know it's likely that restoring this theater is going to take public or charitable moneys," said Gallery. "The mayor's support of such an idea is very important."

The Goldenberg Group was also pleased with Street's visit. Development director Leslie Smallwood is hopeful that "maybe through some public financing we can put the puzzle pieces together to make this work."

Cuorato, who sits on the Pennsylvania Historical and Museum Commission and who voted against classifying the theater a protected landmark, said that if there's a way the city can help in restoring and renovating the theater, it would.

"We can be creative in using the tools at our disposal," Cuorato said. "But at the same time, the building is privately owned. The owner is in business to make a profit."

#### PHOTO

DAVID MAIALETTI/Daily News\Mayor Street (right) exits the Sameric following a tour yesterday with Goldenberg's Leslie Smallwood and activist Howard Haas (center).

**EXHIBIT C**

**Newspaper Articles**

8. "Sameric/Boyd might be a dinner theater," *Philadelphia Daily News*, August 22, 2002

8/22/02 Phila. Daily News 12  
2002 WLNR 2000597

Philadelphia Daily News (PA)  
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August 22, 2002

Section: LOCAL

Sameric/Boyd might be a dinner theater

DAN GROSS grossd @phillynews.com

Will Hollywood blockbusters and popcorn be replaced by overcooked steak dinners and "Pippin"?

The Goldenberg Group is negotiating with two potential tenants to occupy the shuttered Sameric theater, according to Leslie Smallwood, development director for the Blue-Bell-based firm.

Smallwood declined to name the companies but said that either, if chosen, would fulfill the owner's desire to transform the Chestnut Street movie palace into a site that would include "live concerts, dinner theater, and rentals for catered events, weddings, and other corporate purposes."

Sounds great, but what about the people who want a movie theater? Smallwood said that "we would definitely incorporate film into the programming."

This news comes just as Center City attorney Howard B. Haas has begun to incorporate the non-profit Friends of the Boyd with the goal of acquiring the theater. In June, Haas formed the Committee to Save the Sam-eric/Boyd.

Smallwood said that the Goldenberg Group would entertain a proposal by Friends of the Boyd but that it planned to make a final decision by next month. Smallwood also said that was not Goldenberg's intent to sell the property, but rather to form a joint venture with one of the possible tenants.

Last month Mayor Street toured the Sameric, built as the Boyd in 1928, and said he would seek state and federal money to help save the theater. Now, this may not be necessary. Smallwood said she hopes rehabilitation of the theater will start by year's end.

This news should satisfy some protesters of the demolition permit obtained in June by the Goldenberg Group. Though it appears that a possible agreement will keep the building standing, some people are wary of the dinner theater plans or the possibility of a dance hall, as owner Ken Goldenberg has previously suggested.

During his visit, Street said a liquor license would be a great way to ensure added revenue, and it's an avenue the Goldenberg Group is considering.

"A liquor license is okay as part of a classy program," said Haas with mixed emotions. "But if you look at liquor as a huge profit, you're basically looking to souse up your patrons, which is not appropriate at 19th and Chestnut." \*

**EXHIBIT C**

**Newspaper Articles**

9. "Trocadero looks to partner with Sameric," *Philadelphia Daily News*,  
November 14, 2002

11/14/02 Phila. Daily News 11  
2002 WLNR 1995493

Philadelphia Daily News (PA)  
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November 14, 2002

Section: LOCAL

Trocadero looks to partner with Sameric

DAN GROSS grossd @phillynews.com

Could the operators of one legendary Philadelphia theater be looking to rescue another?

Ken Goldenberg, owner of the closed Sameric theater, yesterday confirmed that his group has met with Joanna Pang and Jon Hampton, owner and talent buyer of the Trocadero at 10th and Arch streets, to discuss a joint operation of the Sameric.

Built in 1870, the Trocadero is on the National Registry of Historic Places and is the oldest Victorian theater still in operation.

Formerly a vaudeville and burlesque house, the Troc has been a rock club since 1986, under Pang's control since 1996.

Hampton assures that this is not the type of programming he and Pang would offer at the Rittenhouse Square area movie palace, built as the Boyd in 1928.

"I would never imagine it would be," Hampton said. "It's a beautiful facility. It could be renovated into a premier arts facility for Center City. It would be Class-A type entertainment of a varied format."

Goldenberg has repeatedly said that his plans for the Sameric are to create a multi-purpose entertainment facility, which he hopes to do in a joint venture with another company. The decaying theater closed in May after years of declining attendance.

In addition to the Trocadero reps, Goldenberg said his group is also negotiating with three other candidates, and is not close to inking a deal with any of them. Goldenberg admits that there are millions of dollars of repair necessary before the facility could reopen.

Howard B. Haas, chairman of Friends of the Boyd, the group that has been working to preserve the theater, said he would be pleased if the Trocadero can offer "an actual first-class restoration and first-class program." He said his group wants "to stop the theater from being demolished."

As to his plans to renew the controversial demolition permit on the Sameric, which expires next month, Goldenberg said "I haven't thought about it. Right now we're preoccupied with how to make it a viable attractive facility." \*

**EXHIBIT C**

**Newspaper Articles**

10. "Pennsylvania Ballet eyeing Sameric for classrooms, offices," *Philadelphia Daily News*,  
March 25, 2003

3/25/03 Phila. Daily News 22  
2003 WLNR 14561408

Philadelphia Daily News (PA)  
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March 25, 2003

Section: LOCAL

Pennsylvania Ballet eyeing Sameric for classrooms, offices

DAN GROSS grossd @phillynews.com

Is the Pennsylvania Ballet planning to pirouette its way into the shuttered Sameric theater to provide a training ground for future stars?

Leslie Smallwood, development director for the theater's owner, the Goldenberg Group, said yesterday that it has met with a broker for the Pennsylvania Ballet, which is interested in "space for offices and for classrooms."

"My discussions with them have been less for a performance space and more on needing space for the school," Smallwood said.

When reached for comment yesterday, ballet spokesperson Denise Venuti said "we're not in a position to purchase the Sameric at this time" but added "no comment" when asked if the ballet had any plans to occupy the legendary movie palace, in any capacity.

The Ballet is contractually bound to perform at the Academy of Music through June 2006.

The ballet does not operate a dance school, but was formerly affiliated with The Rock School for Dance Education, on Broad Street near Washington in South Philadelphia.

"They're a dance school that used to be our school, but they're a separate organization. We do not have our own school," Venuti said.

Closed last May, the Sameric was built as the Boyd in 1928. The Goldenberg Group has said that it plans to turn the theater into a live entertainment facility, but has yet to announce a plan. It still holds a demolition permit on the property on Chestnut Street near 19th.

Estimating theater repair costs at over \$5 million, the Goldenberg Group is working on replacing two of five roofs on the building, which Smallwood hopes will make people "realize that our ultimate goal is to maintain the building and not to demolish."

**EXHIBIT C**

**Newspaper Articles**

11. "Plan to restore Boyd confirmed," *Philadelphia Inquirer*, September 17, 2003

9/17/03 Phila. Inquirer D03  
2003 WLNR 14788095

Philadelphia Inquirer (PA)  
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September 17, 2003

Section: BUSINESS

Plan to restore Boyd confirmed  
The theater would stage Broadway-size shows after a renovation that could cost \$25 million.

Daniel Rubin INQUIRER STAFF WRITER

The Boyd Theatre, the last of Philadelphia's grand movie and vaudeville palaces, could return to its theatrical roots under a plan that would stage Broadway-size productions within its art deco splendor.

City Commerce Director James J. Cuorato confirmed yesterday that the theater at Chestnut and 19th Streets - built in 1928, known since 1971 as the Sameric, and threatened last summer with demolition - would be restored by the Goldenberg Group, which owns the building, and Clear Channel Entertainment at an estimated cost of \$25 million.

The proposal faces formidable hurdles. The development would need \$12.5 million in public financing, most to come from the state. It requires the purchase of two adjoining properties from separate owners to enable construction of a larger stage as well as parking facilities and loading docks.

"This is not a done deal by any stretch," Cuorato said.

But the involvement of Clear Channel, the world's largest live-entertainment promoter, brings wings to the hopes of Howard B. Haas, a Center City lawyer and film buff who is chairman of the Friends of the Boyd, a group founded a year ago dedicated to saving the 2,350-seat theater.

Clear Channel, which would contribute \$11 million, has earned a good reputation in preservation circles for restoration of theaters in Boston, Baltimore and St. Louis, Haas said.

"Clear Channel does operate major theaters worldwide and has a first-rate program of Broadway-style musicals," he said. "That would seem to be an excellent fit for the Boyd Theatre."

Clear Channel's theatrical subsidiary plans to bring Broadway-style shows to the theater, Cuorato said. The organization now manages the 1,842-seat Merriam Theatre on Broad Street. David Anderson, the New York-based Clear Channel theatrical official involved in the plan, did not return phone calls yesterday.

Leslie Smallwood, development director for the Goldenberg Group in Blue Bell, said the ornate main auditorium of the Boyd would be expanded under the plan. Three smaller screening rooms, built in the 1980s when the Sameric was operated by United Artists, would be razed, making way for stores or restaurants.

Smallwood also cautioned that the rebirth of the Boyd faced obstacles. Goldenberg must still buy the two pieces of land; today, Smallwood is scheduled to sit down with the owner of a parking lot needed for the renovation to work.

If nothing interferes, Smallwood said, work could be completed by the fall of 2005.

Contact staff writer Daniel Rubin at 215-854-5958 or [drubin@phillynews.com](mailto:drubin@phillynews.com).

**EXHIBIT C**

**Newspaper Articles**

12. "Down, Boyd," *Philadelphia Daily News*, November 25, 2003

11/25/03 Phila. Daily News 15  
2003 WLNR 14569383

Philadelphia Daily News (PA)  
Copyright 2003 Philadelphia Daily News

November 25, 2003

Section: EDITORIAL OPINION

### DOWN, BOYD

AS OF today, the \$6.4 million tax break for the Boyd Theater requested by Mayor Street's campaign contributor Kenneth Goldenberg is probably dead in the water, since the School Reform Commission, which is required to act on it when Council hearings resume tomorrow, hasn't even scheduled a meeting.

All we can say, is "Good."

And not because we're opposed to all tax increment financing (TIFs), which Goldenberg and his partner, Clear Channel Entertainment, are requesting. In fact, of the nine active TIF projects in the city, the city isn't losing a dime on any of them.

And not just because a hefty contributor got a favorable tax break weeks after the election. And not just because of the massive hole in the city, at 8th and Market, that we have developer Goldenberg to thank for. And not just because it's hard to see the need for a Broadway scale venue, especially if a recent Penn's Landing proposal for a similar theatre moves forward.

Our beef is the lack of time and serious analysis City Council was able to devote to measuring the value of such a complex deal. In the end, this isn't just about saving a theater, but creating Center City's next phase of growth. Rushing that process would be a crime.

**EXHIBIT C**

**Newspaper Articles**

13. "Did 'Lion King' kill deal to save the Boyd?", *Philadelphia Daily News*,  
December 4, 2003

12/4/03 Phila. Daily News 10  
2003 WLNR 14573140

Philadelphia Daily News (PA)  
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December 4, 2003

Section: LOCAL

Did 'Lion King' kill deal to save the Boyd?

MARK McDONALD mcdonam @phillynews.com

Could a singing feline be at the root of the Street administration's recent failure to gain City Council approval for a deal to save the Boyd Theater?

If the cat in question is "The Lion King," the answer appears to be yes.

Street officials tried to push the deal through in the waning days of City Council, chiefly to meet the schedules of the developer and operator who want the show in the renovated art deco palace on Chestnut Street.

At best, Mayor Street's plan to save the Boyd was going to be a hard slog. Developer Ken Goldenberg had given the mayor more than \$500,000 in campaign contributions over the years and now he wanted a \$5 million subsidy, in the form of tax increment financing.

The city controller was blasting the deal as too much subsidy for too few permanent jobs, 60.

And the arts community was complaining that a new 2,400-seat venue, to be operated by Clear Channel Entertainment, the multi-billion conglomerate, could damage the rest of the city's arts community.

So why, in the face of all that did the Street administration try to ram this deal through in the waning days of its first term?

Why not carefully build your case, cobble together the political coalition and in February come before a more pro-Street City Council, thanks to the arrival of two new members?

The answer appears to be Walt Disney's "The Lion King," the Broadway equivalent of a magical money-printing machine.

Clear Channel and its local developer/partner Goldenberg want the show as the inaugural act for the renovated Boyd. Lauren Reid, a Clear Channel vice president, wouldn't confirm that, though the company does present "The Lion King" in other cities.

But City Councilman Darrell Clarke, in whose district the theater is located, said the show was specifically mentioned in meetings he attended.

And Commerce Director James Cuorato said "The Lion King" was "the marquee attraction" that the developers were aiming for.

Both Clarke and Cuorato were upset when some in the arts community started sniping that Clear Channel at the Boyd could hurt them.

Cuorato said yesterday, "There's no reason we can't grow the market. We need to get away from the idea that any new project is competition and therefore needs to be opposed."

Unless of course, you are the Kimmel Center for the Performing Arts. In January, Kimmel officials were saying they wanted "The Lion King" for their 2,900-seat Academy of Music, which had undergone substantial renovation to handle such large productions.

Janice Price, Kimmel Center president, yesterday declined comment on whether Kimmel is now negotiating with Disney, though she noted her top staff have a long history of business relationships with Disney and Kimmel recently presented "Beauty and the Beast."

But one Kimmel official flatly noted, "It's no secret that we are negotiating with Disney for 'The Lion King.' "

This was news to Cuorato. "I wasn't aware that the Kimmel was in competition for "The Lion King." It never surfaced in any of our talks with them about their objections to the project," he said.

With the School Reform Commission, which would also have to approve the tax break, not taking up the tax financing proposal and Council balking, the deal is dead until next year, Cuorato said. But he fully plans to push a new bill before a new Council.

But even if the city and school system approve the tax subsidy program for between \$5 million and \$6.4 million, Clear Channel puts up \$11 million and Goldenberg almost \$5 million, there's still a gaping \$11 million to \$12.5 million hole.

That's where Gov. Rendell and the state Legislature figure in this plan. Though Rendell's spokeswoman, Kate Phillips, said the governor is aware of a formal proposal, the state capital budget is totally up in the air, she said.

An administration source, however, had this to say: "This project doesn't look very good because there's so little private funding in it. It's probably not going anywhere."

And finally, on the board at the Kimmel Center for the Performing Arts is Rendell's wife, Midge.

Her board colleague, Dan Whelan, who also sits on the School Reform Commission, said he raised questions about the Boyd project's impact on other entertainment venues when the deal was presented to him.

He says the Street administration's end-of-term push was a "hasty action" and that he wants to see a serious analysis of the project's impact before it goes forward.

**EXHIBIT C**

**Newspaper Articles**

14. "Fading Spaces? Philadelphia's independent theaters wonder how they'll compete with the Boyd if it's run by entertainment giant Clear Channel," *Philadelphia Weekly*, March 9, 2004

3/9/04 Phila. Wkly. 29  
2004 WLNR 15134510

Philadelphia Weekly  
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March 9, 2004

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Fading Spaces? Philadelphia's independent theaters wonder how they'll compete with the Boyd if it's run by entertainment giant Clear Channel.

Anonymous

Restoring the historic Boyd Theater at 19th and Chestnut streets to its original grandeur has long been a goal of preservationists and members of the Philadelphia cultural community--but a few major venues fear it could mean the final curtain call for their own shows.

These theaters--in particular, the Forrest Theatre, Merriam Theater and the Academy of Music--are especially wary because the Boyd will be operated by Clear Channel Entertainment. The theater owners contend Clear Channel has used "master booking agreements" to devastate Broadway presenters in other cities. This means Clear Channel woos producers to all the venues it operates across the country using its cross-media synergy, including advertising on more than 1,200 radio stations and 770,000 billboards.

The Goldenberg Group owns the Boyd, and CEO Ken Goldenberg estimates it will cost \$33.1 million to restore the theater. He plans to partner with Clear Channel to present traveling Broadway hits but insists he can't do it without city tax breaks to offset the investment. Ken Goldenberg has contributed more than \$500,000 to Mayor Street's campaign coffers. If he gets the requested tax breaks, worth as much as \$6.4 million, critics contend it will amount to political favoritism.

"If Goldenberg can't present a solid business plan, let's call it what it is: pay for play," says Bernard Havard, producing artistic director for the Walnut Street Theatre.

The 1,800-seat Forrest and Merriam theaters and the 2,000-seat Academy of Music already host traveling Broadway shows. These organizations question whether the market can support a fourth venue, says Peggy Amsterdam, president of the Greater Philadelphia Cultural Alliance.

"The impact of the renovation is unclear," she says. "Will the other three theaters go dark?"

Amsterdam stresses she "definitely" wants to see the Boyd restored, but she's "torn up" about what it could mean for

the future of these Alliance members given that Clear Channel invests in Broadway productions, ensuring that the most popular shows are booked in the theaters owned by the company.

"Some of the stories about how the company directly competes with existing Broadway presenting venues have us concerned," Amsterdam says.

Clear Channel Entertainment is the world's largest producer and promoter of live entertainment and owns, leases or exclusively books 135 venues in North and South America and Europe--an acquisition spree that's cost nearly \$2 billion.

Mark Schweppe, general manager of the Forrest Theatre, says the inventory of decent Broadway shows is much too limited for four Philadelphia theaters to succeed as presenters.

"The consequences of this are dire. We can't compete," Schweppe says. "By nature of the beast, Clear Channel has a stranglehold over show bookings."

Schweppe also refutes the Goldenberg Group's argument that Philadelphia lacks a venue for long-running Broadway shows.

"We've done Phantom of the Opera for 26 weeks, Miss Saigon for 18 weeks and Mamma Mia! for 12 weeks," Schweppe says. "We're really going to be affected if Clear Channel starts operating the Boyd."

The Forrest is dark much of the time already, Amsterdam adds. "If the Forrest is booked 26 weeks out of the year with 85 percent of the house sold, it's considered a good year."

Janice Price, president of the Kimmel Center--which operates the Academy of Music--declined comment. But during a City Council hearing in November, Price testified, "There are simply not enough touring Broadway shows ... to fill all of these theaters." She also said the theater community doubts enough audience demand exists.

Local theaters in other cities certainly haven't erupted into applause when Clear Channel took center stage in their markets.

Ticket sales for Broadway shows at the Weidner Center in Green Bay, Wisc., plummeted after Clear Channel helped build a performance space, the Fox Cities Performing Arts Center, 30 miles away in Appleton.

When Appleton decided to build an arts center, consultants urged the city to avoid duplicating the Weidner Center model, says the Weidner's executive director David Fleming. "But Clear Channel swooped in and promised to help pay for a building that would host a Broadway series--a series they assumed would attract a lot of attention and wipe us out," he says.

True to its word, Clear Channel helped open the Fox Cities Performing Arts Center in November 2002 with a

blockbuster Broadway series.

"And we quickly discovered that because Clear Channel owns a piece of so many shows, it can sway producers to perform at Clear Channel venues," Fleming says, adding that Broadway show attendance at the Weidner fell from more than 90 percent capacity to about 60 percent.

A significant problem is that Clear Channel "cherry-picks the best titles," Fleming says, leaving its competitors with the crumbs. This season, for instance, the Appleton theater is presenting both *The Producers* and *Hairspray*, first-run shows that audiences haven't yet seen.

Boston's Wang Center for the Performing Arts has struggled since Clear Channel entered into long-term leases with the nearby Wilbur Theatre and Colonial Theatre. Clear Channel will also operate Boston's Opera House, a venue similar to the Boyd that had fallen into disrepair and is now undergoing a major renovation. The Opera House will reopen in July with a run of *The Lion King*--which the Wang desperately attempted to attract.

Some people in the theater community would like to see a renovated Boyd host film festivals or a local dance company instead. They've also suggested transforming the Boyd into a rehearsal or storage space for community theaters.

"There are all sorts of possibilities," says James Haskins, executive director of the Theatre Alliance of Greater Philadelphia. But the Boyd's owner and developer disagrees.

"We've exhaustively studied other viable options for the past three years," says Greg Reeves, spokesperson for the Goldenberg Group. "We're interested in the community's needs, but nothing else would allow the venue to sustain itself."

And preservationists do stress it would be shameful to use the Boyd as anything but a live performance venue. The Academy of Music wins the prize for most spectacular space in Philadelphia, but the Boyd, if renovated, would be a shoo-in for runner-up, says John Gallery, executive director for the Preservation Alliance for Greater Philadelphia.

"This is the last of the great movie theaters, and you don't use it for storage space," Gallery says.

The Preservation Alliance hired an economic consultant to study the Boyd last fall, but canceled the contract when the Goldenberg Group commissioned similar research.

"The preliminary findings suggest there is lots of Broadway product out there, and lots of demand for it," Gallery says. "It seems to us that Philadelphia can support another venue without cutting into the profits of existing theaters."

As soon as the Goldenberg Group obtains the results of a second market study--possibly within the next few weeks--the developer plans to submit a new plan to Councilman Darrell Clarke. He can then reintroduce legislation that would create tax increment financing (TIF) for the Boyd.

TIFs are based on a complex formula, but the value for Goldenberg is likely to be between \$5 million and \$6.4 million. Reeves says the Goldenberg Group has not yet sought any money from the state, but that \$11.1 million is the maximum it can request. They plan to ask for "significantly" less.

Clarke is convinced there's "opportunity for growth" in the cultural sector, and doubts that existing theaters are capable of hosting long-running Broadway hits. "Timing is not the only problem," he says, stressing that venues may not be set up to handle elaborate sets and lighting.

Philadelphia's venerable theaters question why Clarke believes the Goldenberg Group deserves a TIF while they struggle to pay property taxes. "Frankly, I don't know of any other theater seeking a TIF," Clarke says. "Anyway, there has to be a tax incentive on the table for this project to work."

Indeed, the Philadelphia School District would lose out on tax revenue that would have been generated by the Boyd Theater. But the School Reform Commission--which must approve the TIF--may vote in favor of it simply "to stay in good graces with the mayor," a City Council source says.

But City Controller Jonathan Sidel is critical of creating a TIF in the heart of Center City, particularly for a project that may lead to only 60 permanent jobs.

"The reason TIFs were created has nothing to do with historic preservation. The point is to stimulate development in a depressed area," Sidel says. "If Goldenberg demolishes the Boyd, he'll build something in its place. He doesn't need a government incentive."

Article copyright Philadelphia Weekly.

Photograph (Boyd oh Boyd: if restored to its original grandeur, the Chestnut Street theater would be one of the most spectacular spaces in Philly.)

**EXHIBIT C**

**Newspaper Articles**

15. "Boyd Theater developer envisions entertainment complex," *Philadelphia Inquirer*,  
September 10, 2008

9/10/08 Phila. Inquirer C01  
2008 WLNR 17159992

Philadelphia Inquirer (PA)  
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September 10, 2008

Section: BUSINESS

### Boyd Theater developer envisions entertainment complex

Jane M. Von Bergen

Everything developer Harold "Hal" Wheeler knows about business, he learned at the bar.

That would be his bar, the one Wheeler, now 52, opened at age 20 in the then dicey/funky neighborhood of Adams Morgan in Washington.

First lesson: Don't drink the "Golden Goose" - a Wheeler concoction mixing rum, vodka and cognac, and let's say no more about that.

Wheeler says he hasn't had a Golden Goose in decades and who is to doubt him - even though his latest proposed project, preserving the Boyd Theater, has been enough to drive a parade of developers to drink.

With the Boyd project, Wheeler and his company are once again in the news - this time as the savior and protector of the historical landmark, the now-shuttered 2,350-seat art deco mecca on Chestnut Street.

"You fall in love with a piece of real estate," Wheeler said. "I love art deco. To me, it's a great era, and it's coming back."

He envisions a \$95 million project that includes a hotel and entertainment complex, incorporating a nearby lot that runs along 20th Street and backs up to Sansom Street. Live Nation Inc., a partner, would run the theater, and another company, Kimpton Hotel & Restaurant Group Inc., a San Francisco operator of boutique hotels, would lend its Monaco brand to the 250-room hotel.

"We're in the feasibility stage now," Wheeler said. "Then there's the public-funding component. And then in 90 to 120 days, we'll be able to buy the property."

Wheeler and his brother joined forces in 2003 with the northern New Jersey development firm ARC Properties Inc. to

create the joint-venture ARCWheeler focusing on urban projects.

Last time Wheeler made headlines, his critics did not see him as a preserver or protector. Instead, they lambasted Wheeler for demolishing most of the old Rittenhouse Club on Rittenhouse Square, although the facade remains. They also protested the demolition of four modest structures on nearby 18th Street, including the home of old Rindelaub's Bakery, filing suits to stop the project.

The fight, which began in the 1990s, got nasty, and at one point, Wheeler's company turned around and sued the critics - a lawsuit that ultimately settled out of court as the critics fell silent.

Meanwhile, the project, Ten Rittenhouse Square, a \$250 million mixed retail and residential 33-story tower is nearing completion.

Wheeler said he was able to turn his attention to Boyd partly to maintain some influence over what happens in the neighborhood.

"It's in our backyard," he said. "Sometimes the stars get aligned. We had a conversation two or three years ago about this, but we feel that it is a much better time now."

Wheeler said the struggle over Ten Rittenhouse made him more sensitive to the value of architectural history. "Sometimes it is more important to preserve an [historical] asset than it is to make money," he said.

"We probably have a much greater sensitivity toward preservation today than we did back then."

When Wheeler talks, he always uses the word "we" - but in his case, it is not the usual royal "we," but instead the way he talks about his brothers, especially his brother, William - his longtime business partner.

The Wheelers, who grew up on the Main Line, had a sad start in business. Their father died while they were still in college, leaving brothers Harold, William and Samuel \$10,000 each.

They pooled their money and bought a bar. At 20, Harold was the senior partner, by dint of being the oldest.

"It was over-leveraged," Wheeler said. "I wouldn't do that again."

Besides juggling their school work, "we did everything. We cooked, we waited on tables. I learned the do's and don'ts of being in business.

"You have to focus. You can't be all things to everybody," he said.

The bar looked successful, he said, but by the time they sold it seven years later, they had not made any money, just

enough to live on, and then only barely. What they did make, though, were contacts among their patrons.

One of them, he said, was a drugstore company owner looking for locations who offered to help set them up if they found a good location.

It was pure luck, Wheeler said, that the day before they contacted the owners of a parking lot in Washington - an excellent spot for a drugstore - the owners, which happened to be the family of the archbishop of New Orleans, decided to sell.

From there, the brothers specialized in strip shopping centers and retail properties in places such as City Avenue, Chestnut Hill and Roxborough.

But with the projects in Center City, and in the Inner Harbor in Baltimore, they have gone upscale. In Baltimore, Wheeler's company is working on a \$55 million project to transform the Beaux Art-style former headquarters of the Baltimore and Ohio Railroad into a boutique hotel, with shops.

"When you do real estate, you have to balance your portfolio," Wheeler said.

Even though they never shared a bedroom as children, these days Wheeler and his brother William sit back to back in a shared office in Center City. Wheeler looks out toward the Boyd; William Wheeler's got a view of Ten Rittenhouse.

Do they ever argue?

All the time, Wheeler said.

"The last argument was about keeping his dog out of the pool," Wheeler said. "Bill's dog - he always visits with the dog. I like the dog, Eddie, but I don't want him in the pool. He sheds."

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**EXHIBIT C**

**Newspaper Articles**

16. "Boyd theater becomes victim," *Philadelphia Business Journal*, July 22, 2011

7/22/11 Philadelphia Bus. J. (Pg. Unavail. Online)  
2011 WLNR 14583755  
Loaded Date: 07/22/2011

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July 22, 2011

Boyd theater becomes victim

Natalie Kostelni

The historic Boyd, one block off Rittenhouse Square on Chestnut Street, has always had a devoted fan base who wanted to see the Art Deco theater preserved and Hal Wheeler stepped in to fill that role.

After it closed in May 2002, the owner of the Boyd, Sameric Corp., filed for a demolition permit and challenged a historic designation for the theater.

After several legal battles, the Preservation Alliance with the help of Friends of the Boyd, and the Philadelphia Historical Commission put the Boyd Philadelphia on the Register of Historic Places, therefore legally protecting the property.

Howard Haas, who heads up the Friends of the Boyd as a vehicle to getting it restored, began working with Wheeler in 2008 on the project. While initially suspicious of Wheeler's intentions, Haas changed his mind.

"We fell in love with him and his plans," he said. "We needed a little convincing, but he did convince us of his sincerity. Hal had a vision of the restoration of the Boyd."

Wheeler's plans entailed buying the structure from Live Nation, which currently owns it, restoring it and putting in a Kimpton Hotel and entertainment venue in the facility that would be used for "light entertainment" such as concerts and lectures. In order for that deal to happen, state and city money was needed and both government entities had committed to pitch in some funds. Unforeseeable at the time the commitments were made, the state was hit with a budget crisis.

Public money for projects such as the Boyd got put on hold. All along, Wheeler had been negotiating extensions with Live Nation to push closing dates back out so he could get the funding lined up. The extensions were always granted.

"We were working closely with him and even the week he fell sick, we were setting up very important meetings about the Boyd," Haas recalled.

Then Wheeler died.

Now the Boyd remains in limbo. Live Nation still owns the property and the Friends of the Boyd have been unable to buy it on their own. The acquisition and restoration run \$25 million to \$35 million. With the hotel, the project had ballooned to \$135 million.

“Now the question is if Hal had not died would he have been able to continue extensions with Live Nation,” said Ken Mallin of Mallin Panchelli Nadel, who worked with Wheeler on his Center City projects such as helping to assemble the parcels for 10 Rittenhouse and the Boyd. “It’s anyone’s guess. While he was alive, the deal was alive. After he died, the deal died.”