

INLAND REAL ESTATE CORP  
Form SC 13G/A  
April 26, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**INLAND REAL ESTATE CORPORATION**

(Name of Issuer)

**Common Stock, par value \$0.01 per share**

(Title of Class of Securities)

**457461 10 1**

(CUSIP Number)

**April 26, 2004**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 457461 10 1

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
The Inland Group, Inc. (FEIN: 36-3189393)
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
Delaware corporation
- |   |    |  |                                    |
|---|----|--|------------------------------------|
|   | 5. |  | Sole Voting Power<br>9,090.00      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. |  | Shared Voting Power<br>0           |
|   | 7. |  | Sole Dispositive Power<br>9,090.00 |
|   | 8. |  | Shared Dispositive Power<br>0      |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
9,090.00
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
0.01%\*
  12. Type of Reporting Person (See Instructions)  
CO

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\*Based upon 65,990,109 shares outstanding as of April 8, 2004.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
 Inland Mortgage Investment Corporation (FEIN: 36-3708374)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)   
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization  
 Illinois corporation

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

|    |                                      |
|----|--------------------------------------|
| 5. | Sole Voting Power<br>127,272.64      |
| 6. | Shared Voting Power<br>0             |
| 7. | Sole Dispositive Power<br>127,272.64 |
| 8. | Shared Dispositive Power<br>0        |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
 127,272.64

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
 0.2%\*

12. Type of Reporting Person (See Instructions)  
 CO

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\*Based upon 65,990,109 shares outstanding as of April 8, 2004.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Inland Real Estate Investment Corporation (FEIN: 36-3337999)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
Delaware corporation

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
6,065,454.36

6. Shared Voting Power  
0

7. Sole Dispositive Power  
6,065,454.36

8. Shared Dispositive Power  
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
6,065,454.36

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
9.2%\*

12. Type of Reporting Person (See Instructions)  
CO

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\*Based upon 65,990,109 shares outstanding as of April 8, 2004.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Partnership Ownership Corporation (FEIN: 36-4043779)
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware corporation
- |   |    |                                      |
|---|----|--------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>109,676.88      |
|   | 6. | Shared Voting Power<br>0             |
|   | 7. | Sole Dispositive Power<br>109,676.88 |
|   | 8. | Shared Dispositive Power<br>0        |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
109,676.88
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.2%\*
12. Type of Reporting Person (See Instructions)  
CO

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\*Based upon 65,990,109 shares outstanding as of April 8, 2004.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Daniel L. Goodwin

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S. Citizen

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
45,754.97

6. Shared Voting Power  
6,311,493.88

7. Sole Dispositive Power  
45,754.97

8. Shared Dispositive Power  
6,311,493.88

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
6,357,248.88

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
9.6%\*

12. Type of Reporting Person (See Instructions)  
IN

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\*Based upon 65,990,109 shares outstanding as of April 8, 2004.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
The Inland Property Management Group, Inc. (FEIN: 36-3441599)
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware corporation
- |   |    |                               |
|---|----|-------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>0        |
|   | 6. | Shared Voting Power<br>0      |
|   | 7. | Sole Dispositive Power<br>0   |
|   | 8. | Shared Dispositive Power<br>0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)  
CO



**Item 1.**

- (a) Name of Issuer  
Inland Real Estate Corporation
- (b) Address of Issuer's Principal Executive Offices  
2901 Butterfield Road  
Oak Brook, Illinois 60523

**Item 2.**

- (a) Name of Person Filing  
See Item 2(c) below.
- (b) Address of Principal Business Office or, if none, Residence  
See Item 2(c) below.
- (c) Citizenship  
The Inland Group, Inc.  
2901 Butterfield Road  
Oak Brook, Illinois 60523  
Delaware corporation  
Inland Mortgage Investment Corporation  
2901 Butterfield Road  
Oak Brook, Illinois 60523  
Illinois corporation  
Inland Real Estate Investment Corporation  
2901 Butterfield Road  
Oak Brook, Illinois 60523  
Delaware corporation  
Partnership Ownership Corporation  
2901 Butterfield Road  
Oak Brook, Illinois 60523  
Delaware corporation  
Daniel L. Goodwin  
2901 Butterfield Road  
Oak Brook, Illinois 60523  
U.S. Citizen  
The Inland Property Management Group, Inc.  
2901 Butterfield Road  
Oak Brook, Illinois 60523  
Delaware corporation
- (d) Title of Class of Securities  
Common Stock, par value \$0.01 per share
- (e) CUSIP Number  
457461 10 1

**Item 3.**

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
  - (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of

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- (j)
  - o 1940 (15 U.S.C. 80a-3);  
Group, in accordance with §240.13d-1(b)(1)(ii)(J).

8

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**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

|  |               |
|--|---------------|
| The Inland Group, Inc.                     | 9,090.00      |
| Inland Mortgage Investment Corporation     | 127,272.64    |
| Inland Real Estate Investment Corporation  | 6,065,454.36  |
| Partnership Ownership Corporation          | 109,676.88    |
| Daniel L. Goodwin                          | 6,357,248.85* |
| The Inland Property Management Group, Inc. | 0.00          |

\*Includes 9,090.00 shares, 127,272.64 shares, 6,065,454.36, and 109,676.88 shares of our common stock owned by The Inland Group, Inc., Inland Mortgage Investment Corporation, Inland Real Estate Investment Corporation and Partnership Ownership Corporation, respectively. The latter three entities are indirect wholly-owned subsidiaries of The Inland Group, Inc. Daniel L. Goodwin is the controlling shareholder of The Inland Group, Inc.

(b) Percent of class:

|  |        |
|--|--------|
| The Inland Group, Inc.                     | 0.01%* |
| Inland Mortgage Investment Corporation     | 0.2%*  |
| Inland Real Estate Investment Corporation  | 9.2%*  |
| Partnership Ownership Corporation          | 0.2%*  |
| Daniel L. Goodwin                          | 9.6%*  |
| The Inland Property Management Group, Inc. | 0.0%   |

\*In each case, the percentage of class is based on 65,990,109 shares outstanding as of April 8, 2004.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

|  |              |
|--|--------------|
| The Inland Group, Inc.                     | 9,090.00     |
| Inland Mortgage Investment Corporation     | 127,272.64   |
| Inland Real Estate Investment Corporation  | 6,065,454.36 |
| Partnership Ownership Corporation          | 109,676.88   |
| Daniel L. Goodwin                          | 45,754.97    |
| The Inland Property Management Group, Inc. | 0.00         |

(ii) Shared power to vote or to direct the vote

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Daniel L. Goodwin

6,311,493.88\*

\*Comprised of 9,090.00 shares, 127,272.64 shares, 6,065,454.36, and 109,676.88 shares of our common stock owned by The Inland Group, Inc., Inland Mortgage Investment Corporation, Inland Real Estate Investment Corporation and Partnership Ownership Corporation, respectively. The latter three entities are indirect wholly-owned subsidiaries of The Inland Group, Inc. Daniel L. Goodwin is the controlling shareholder of The Inland Group, Inc.

(iii) Sole power to dispose or to direct the disposition of

|  |              |
|--|--------------|
| The Inland Group, Inc.                     | 9,090.00     |
| Inland Mortgage Investment Corporation     | 127,272.64   |
| Inland Real Estate Investment Corporation  | 6,065,454.36 |
| Partnership Ownership Corporation          | 109,676.88   |
| Daniel L. Goodwin                          | 45,754.97    |
| The Inland Property Management Group, Inc. | 0.00         |

(iv) Shared power to dispose or to direct the disposition of

Daniel L. Goodwin

6,311,493.88\*

\*Comprised of 9,090.00 shares, 127,272.64 shares, 6,065,454.36, and 109,676.88 shares of our common stock owned by The Inland Group, Inc., Inland Mortgage Investment Corporation, Inland Real Estate Investment Corporation and Partnership Ownership Corporation, respectively. The latter three entities are indirect wholly-owned subsidiaries of The Inland Group, Inc. Daniel L. Goodwin is the controlling shareholder of The Inland Group, Inc.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

As of the date hereof, The Inland Property Management Group, Inc. no longer owns shares of Inland Real Estate Corporation. Inland Property Management Group, Inc. previously reported percentage ownership of 5.5%. In addition, the percentage ownership previously reported by The Inland Group, Inc. (9.7%) has been reduced to 0.01%.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

See Exhibit 1.

**Item 8. Identification and Classification of Members of the Group**

See Exhibit 2.

**Item 9. Notice of Dissolution of Group**

See Exhibit 3.

**Item 10. Certification**

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participation in any transaction having that purpose or effect.

## Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

### THE INLAND GROUP, INC.

By: /s/ Alan Kremin  
Name: Alan Kremin  
Title: Treasurer  
Date: April 26, 2004

### INLAND MORTGAGE INVESTMENT CORPORATION

By: /s/ Raymond Petersen  
Name: Raymond Petersen  
Title: President  
Date: April 26, 2004

### INLAND REAL ESTATE INVESTMENT CORPORATION

By: /s/ Brenda Gujral  
Name: Brenda Gujral  
Title: President  
Date: April 26, 2004

### PARTNERSHIP OWNERSHIP CORPORATION

By: /s/ Ulana Horalewskyj  
Name: Ulana Horalewskyj  
Title: President  
Date: April 26, 2004

### DANIEL L. GOODWIN

By: /s/ Daniel L. Goodwin  
Name: Daniel L. Goodwin  
Title: Self  
Date: April 26, 2004

### THE INLAND PROPERTY MANAGEMENT GROUP, INC.

By: /s/ Alan Kremin  
Name: Alan Kremin  
Title: Treasurer  
Date: April 26, 2004

**EXHIBITS**

**Exhibit 1**

Each of Inland Mortgage Investment Corporation, Inland Real Estate Investment Corporation and Partnership Ownership Corporation is an indirect wholly-owned subsidiary of The Inland Group, Inc. Daniel L. Goodwin is the controlling shareholder of The Inland Group, Inc.

**Exhibit 2**

Each of Inland Mortgage Investment Corporation, Inland Real Estate Investment Corporation and Partnership Ownership Corporation is an indirect wholly-owned subsidiary of The Inland Group, Inc. and are members of a group for purposes of filing this Schedule 13G/A. Daniel L. Goodwin is the controlling shareholder of The Inland Group, Inc.

**Exhibit 3**

As of the date hereof, The Inland Property Management Group, Inc. no longer owns shares of Inland Real Estate Corporation. Inland Property Management Group, Inc. previously reported percentage ownership of 5.5%. As such, The Inland Property Management Group, Inc. is not considered part of a group for purposes of filing this Schedule 13G/A.