

P-77
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Use this application to apply for the purchaser liability exemption under s. 292.15, Wis. Stats. Please refer to the attached instructions when completing this form. Note: This form is authorized by ss. 227.11(2)(b) and 292.15, Wis. Stats. Participation in the Land Recycling program is voluntary. However, this form is required by ch. NR 750, Wis. Adm. Code, for persons requesting approval to participate in the program. Personally identifiable information that is submitted to the DNR on this form will become a public record and may be used by the DNR in the administration and enforcement of the hazardous substance spill program in addition to being used in the purchaser liability exemption program. Incomplete applications will be returned.

PROPERTY INFORMATION (1)	
Property Name Washington Square Mall	Public Land Survey Coordinates
Address	Qt (circle) QT (circle) Section Township Range NE <u>(SE)</u> NW SW NE <u>(SE)</u> NW SW <u>22</u> <u>9</u> <u>N</u> <u>20</u> <u>(E)</u> <u>W</u>
City and Zip Code Germantown, WI 53022	Latitude Longitude Datum (check one)
County Washington County	Degrees _____ <input type="checkbox"/> NAD27
Property Size (in acres)	Minutes _____ <input type="checkbox"/> NAD83
	Seconds _____ <input type="checkbox"/> 1990 Adjustment
	Method Accuracy

APPLICANT INFORMATION (2)	
Organization GCG Acquisitions, LLP	Title Partner
Name Michael Weiss	Telephone Number (including Area Code) (414) 355-4500
Address 3900 W. Brown Deer Road	Fax Number (including Area Code) (414) 355-4345
City, State, Zip Code Milwaukee, WI 53209	E-mail Address

APPLICANT ELIGIBILITY (3)	REGULATORY IDENTIFICATION (IF KNOWN) (4)
Relationship to the property (please check one) <input type="checkbox"/> Current Owner <input checked="" type="checkbox"/> Potential Purchaser	Program ID Number (if applicable)
When did/will you acquire the property (dd/mm/yy)?	<input type="checkbox"/> DNR FID _____
How did/will you acquire the property? <input checked="" type="checkbox"/> Purchase <input type="checkbox"/> Bankruptcy/Foreclosure <input type="checkbox"/> Land Trade <input type="checkbox"/> Other (please explain) <input type="checkbox"/> Inheritance <input type="checkbox"/> Tax Delinquency	<input type="checkbox"/> Environmental Repair (ERP) _____
Are you related to the person or entity from whom you did/will acquire the property? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If Yes, please describe relationship:	<input type="checkbox"/> Leaking Underground Storage Tank (LUST) _____
Did you own a business or entity that operated on the property at any time during the hazardous substance release? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Solid Waste _____
Did you manage a business or entity that operated on the property that caused the release of a hazardous substance on the property? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Hazardous Waste _____
Did you own the property at the time of a hazardous substance release? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Wastewater-surface water (WPDES) _____
Did you otherwise cause the release of a hazardous substance on the property? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Wastewater-groundwater (WPDES) _____
	<input type="checkbox"/> DCOM PECFA Claim Number _____
	<input type="checkbox"/> DATCP Agricultural Contamination _____
	<input type="checkbox"/> USEPA ID _____
	<input checked="" type="checkbox"/> Hazardous Substance Spill <input type="checkbox"/> Abandoned Containers
	<input type="checkbox"/> Brownfield Env'l. Asmt. Pilot <input type="checkbox"/> Superfund Site Evaluation (CERCLA)
	<input type="checkbox"/> Municipal Negotiation and Cost Recovery <input type="checkbox"/> Municipal Grants Program
	<input type="checkbox"/> Superfund Remedial (NPL) <input type="checkbox"/> Contaminated Sediments
	<input type="checkbox"/> Other: _____

FOR OFFICE USE			
Date Received	Application Fee Enclosed <input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Approved to Proceed (602) PMN _____	
BRRTs PLL Activity Number <i>010107193022</i>	BRRTs Activity Name	<input type="checkbox"/> Denied (explain) (603)	
FID	Region NO WC NE SC SE	<input type="checkbox"/> Withdrawn (explain) (610)	
Comments	Reviewed By	Date	
	Project Manager		

SELLER/PREVIOUS OWNER (NON-APPLICANT) (5)

Organization/Firm Decade 80 - I Ltd./Decade Inc.	Title President
Name Jeffrey Keierleber	Telephone Number (including Area Code) (414) 792-9200
Address 250 Patrick Blvd. Ste 140	Fax Number (including Area Code) (414) 792-0808
City, State, Zip Code Brookfield, WI 53045-5804	E-mail Address

ENVIRONMENTAL CONSULTANT REPRESENTING APPLICANT (6)

Organization/Firm Geraghty & Miller, Inc.	Title Principal Scientist/Hydrogeologist
Name James L. Drought	Telephone Number (including Area Code) (414) 276-7742
Address 126 North Jefferson Street, Suite 400	Fax Number (including Area Code) (414) 276-7603
City, State, Zip Code Milwaukee, WI 53202	E-mail Address

ATTORNEY REPRESENTING APPLICANT (IF APPLICABLE) (7)

Organization/Firm Michael Best & Friedrich LLP	Title Partner
Name Donald P. Gallo	Telephone Number (including Area Code) (414) 271-6560 <i>225-2751 Direct No.</i>
Address 100 East Wisconsin Avenue	Fax Number (including Area Code) (414) 277-0656
City, State, Zip Code Milwaukee, WI 53202	E-mail Address dpgallo@MBF-law.com

PAST LAND USES (8)

- | | |
|--|---|
| <input type="checkbox"/> Service station | <input type="checkbox"/> Manufacturing |
| <input type="checkbox"/> Agricultural co-op. | <input checked="" type="checkbox"/> Dry cleaner |
| <input type="checkbox"/> Salvage yard | <input type="checkbox"/> Bulk plant |
| <input type="checkbox"/> Pipeline | <input type="checkbox"/> Tannery |
| <input type="checkbox"/> Coal gas manufacturer | <input type="checkbox"/> Unknown |
| <input type="checkbox"/> Electroplater | <input type="checkbox"/> Landfill |
| <input checked="" type="checkbox"/> Other: Shopping Center | |

KNOWN OR SUSPECTED SOURCES/WASTES (9)

- | | |
|--|--|
| <input type="checkbox"/> Foundry sand | <input type="checkbox"/> Underground pipeline or tank |
| <input checked="" type="checkbox"/> Surface spills | <input type="checkbox"/> Above ground pipeline or tank |
| <input type="checkbox"/> Routine industrial operations | <input type="checkbox"/> Contaminated building |
| <input type="checkbox"/> Transformer | <input type="checkbox"/> Industrial accident |
| <input type="checkbox"/> Dumping or buried drums | <input type="checkbox"/> Lagoons |
| <input type="checkbox"/> Burning of materials | <input type="checkbox"/> FlyAsh |
| <input type="checkbox"/> Other: | |

REGULATORY CRITERIA (10)

Has contamination been detected at the property? Yes No

If contamination was detected, has it been reported to the state? Yes No Agency notified: WDNR Date:

Does it include petroleum from a leaking underground storage tank (LUST)? Yes No

Does it include non-LUST petroleum or non-petroleum contamination? Yes No

Is there an enforcement order currently in effect at this property? Yes No Issuing agency: Date:

ATTACHMENTS AND CERTIFICATION (11)

I have attached: 1) a list of past environmental work; 2) a check or money order for \$250 application fee made payable to the DNR; and 3) a public survey map showing location of property.

I certify that I have read and am familiar with the information on this form and that the information is true, accurate and complete to the best of my knowledge.

I believe that I meet the definition of "purchaser" in s. 292.15, Wis. Stats., and ch. NR 750, Wis. Adm. Code, and I agree that I will provide the DNR with further information to document my status as a "purchaser," upon request.

I hereby request assistance from DNR in reviewing the environmental response actions that have been or will be taken to obtain protection of limited liability, as provided in s. 292.15, Wis. Stats.

I recognize that to obtain this limited liability exemption from s. 292.11(3), (4), (7(b) and (c)), Wis. Stats., that the environmental response actions taken will need to comply with the applicable provisions of the NR 700 rule series, and will require a Phase I and II environmental assessment to be conducted for the property.

I recognize that I will be responsible for paying fees to DNR for assistance provided to me as provided under ch. NR 750, Wis. Adm. Code.

Applicant's Name (Type or Print) Donald P. Gallo <i>Donald P. Gallo</i>	Title Agent for GCG
Signature <i>Donald P. Gallo</i>	Date Signed 12/16/97

**MICHAEL BEST
& FRIEDRICH** LLP
Attorneys at Law

100 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4108
FAX (414) 277-0656
Telephone (414) 271-6560

Offices in:
Madison, Wisconsin
Chicago, Illinois
(Michael Best & Friedrich (Illinois))

Member: Lex Mundi,
A Global Association of
122 Independent Firms

December 16, 1997

VIA MESSENGER

Ms. Darsi Foss
Wisconsin Department of Natural Resources
Bureau of Remediation and Redevelopment
Land Recycling Program
101 South Webster Street (RR/3)
Box 7921
Madison, WI 53707

**Re: Purchaser Liability Exemption
General Capital Group
Washington Square Mall
Germantown, Wisconsin**

Dear Ms. Foss:

Enclosed please find the General Capital Group's ("GCG") Purchaser Liability Exemption Program Application ("Application") for the property in Germantown, Wisconsin known as Washington Square Mall ("Property"). As required by the Application, we have also enclosed (1) a list of past environmental work; (2) a check for \$250.00 for the Application fee; and (3) a public survey map with the Property highlighted. Also enclosed is a second check in the amount of \$3,000.00 for the review fee. As legal counsel for GCG, I have signed the application as the agent.

The Property is located in a Tax Incremental District in the Village of Germantown. As such, GCG is working with the Village of Germantown ("Village") to obtain financial assistance for the purchase of the Property as well for the environmental investigation and remediation.

Ms. Darsi Foss
December 16, 1997
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GCG appreciates WDNR's prompt attention to the review of the Application. If you have any questions, please do not hesitate to call me at (414) 225-2751.

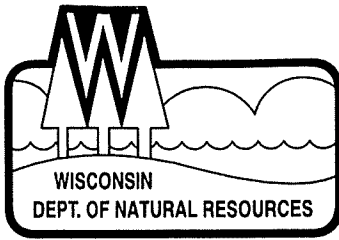
Very truly yours,

MICHAEL BEST & FRIEDRICH LLP



Donald P. Gallo

cc: Mr. Michael Weiss (w/encl.)
Pamela L. Gergens, Esq. (w/o encl.)



State of Wisconsin \ DEPARTMENT OF NATURAL RESOURCES

Tommy G. Thompson, Governor
George E. Meyer, Secretary

Box 7921
101 South Webster Street
Madison, Wisconsin 53707-7921
TELEPHONE 608-266-2621
FAX 608-267-3579
TDD 608-267-6897

December 29, 1997

Mr. Michael Weiss
GCG Acquisitions LLP
3900 W. Brown Deer Road
Milwaukee, WI 53209

SUBJECT: Application for Limited Environmental Liability for the Washington Square Mall property located in the Village of Germantown, WI 53022, under the Purchaser Liability Program, Site #P-77

Dear Mr. Weiss:

Thank you for submitting your program application to the Department of Natural Resources, seeking approval to proceed with an environmental investigation and cleanup under s. 292.11, Stats. Based on the information you provided to the department in the program application, you appear to meet the definition of a "purchaser," found in s. 292.15(1)(c), Stats. Therefore, we are granting you approval to proceed in this program. If additional information in the future indicates that you do not qualify as a "purchaser" you will be notified.

In order to obtain the purchaser liability exemption, you will be required to conduct all the necessary environmental work in compliance with s. 292.11 and 292.15, Stats., and the NR 700 administrative rule series. The first step in the process is to conduct an "environmental investigation of the property" not just an investigation of the known or suspected areas of contamination.

I understand, based on the information provided in your application, that a Phase I and a limited Phase II site investigation has been conducted on the above property. This work may satisfy the above requirements for an environmental investigation. Upon submitting the necessary reports, your site-specific DNR project manager will inform you regarding which of these documents are applicable and whether additional assessment and investigation is necessary to complete the environmental investigation requirement.

In addition, as a participant in this program, you will be responsible for paying fees to the department to cover assistance and technical review on the project. In accordance with ch. NR 750, Wis. Admin. Code, you submitted a deposit of \$3,000, based on a property size of greater than one acre, for us to initiate technical assistance towards the purchaser liability exemption.

Upon receipt of the deposit, the department will initiate oversight of the project, at which time you will begin to incur fees at an hourly rate. Fees will be deducted from your deposit until the project is completed or until the deposit is spent, whichever comes first. In the former case, any portion of the deposit not needed to cover department costs will be refunded to you. In the latter case, if department review costs more than the deposit amount, we will send you quarterly invoices reflecting our costs for that time period.

The department believes that the "purchaser liability exemption" program is a positive and innovative

*Quality Natural Resources Management
Through Excellent Customer Service*



approach to encouraging environmental cleanups. However, the department would like to make sure you are aware of its limitations, as well. The purchaser liability exemption, found in s. 292.15, Stats., only limits the liability of a specific person or entity under the state's Hazardous Substance Discharge Law, s. 292.11, Stats.

The department believes that an investigation and cleanup of the entire property that is approved by the department pursuant to s. 292.15, Stats., should generally be sufficient to satisfy other state and federal environmental requirements. However, if contamination is found on the property in the future which is subject to other environmental laws, such as state or federal solid and hazardous waste laws, the federal underground storage tank regulations or the federal Superfund program, the purchaser liability exemption does not provide you with an exemption from those environmental laws.

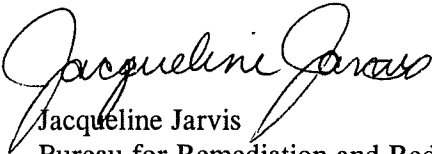
In addition, you should be aware that the purchaser liability exemption only applies to releases of hazardous substances that occurred prior to the date you acquired the property and only if you were not involved in causing the release of a hazardous substance.

Further correspondence should be directed to Jim Schmidt, who will assign a project manager to provide technical oversight for dealing with the purchaser liability exemption issues.

Mr. Jim Schmidt
Southeast Region Headquarters
2300 N. Dr. Martin Luther King Jr. Dr.
Milwaukee, WI 54212
(414) 229-0863

Thank you for your interest in this program. Please refer any questions you or your consultant may have to the department staff person identified above. If you have any questions about this letter please call me at (608) 261-6422.

Sincerely,



Jacqueline Jarvis
Bureau for Remediation and Redevelopment

cc: Jim Schmidt - SER

James Drought- Geraghty & Miller, Inc., 126 N Jefferson St., Suite 400, Milwaukee, WI 53202

Mr. Donald Gallo - Michael Best & Friedrich LLP, 100 East Wisconsin Ave., Milwaukee, WI 53202

Darsi Foss - RR/3