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EXHIBIT

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99767630

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8/11/99

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99767636

99767636

6976/0167 53 001 Page 1 of 13
1999-08-11 16:35:41
Cook County Recorder 87.50

EXHIBIT ATTACHED

Property of Cook County Clerk's Office

**STORE #1968
MELROSE PARK, IL**

When recorded mail to:
LandAmerica Financial Group, Inc.
attn: MARY GARCIA
8686 N. Central Avenue, Suite 350
Phoenix, AZ 85012
Escrow No. 99-16959



Cook County Clerk's Office

99-05678 BE

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ENVIRONMENTAL DISCLOSURE DOCUMENT FOR TRANSFER OF REAL PROPERTY

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The following information is provided
pursuant to the Responsible Property
Transfer Act of 1988

For Use By County Recorder's Office

County:

Date:

Doc. No.:

Vol.:

Page:

Rec'd By:

Seller: Clark Refining & Marketing, Inc.

Buyer: OTG 3 L.L.C.

Document No.: _____

I. PROPERTY IDENTIFICATION: (Former Clark Store #1968)

A. Address of property:

Street 1309 N. 25th Ave.

City or Village Melrose Park, Illinois

Township _____

Permanent Real Estate Index No: 15-03-308-006; 15-03-308-007;

B. Legal Description: 15-03-308-008; 15-03-308-009; 15-03-308-010

Section _____

Township _____

Range _____

Enter or attach current legal description in this area:

SEE ATTACHED EXHIBIT A

Prepared by: Name Mark E. Jordan, Director, Real Estate

Company Clark Refining & Marketing, Inc.

Address 8182 Maryland Avenue

City St. Louis

State/Zip Missouri 63105

Return to: Clark Refining & Marketing, Inc.

8182 Maryland Avenue

St. Louis, MO 63105

Attn: Legal Department

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I. LIABILITY DISCLOSURE

Transferors and transferees of real property are advised that their ownership or other control of such property may render them liable for any environmental clean-up costs whether or not they caused or contributed to the presence of environmental problems associated with the property.

A. Property Characteristics:

Lot Size 132' x 135.1' Acreage 17,833 Sq. Ft.

Check all types of improvement and uses that pertain to the property:

- Apartment building (6 units or less)
 Commercial apartment (over 6 units)
 Store, office, commercial building
 Industrial building
 Farm, with buildings
 Other (specify)

II. NATURE OF TRANSFER:

- | | YES | NO |
|--|-------------------------------------|--------------------------|
| A. (1) Is this a transfer by deed or other instrument of conveyance? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) Is this a transfer by assignment of over 25% of beneficial interest of an Illinois land trust? | <input type="checkbox"/> | <input type="checkbox"/> |
| (3) A lease exceeding a term of 40 years? | <input type="checkbox"/> | <input type="checkbox"/> |
| (4) A mortgage or collateral assignment of beneficial interest? | <input type="checkbox"/> | <input type="checkbox"/> |

B. (1) Identify Transferor: Clark Refining & Marketing Inc.

Name and Current Address of Transferor:

Clark Refining & Marketing, Inc., 8182 Maryland Ave., St. Louis, MO 63105

Name and Address of Trustee if this is a transfer of beneficial interest of a land trust:

N/A

Trust No.: N/A

(2) Identify person who has completed this form on behalf of the Transferor and who has knowledge of the information contained in this form:

Mark E. Jordan, Director, Real Estate, Clark Refining & Marketing, Inc.,

8182 Maryland Ave., St. Louis, MO 63105

(314) 854-1494

Name, Position (if any), and Address

Telephone No.

C. Identify Transferee:

OTG 3, L.L.C.

Name and Current Address of Transferee:

III. NOTIFICATION

Under the Illinois Environmental Protection Act, owners of real property may be held liable for costs related to the release of hazardous substances.

1. Section 22.2(f) of the Act states in part:

"Notwithstanding any other provision or rule of law, and subject only to the defenses set forth in subsection (j) of this Section, the following persons shall be liable for all costs of removal or remedial action incurred by the State of Illinois or any unit of local government as a result of a release or substantial threat of a release of a hazardous substance or pesticide:

- (1) The owner and operator of a facility or vessel from which there is a release or substantial threat of release of a hazardous substance or pesticide;
- (2) Any person who at the time of disposal, transport, storage or treatment of a hazardous substance or pesticide owned or operated the facility or vessel used for such disposal, transport, treatment or storage from which there was a release or substantial threat of a release of any such hazardous substance or pesticide;
- (3) Any person who by contract, agreement, or otherwise has arranged with another party or entity for transport, storage, disposal or treatment of hazardous substances or pesticides owned, controlled or possessed by such person at a facility owned or operated by another party or entity from which facility there is a release or substantial threat of a release of such hazardous substances or pesticides; and
- (4) Any person who accepts or accepted any hazardous substances or pesticides for transport to disposal, storage or treatment facilities or sites from which there is a release or a substantial threat of a release of a hazardous substance or pesticide."

2. Section 4(q) of the Act states:

"The Agency shall have the authority to provide notice to any person who may be liable pursuant to Section 22.2(f) of this Act for a release or a substantial threat of a release of a hazardous substance or pesticide. Such notice shall include the identified response action and an opportunity for such person to perform the response action."

3. Section 22.2(k) of the Act states in part:

"If any person who is liable for a release or substantial threat of release of a hazardous substance or pesticide fails without sufficient cause to provide removal or remedial action upon or in accordance with a notice and request by the Agency or upon or in accordance with any order of the Board or any court, such person may be liable to the State for punitive damages in an amount at least equal to, and not more than 3 times, the amount of any costs incurred by the State of Illinois as a result of such failure to take such removal or remedial action. The punitive damages imposed by the Board shall be in addition to any costs recovered from such person pursuant to this Section and in addition to any other penalty or relief provided by this Act or any other law."

4. Section 57.12(a) of the Act states in part:

"Notwithstanding any other provision or rule of law, the owner or operator, or both, of an underground storage tank shall be liable for all costs of investigation, preventive action, corrective action and enforcement action incurred by the State of Illinois resulting from an underground storage tank."

5. The text of the statutes set out above is subject to change by amendment. Persons using this form may update it to reflect changes in the text of the statutes cited, but no disclosure statement shall be invalid merely because it sets forth an obsolete or superseded version of such text.

IV. ENVIRONMENTAL INFORMATION

A. Regulatory Information During Current Ownership

1. Has the transferor ever conducted operations on the property which involved the generation, manufacture, processing, transportation, treatment, storage or handling of "hazardous substances", as defined by the Illinois Environmental Protection Act? This question shall not be applicable for consumer goods stored or handled by a retailer in the same form, approximate amount, concentration and manner as they are sold to consumers, provided that such retailer does not engage in any commercial mixing (other than paint mixing or tinting of consumer sized containers), finishing, refinishing, servicing, or cleaning operations on the property.

Yes No

2. Has the transferor ever conducted operations on the property which involved the processing, storage or handling of petroleum, other than that which was associated directly with the transferor's vehicle usage?

Yes No

3. Has the transferor ever conducted operations on the property which involved the generation, transportation, storage, treatment or disposal of "hazardous or special wastes", as defined by the federal Resource Conservation and Recovery Act and the Illinois Environmental Protection Act?

Yes No

4. Are there any of the following specific units (operating or closed) at the property which are or were used by the transferor to manage waste, hazardous wastes, hazardous substances or petroleum?

	YES	NO
Landfill	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Surface Impoundment	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Land Application	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Waste Pile	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Incinerator	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Storage Tank (Above Ground)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Storage Tank (Underground)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Container Storage Area	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Injection Wells	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Wastewater Treatment Units	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Septic Tanks	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Transfer Stations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Waste Recycling Operations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Waste Recycling Detoxification	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Other Land Disposal Area	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If there are "YES" answers to any of the above items and the transfer is other than a mortgage or collateral assignment of beneficial interest, attach a site plan which identifies the location of each unit, such site plan to be filed with the Environmental Protection Agency along with this disclosure document.

5. Has the transferor ever held any of the following in regard to this real property?
- a. Permits for discharges of wastewater to waters of the State.
- Yes _____ No X
- b. Permits for emissions to the atmosphere.
- Yes _____ No X
- c. Permits for any waste storage, waste treatment or waste disposal operation.
- Yes _____ No X
6. Has the transferor had any wastewater discharges (other than sewage) to a publicly owned treatment works?
- Yes _____ No X
7. Has the transferor taken any of the following actions relative to this property?
- a. Prepared a Chemical Safety Contingency Plan pursuant to the Illinois Chemical Safety Act.
- Yes _____ No X
- b. Filed an Emergency and Hazardous Chemical Inventory Form pursuant to the federal Emergency Planning and Community Right-to-Know Act of 1986.
- Yes X No _____
- c. Filed a Toxic Chemical Release Form pursuant to the federal Emergency Planning and Community Right-to-Know Act of 1986.
- Yes _____ No X
8. Has the transferor or any facility on the property or the property been the subject of any of the following State or federal governmental actions?
- a. Written notification regarding known, suspected or alleged contamination on or emanating from the property.
- Yes X No _____

b. Filing an environmental enforcement case with a court or the Pollution Control Board for which a final order or consent decree was entered.

Yes _____ No X

c. If item b. was answered by checking Yes, then indicate whether or not the final order or decree is still in effect for this property.

Yes _____ No _____

9. Environmental Releases During Transferor's Ownership

a. Has any situation occurred at this site which resulted in a reportable "release" of any hazardous substances or petroleum as required under State or federal laws?

Yes X No _____

b. Have any hazardous substances or petroleum, which were released, come into direct contact with the ground at this site?

Yes X No _____

c. If the answers to questions (a) and (b) are Yes, have any of the following actions or events been associated with a release on the property?

X Use of a cleanup contractor to remove or treat materials including soils, pavement or other surficial materials

_____ Assignment of in-house maintenance staff to remove or treat materials including soils, pavement or other surficial materials

_____ Designation, by the IEPA or the IEMA, of the release as "significant" under the Illinois Chemical Safety Act

X Sampling and analysis of soils

X Temporary or more long-term monitoring of groundwater at or near the site

_____ Impaired usage of an on-site or nearby water well because of offensive characteristics of the water

_____ Coping with fumes from subsurface storm drains or inside basements, etc.

_____ Signs of substances leaching out of the ground along the base of slopes or at other low points on or immediately adjacent to the site

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10. Is the facility currently operating under a variance granted by the Illinois Pollution Control Board?

Yes _____ No X

11. Is there any explanation needed for clarification of any of the above answers or responses?

NFA Received

B. SITE INFORMATION UNDER OTHER OWNERSHIP OR OPERATION

1. Provide the following information about the previous owner or any entity or person the transferor leased the site to or otherwise contracted with for the management of the site or real property:

Name: Apex Oil company and/or its Subsidiaries

Type of business gasoline service station and convenience store
or property usage _____

2. If the transferor has knowledge, indicate whether the following existed under prior ownerships, leaseholds granted by the transferor, other contracts for management or use of the facilities or real property:

	YES	NO
Landfill	_____	<u>X</u>
Surface Impoundment	_____	<u>X</u>
Land Application	_____	<u>X</u>
Waste Pile	_____	<u>X</u>
Incinerator	_____	<u>X</u>
Storage Tank (Above Ground)	_____	<u>X</u>
Storage Tank (Underground)	<u>X</u>	_____
Container Storage Area	_____	<u>X</u>
Injection Wells	_____	<u>X</u>
Wastewater Treatment Units	_____	<u>X</u>
Septic Tanks	_____	<u>X</u>
Transfer Stations	_____	<u>X</u>
Waste Recycling Operations	_____	<u>X</u>
Waste Recycling Detoxification	_____	<u>X</u>
Other Land Disposal Area	_____	<u>X</u>

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V. CERTIFICATION

- A. Based on my inquiry of those persons directly responsible for gathering the information, I certify that the information submitted is, to the best of my knowledge and belief, true and accurate.

SEE ATTACHED

SIGNATURE(S)

Type or print name

TRANSFEROR OR TRANSFERORS

(or on behalf of Transferor)

- B. This form was delivered to me with all elements completed on _____, 1999

SEE ATTACHED

SIGNATURE(S)

Type or print name

TRANSFEEE OR TRANSFEEES

(or on behalf of Transferee)

- C. This form was delivered to me with all elements completed on _____, 1999

SIGNATURE(S)

Type or print name

LENDOR

LENDOR REPRESENTATIVE

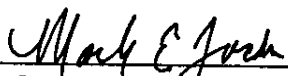
TITLE

UNOFFICIAL COPY 03761626

Based on my inquiry of those persons directly responsible for gathering the information, I certify that the information submitted is, to the best of my knowledge and belief, true and accurate.

TRANSFEROR:

CLARK REFINING & MARKETING, INC.



Mark E. Jordan, Director, Real Estate

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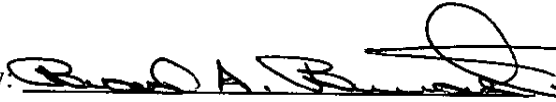
99767636

This form was delivered to me with all elements completed on June 7, 1999.

TRANSFeree:
OTG 3, L.L.C.

99767636


By: CM Acquisition, Inc.
Managing Member

By: 
Name: Brad A. Burmaster
Title: Senior Vice President

This form was delivered to me with all elements completed on June 7, 1999.

LENDER:

FFCA ACQUISITION CORPORATION

By: 
Name: Chris Robertson
Title: VP - Corp. Finance

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Exhibit A

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LEGAL DESCRIPTION:

LOTS 6, 7, 8, 9 AND 10 IN BLOCK 148 IN MELROSE, BEING A SUBDIVISION OF LOTS 3, 4 AND 5 IN THE SUBDIVISION OF THE SOUTH 1/2 OF SECTION 3 AND ALL OF SECTION 10, LYING NORTH OF THE CHICAGO AND NORTHWESTERN RAILROAD GALENA DIVISION, ALL IN TOWNSHIP 39 NORTH, RANGE 12, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Property of Cook County Clerk's Office

Store # 1968

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