

**United States Bankruptcy Court  
Western District of Washington**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Downtown Dennis Real Estate LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>20-8671851</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>2213 Everett AVE Ste A Everett, WA</b> ZIP Code <b>98201</b>	Street Address of Joint Debtor (No. and Street, City, and State):  ZIP Code
County of Residence or of the Principal Place of Business: <b>Snohomish</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>PO Box 5648 Everett, WA</b> ZIP Code <b>98206</b>	Mailing Address of Joint Debtor (if different from street address):  ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	

<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Downtown Dennis Real Estate LLC</b>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>
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**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition**  
*(This page must be completed and filed in every case)*

Name of Debtor(s):  
**Downtown Dennis Real Estate LLC**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).  
  
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** **/s/ Robert A. Garrison** \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**Robert A. Garrison 7349** \_\_\_\_\_  
Printed Name of Attorney for Debtor(s)

**GSJONES LAW GROUP, P.S.** \_\_\_\_\_  
Firm Name

**1155 Bethel Avenue**  
**Port Orchard, WA 98366**

\_\_\_\_\_  
Address

**360-876-9221 Fax: 360-876-5097** \_\_\_\_\_  
Telephone Number

**September 24, 2012** \_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** **/s/ Dennis Wagner** \_\_\_\_\_  
Signature of Authorized Individual

**Dennis Wagner** \_\_\_\_\_  
Printed Name of Authorized Individual

**Manager** \_\_\_\_\_  
Title of Authorized Individual

**September 24, 2012** \_\_\_\_\_  
Date

United States Bankruptcy Court  
Western District of Washington

In re Downtown Dennis Real Estate LLC

Debtor(s)

Case No. \_\_\_\_\_

Chapter 11

**Exhibit "C" to Voluntary Petition**

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

**SEE ATTACHED**

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

**SEE ATTACHED**

EXHIBIT C

Debtor does not believe that the property currently possess an environmental hazard. In the interest of full disclosure, Debtor attaches this limited site investigation without appendices. The full document will be provided to the United States Trustee.

DATED this 24th day of September, 2012.

DOWNTOWN DENNIS REAL ESTATE LLC

By: /s/ Dennis Wagner  
Dennis Wagner, Manager

# Limited Site Investigation

**Downtown Dennis LLC  
Snohomish County Tax Parcels  
0056266060-1001, -1002, -1600, -1700  
2207-2213 Everett Avenue  
Everett, Washington**

**May 10, 2012  
Terracon Project No. 8117025  
UB Project No. 11-0565**

**Prepared for:  
Union Bank, N.A.  
Orange, California**

**Prepared by:  
Terracon Consultants, Inc.  
Mountlake Terrace, Washington**

Offices Nationwide  
Employee-Owned

Established in 1965  
terracon.com

**Terracon**

**Geotechnical**  **Environmental**  **Construction Materials**  **Facilities**

# Terracon

May 10, 2012

Union Bank  
500 South Main Street Suite 320  
Orange, California 92868

Attn: Ms. Kristi Huerta, V.P.

Re: Limited Site Investigation  
Downtown Dennis LLC  
2207-2213 Everett Avenue  
Everett, Snohomish County, Washington 98201  
Terracon Project No. 81127025  
UB Project No. 11-0565


Dear Ms. Huerta:


Terracon Consultants, Inc. (Terracon) is pleased to submit this Limited Site Investigation (LSI) for the above referenced site. This assessment was performed in accordance with the Master Environmental Services Agreement between Terracon and Union Bank, N.A. (UB) dated June 16, 2008; the RIMS on-line award dated April 12, 2012; and with Terracon's Proposal No. P81120107, dated April 11, 2012.

We appreciate the opportunity to perform these services for Union Bank, N.A. Please contact either of the undersigned at (425) 771-3304 if you have questions regarding the information provided in the report.

Sincerely,

Terracon Consultants, Inc.

  
Lucas Swart  
Project Geologist

  
Matt Wheaton, L.G., E.I.T.  
Department Manager  
**Matthew Y. Wheaton**

Terracon Consultants, Inc. 21905 64th Avenue West, Suite 100 Mountlake Terrace, Washington 98043  
P (425) 771-3304 F (425) 771-3549 terracon.com

Geotechnical ■ Environmental ■ Construction Materials ■ Facilities

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## APPENDICES

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APPENDIX B	Boring Logs
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## 1.0 INTRODUCTION

### 1.1 Site Description

<b>Site Location/Address</b>	2207- 2213 Everett Avenue, Everett, Snohomish County, Washington
<b>General Site Description</b>	The site consists of an approximately 0.78-acre tract of land developed with four single-story commercial buildings and paved parking areas.

A topographic map indicating the approximate location of the site is included as Figure 1, a site plan is included as Figure 2, and a detailed site plan with boring locations is included as Figure 3 of Appendix A.

### 1.2 Previous Investigations

A Phase I Environmental Site Assessment (ESA), dated March 23, 2012, was prepared by ATC Associates, Inc. for the site (ATC Project No. 076.19678.0026). Based on the findings of the ESA, ATC identified the following recognized environmental conditions (RECs):

- City of Everett Fire Department Records identified the removal of a 500-gallon gasoline tank from the west side of the building and a 1,000-gallon heating oil tank from under the slab of the southwestern portion of the building. It is unknown whether any confirmation soil or groundwater sampling was conducted following the removal of the tanks, or whether groundwater was encountered during the excavation.
- Review of historical information indicated that the site was formerly developed with a gas station and auto repair facility. The records indicated that the gas station was present at the site from at least 1947 to 1962. The auto repair facility reportedly utilized hoists, potentially hydraulically powered. Hydraulic fluid could potentially contain polychlorinated biphenyls (PCBs).

Based on the potential for the above-referenced RECs to adversely impact the property subsurface, ATC recommended a subsurface investigation.

In accordance with UB's request, Terracon provided a proposal for the client-dictated scope that included a subsurface investigation to be performed in the vicinity of the on-site RECs. The proposed investigation included an assessment of possible subsurface petroleum hydrocarbon impacts to soil and/or groundwater as a result of an undocumented release from the former on-site USTs. Per UB's request, soil and groundwater were analyzed for contaminants of concern associated with the former USTs and historical on-site automotive repair and maintenance.

### 1.3 Scope of Work

Terracon's scope of services was conducted in accordance with Union Bank, N.A.'s (UB) Request For Proposal dated April 6, 2012, Terracon Proposal No. P81120107 dated April 11, 2012, the RIMS on-line award dated April 12, 2012, and in accordance with the Master Environmental Services Agreement (MESA) between Terracon and UB dated June 16, 2008. Our scope of services included completion of the following tasks:

- Task 1 Prepared a Work Plan, a Health and Safety Plan, and completed pre-mobilization planning.
- Task 2 Conducted a private utility locate to identify any potential utilities and/or any subsurface features which may exist in the vicinity of the proposed boring locations.
- Task 3 Completed six borings and collected a maximum of three soil samples from each boring. Collected groundwater samples from three borings.
- Task 4 Completed laboratory analyses of soil and groundwater samples.
- Task 5 Prepared this LSI report summarizing the results of our findings.

### 1.4 Project Objectives

The objectives of this project were to complete an evaluation of on-site soil and groundwater for potential undocumented releases of gasoline-, diesel- and oil-range total petroleum hydrocarbons (TPH), as well as benzene, toluene, ethylbenzene, and total xylenes (BTEX) in the vicinity of the site features discussed in Section 1.2.

### 1.5 Standard of Care

Terracon's services were performed in a manner consistent with generally accepted practices of the profession undertaken in similar studies in the same geographical area during the same time period. Terracon makes no warranties, either express or implied, regarding the findings, conclusions or recommendations. Please note that Terracon does not warrant the work of laboratories, regulatory agencies or other third parties supplying information used in the preparation of the report. These LSI services were performed in accordance with the scope of work agreed with you, our client, as reflected in our proposal and were not restricted by ASTM E1903-97.

## 1.6 Additional Scope Limitations

This report was intended to reduce, but not eliminate, uncertainty regarding the existence of recognized environmental conditions in connection with the subject site. Findings, conclusions and recommendations resulting from these services are based upon information derived from the on-site activities and other services performed under this scope of work; such information is subject to change over time. Certain indicators of the presence of hazardous substances, petroleum products, or other constituents may have been latent, inaccessible, unobservable, non-detectable or not present during these services, and we cannot represent that the site contains no hazardous substances, toxic materials, petroleum products, or other latent conditions beyond those identified during this LSI. Subsurface conditions may vary from those encountered at the time of construction or at specific borings or wells or during other surveys, tests, assessments, investigations or exploratory services. The data, interpretations, findings, and our recommendations are based solely upon data obtained at the time and within the scope of these services. If, during future site development, different subsurface conditions from those encountered during our explorations are observed or appear to be present, we must be advised promptly so that we can review these conditions and reconsider or modify our conclusions and recommendations where necessary.

## 1.7 Reliance

This LSI is certified to, can be relied upon by, and has been prepared for the exclusive use of the following entities: Union Bank, N.A. and their respective successors, assigns, affiliates, and subsidiaries. Use or reliance by any other party is prohibited without the written authorization of Union Bank, N.A. and Terracon.

Any unauthorized distribution or reuse is at the client's sole risk. Notwithstanding the foregoing, reliance by authorized parties will be subject to the terms, conditions and limitations stated in the Master Environmental Services Agreement between Terracon and Union Bank, N.A. dated June 16, 2008, the proposal, this report, and RIMS task order 11-0565. The limitation of liability defined in the terms and conditions is the aggregate limit of Terracon's liability to the client and all relying parties unless otherwise agreed in writing.

## 2.0 METHODOLOGY

Methods used to complete this report were developed based on information derived via review of the previously completed Phase I ESA prepared by ATC Associates, Inc., dated March 23, 2012. Furthermore, methods used were based on our professional experience on similar projects in the same geographic area, and were developed in an effort to meet or exceed the scope requirements of the April 6, 2012 UB Request For Proposal.

A conceptual model of hydrogeologic and environmental conditions was developed based on the results of the previously completed assessment. The conceptual model included the following key elements:

- Probable subsurface conditions would consist of gravelly sandy loam;
- The anticipated groundwater flow direction would be primarily to the south-southeast;
- The probable location of potential on-site impaired media would be near the western side of the building in the vicinity of the former 500-gallon gasoline tank and near the southern side of the building in the vicinity of the former 1,000-gallon heating oil tank.
- Potential contaminants would consist of gasoline-, diesel- and oil-range total petroleum hydrocarbons (TPH), and benzene, toluene, ethylbenzene, and xylenes (BTEX).

Based on these conceptual subsurface conditions, direct-push drilling methods were selected for completion of subsurface exploration activities. Investigation activities included the following tasks:

1. Advancing six direct-push borings;
2. Collection of soil and groundwater samples;
3. Analytical laboratory testing; and,
4. Preparation of this LSI report.

Each of these investigation activities is summarized below.

## **2.1 Subsurface Exploration**

Figure 1 presents the general site location and topography of the site on the Everett, Washington USGS topographic quadrangle map (Appendix A). Figure 2 is a Site Plan Detail that indicates the approximate locations of the subsurface explorations in relation to general site boundaries and on-site features (Appendix A).

Prior to advancing direct-push borings, public and private utility locates were conducted in the areas of the proposed boring locations to evaluate the presence of any subsurface utilities and/or features. Minor adjustments were made to some of the boring locations due to the identification of subsurface utilities and/or concrete in the shallow subsurface in the vicinity of the proposed boring locations. Approximate boring locations are shown in Figure 3.

A total of six soil borings (B-1 through B-6) were advanced on the site on April 23, 2012 using a direct-push drill rig operated by Environmental Services Network Northwest (ESN). The device utilized a direct-push sampler equipped with disposable acetate sample sleeves. Throughout

the drilling operation, soil samples were obtained continuously (to the extent practical) from four-foot long pushes driven into the ground. The steel sampling tube was extracted from the hole and the liners were removed and split open for soil sample recovery.

As depicted in Figure 2, two borings were advanced along the western side of the site buildings to evaluate soil quality near the suspected location of the 500-gallon UST (B-1 and B-2). One boring, B-3, was advanced to the southwest of the 2207 building. One boring, B-5, was advanced very close to the south side of the 2207 building in the vicinity of the heating oil UST. Finally, two borings were advanced in an inferred hydrogeologic down-gradient position relative to the on-site features, along the southern site boundary (B-4 and B-6). Due to the presence of subsurface utilities in the vicinity of the proposed locations, soil borings B-4 and B-6 were moved approximate 7 feet to the north.

During the placement of borings, an asphalt patch was observed in the vicinity of boring B-4. At the time of the LSI field activities, Mr. Dennis Wagner, the site owner, informed Terracon that the patch demarked the former location of the 1,000-gallon heating oil UST. Due to the relocation as a result of access limitations, boring B-4 was located within the limits of the former excavation of the heating oil tank.

Per the requested scope of work, Terracon attempted to advance each boring to groundwater, or to a maximum depth of 30 feet if groundwater was not encountered. In general, direct-push explorations were advanced to depths ranging from approximately 12 to 30 feet below ground surface (bgs). In the event that groundwater was encountered, the borings were terminated approximately 3 to 7 ½ feet below the observed groundwater surface. Due to drilling refusal, soil borings B-3 and B-4 were terminated at 26 and 24 ½ feet bgs, respectively.

A field log of each exploration was maintained, including the approximate thickness and depth of each soil unit encountered and the approximate depth to the uppermost water table. Soil samples were observed to document soil lithology, color, and moisture content. Soils were logged in general accordance with American Society for Testing and Materials (ASTM) Practice Designation D-2488, *Standard Practice for Description of Soils (Visual-Manual Procedure)*. Exploration logs are included in Appendix B of this report.

Sampling equipment was cleaned using an Alconox® wash and potable water prior to the beginning of the project and before collecting each soil sample.

## **2.2 Soil Sampling**

A total of 19 soil samples were submitted for laboratory analysis. Soil samples were collected at approximate 10 foot intervals or from the capillary fringe. Specific soil sample depths are provided in the attached boring logs (Appendix B). Soil samples collected for volatile

constituents including gasoline-range TPH and BTEX were collected in general accordance with EPA Method 5035. All soil samples were extracted by hand from the disposable sampler and/or sampling hand tools using disposable gloves and placed directly into laboratory supplied glassware.

Each sample container was labeled with the site name, date, time, exploration number, and sample number. Sample containers were placed on ice in a cooler immediately after sampling, and transported to the analytical laboratory under strict chain-of-custody procedures.

### **2.3 Groundwater Sampling**

Terracon attempted to advance each boring to groundwater, or to a maximum depth of 30 feet if groundwater was not encountered. Groundwater was only encountered in borings B-2, B-4, and B-5 at approximate depths of 13 ½, 17, and 6 ½ feet below grade surface, respectively. The large groundwater elevations differences suggest that the observed groundwater may represent perched groundwater layers.

Following the completion of all borings, a Hydropunch sampler was advanced to the bottom of the boring by the driller. Groundwater samples were collected from each sample point using a peristaltic pump and dedicated tubing and placed in laboratory-supplied glassware. Groundwater samples collected were very turbid and contained sediment which could create biased high results. Water production associated with the temporary groundwater wells was relatively slow.

Each sample container was labeled with the site name, date, time, exploration number, and sample number. Sample containers were placed in a chilled cooler immediately after sampling, and subsequently transported to the analytical laboratory by laboratory courier under strict chain-of-custody procedures.

### **2.4 Analytical Laboratory Testing**

A total of 19 soil samples (two or three from each soil boring) and a total of three groundwater samples (one each from borings B-2, B-4, and B-5) were submitted for chemical analysis. All samples were analyzed by Pace Analytical, a Washington State-accredited laboratory. The soil and groundwater samples from all borings were analyzed for the following:

- Gasoline-range TPH using Northwest Method NWTPH-Gx; and,
- VOCs using EPA Method 8260

Additionally, soil and groundwater samples from borings B-3 to B-6 (located on the southern portion of the site) were analyzed for:

- Diesel-range and oil-range TPH using Northwest Method NWTPH-Dx.

The executed chain-of-custody forms and laboratory analytical certificates are provided in Appendix C. All analyses were completed using standard turnaround times.

Data packages were checked for completeness immediately upon receipt from the laboratory to ensure that data and QA/QC information requested were present. Data quality was assessed by considering holding times, surrogate recovery, method blanks, matrix spike and matrix spike duplicate recovery, and detection limits.

### **3.0 LIMITED SITE INVESTIGATION RESULTS**

#### **3.1 Subsurface Conditions**

Detailed lithologic descriptions are presented on the soil boring logs included in Appendix B. In general, subsurface soil conditions varied slightly between borings and consisted of sand and silt with trace gravel from the ground surface to approximate depths of 9 to 16 feet followed by silty clays and clayey silts encountered below. In borings B-4 and B-5, located within the reported tank excavation cavity of the 1,000-gallon heating oil tank, fill material was encountered to depths of approximately 6 feet bgs. Groundwater was found at depths ranging from approximately 6½ feet to 17 feet bgs in borings B-2, B-4 and B-5.

It should be noted that petroleum hydrocarbon odors were observed in numerous soil samples. Specifically, the soil samples collected from B-4 and B-5 at depths ranging from approximate 6 ½ 19 feet bgs. Where petroleum odors were noted, a soil and/or groundwater sample was collected.

#### **3.2 Analytical Laboratory Results**

Soil quality summary results are presented in Table 1. Groundwater results are presented in Table 2. The complete laboratory reports and chains-of-custody are included in Appendix C. Additional discussion and interpretation of analytical results relative to applicable cleanup levels is included in Section 4.

The maximum allowable contaminant levels in the State of Washington are defined by applicable cleanup standards set forth in the Model Toxics Control Act (MTCA) Chapter 70.105D RCW, and it's implementing regulation, Chapter 173-340 WAC. Applicable cleanup

levels under MTCA can be developed using either conservative Method A tabulated values or by using Method B or Method C risk-based formulations. Method A and Method B cleanup levels allow for unrestricted land use including residential use and groundwater ingestion. Method C cleanup levels apply only to industrial properties as defined by WAC 173-340-745.

### Soil Quality

Gasoline-range TPH was detected at concentrations above laboratory reporting limits in three of the 17 soil samples analyzed (Samples B-4 S-1@6½', B-4 S-3@18', and B-4 S-1@8'). In two of the samples, B-4 S-1@6½' and B-4 S-3@18', the concentration of gasoline was reported at 2,190 mg/kg and 105 mg/kg, respectively, above the Washington State Department of Ecology Model Toxics Control Act (MTCA) Method A cleanup level for gasoline of 100 mg/kg.

Diesel-range TPH was detected at concentrations above the laboratory reporting limits in one of the 17 soil samples analyzed (B-4 S-1@6 ½'). The concentration was reported at 65.3 mg/kg which is below the MTCA Method A cleanup level of 2,000 mg/kg for diesel TPH. Diesel TPH was not detected above laboratory reporting limits in any of the remaining soil samples. Oil-range TPH was not detected above laboratory reporting limits in any of the samples analyzed.

With the exception of ethylbenzene found in sample B-4 S-1@6½', BTEX compounds were not detected above the laboratory reporting limit. The concentration of ethylbenzene in Sample B-4 S-1@6½' was 0.107 mg/kg which is below the MTCA Method A cleanup level of 6 mg/kg.

Laboratory soil sample results are summarized in Table 1 below.

### Groundwater Quality

Groundwater samples were collected from borings B-2, B-4, and B-5. Groundwater samples B-4 Grab and B-5 Grab contained gasoline-range TPH at concentrations of 4,070 ug/L and 413 ug/L, respectively. The concentration of gasoline-range TPH in sample B-4 Grab is above the MTCA Method A cleanup level of 800 ug/l (in the presence of benzene). Gasoline-range TPH was not detected above the laboratory reporting limit in Sample B-2 Grab.

Diesel-range TPH was detected below the MTCA Method A cleanup level of 500 ug/l in groundwater samples B-4 Grab and B-5 Grab at 0.36 ug/L and 0.19 ug/L, respectively. Oil-range TPH was not detected above the laboratory reporting limit in these samples. Diesel and oil-range TPH was not analyzed for in Sample B-2 Grab.

Benzene was detected at a concentrations of 1.2 ug/L in sample B-4 Grab, which is below the MTCA Method A cleanup level of 5 ug/L. No other BTEX compounds were detected above the



respective laboratory reporting limits in this sample. BTEX compounds were not detected above the laboratory reporting limit in the other groundwater samples.

Groundwater sample results are summarized in Table 2 below.

**Table 1. Summarized Soil Analytical Results**

Sample Number	Total Petroleum Hydrocarbons (mg/kg)			BTEX (mg/kg)			
	Gasoline-Range	Diesel-Range	Oil-Range	Benzene	Toluene	Ethylbenzene	Xylenes
B-1 S-1 @ 7'	ND<7.6	NT	NT	ND<0.0382	ND<0.0764	ND<0.0764	ND<0.229
B-1 S-2 @ 18 ½'	ND<7.0	NT	NT	ND<0.0352	ND<0.0704	ND<0.0704	ND<0.211
B-1 S-3 @ 26 ½'	ND<11.1	NT	NT	ND<0.0554	ND<0.111	ND<0.111	ND<0.332
B-2 S-1 @ 6'	ND<7.3	NT	NT	ND<0.0365	ND<0.0730	ND<0.0730	ND<0.219
B-2 S-2 @ 16'	ND<11.1	NT	NT	ND<0.0556	ND<0.111	ND<0.111	ND<0.332
B-3 S-1 @ 6'	ND<5.3	ND<18.0	ND<72.2	ND<0.0267	ND>0.0534	ND>0.0534	ND<0.160
B-3 S-2 @ 17'	ND<6.3	ND<19.5	ND<78.1	ND<0.0314	ND<0.628	ND<0.628	ND<0.188
B-3 S-3 @ 24 ½'	ND<7.4	ND<20.6	ND<82.3	ND<0.0371	ND<0.0741	ND<0.0741	ND<0.222
B-4 S-1 @ 6 ½'	2,190	65.3	ND<86.8	ND<0.0451	ND<0.0901	0.107	ND<0.270
B-4 S-2 @ 8 ½'	ND<6.9	ND<19.3	ND<77.4	ND<0.0395	ND<0.0790	ND<0.0790	ND<0.237
B-4 S-3 @ 18'	105	ND<21.2	ND<85.0	ND<0.046	ND<0.0921	ND<0.0921	ND<0.276
B-5 S-1 @ 8'	8.5	ND<18.9	ND<75.5	ND<0.0319	ND<0.0638	ND<0.0638	ND<0.191
B-5 S-2 @ 8 ½'	ND<7.9	ND<19.0	ND<76.0	ND<0.0395	ND<0.0790	ND<0.0790	ND<0.237
B-5 S-3 @ 12'	ND<7.1	ND<20.0	ND<80.0	ND<0.0355	ND<0.0710	ND<0.0710	ND<0.213
B-6 S-1 @ 8'	ND<10.2	ND<23.0	ND<91.9	ND<0.0512	ND<0.102	ND<0.102	ND<0.307
B-6 S-2 @ 13'	ND<8.0	ND<19.1	ND<76.3	ND<0.041	ND<0.0803	ND<0.0803	ND<0.241
B-6 S-3 @ 23'	ND<8.8	ND<22.4	ND<89.5	ND<0.0438	ND<0.0876	ND<0.0876	ND<0.263
<b>MTCA Method A Cleanup Level</b>	<b>100</b>	<b>2,000</b>	<b>2,000</b>	<b>0.03</b>	<b>7</b>	<b>6</b>	<b>9</b>

mg/kg: milligrams per kilogram (parts-per-million); µg/L: micrograms per liter (parts-per-billion);  
Shaded values exceed MTCA Method A cleanup levels. Please refer to Appendix C for the complete set of analytes and analytical results. NT: Not tested  
J: Estimated value below the lowest calibration point. Confidence correlates with concentration.

**Table 2: Summarized Groundwater Analytical Results**

Sample Number	Total Petroleum Hydrocarbons (µg/L)			BTEX (µg/L)			
	Gasoline-Range	Diesel-Range	Oil-Range	Benzene	Toluene	Ethylbenzene	Xylenes
B-2 GRAB	ND<50.0	NT	NT	ND<1.0	ND<1.0	ND<1.0	ND<3.0
B-4 GRAB	4,070	0.36	ND<0.40	1.2	ND<1.0	ND<1.0	ND<3.0
B-5 GRAB	413	0.19	ND<0.38	ND<1.0	ND<1.0	ND<1.0	ND<3.0
<b>MTCA Method A Cleanup Level</b>	<b>800</b>	<b>500</b>	<b>500</b>	<b>5</b>	<b>1,000</b>	<b>700</b>	<b>1,000</b>

Note: Only those VOCs detected in at least one of the samples are included on the table.

µg/L: micrograms per liter (parts-per-billion); NT: Not tested.

Shaded values exceed MTCA Method A cleanup levels. Please refer to Appendix C for the complete set of analytes and analytical results.

J: Estimated value below the lowest calibration point. Confidence correlates with concentration.

### 3.3 Quality Assurance/Quality Control Results

The analytical results for the current investigation were checked for completeness immediately upon receipt from the laboratory to ensure that data and QA/QC information requested were present. Data quality was assessed by considering hold times, surrogate recovery, method blanks, matrix spike and matrix spike duplicate (MS/MSD) recovery, and detection limits. QA/QC review was completed using guidance described in *USEPA Contract Laboratory Program National Functional Guidelines for Superfund Organic Methods Data Review* (Draft Final, USEPA, 2005). Our evaluation assumes that the QA/QC is correct as reported by the laboratory, and merely provides an interpretation of the QA/QC results.

Hold Times. All analyses were completed within specified hold times.

Surrogate Recoveries. All surrogate recoveries were within laboratory limits.

Method Blanks. No analytes were detected in any of the laboratory method blanks.

MS/MSD Results. MS and MSD recoveries were all within laboratory limits, and Relative Percent Differences (RPDs) between MS and MSD recoveries were all within laboratory limits.

Laboratory Reporting Limits. The laboratory reported the analytical results with respect to the laboratory reporting limit. The laboratory reporting limit is the lowest concentration that can be reliably measured within specified limits of precision and accuracy.

Based upon our interpretation of quality control information provided by the laboratories, it is our opinion that the overall dataset is useable as qualified for the purposes of this Limited Site Investigation.

## 4.0 FINDINGS AND DISCUSSION

Terracon completed a LSI at the Downtown Dennis LLC site in Everett, Washington. A total of six soil borings were advanced in areas near the locations of former USTs. The purpose of the investigation was to evaluate the potential for subsurface petroleum hydrocarbon impacts to soil and/or groundwater as a result of undocumented releases from the former USTs.

A total of 17 soil samples and three groundwater samples were collected from the on-site borings and submitted to a Washington State-certified laboratory for analyses. The analytical results were compared to the MTCA Method A cleanup levels.

The findings of this report are as follows:

- Gasoline-range TPH above the MTCA Method A cleanup level of 100 mg/kg was detected in two soil samples from Boring B-4, reportedly located within the former tank excavation cavity of the 1,000-gallon heating oil tank near the southwestern portion of the building. The concentrations were 2,190 mg/kg at a depth of 6 ½ feet and 105 mg/kg at a depth of 18 feet. The sample from a depth of 8 feet did not detect TPH. However, as discussed below, groundwater encountered in this boring at a depth of 17 feet contained elevated concentrations of petroleum hydrocarbons.
- Gasoline-range TPH was detected below the MTCA Method A cleanup level at 8.5 mg/kg in boring B-5 at a depth of 8 feet.
- Diesel range TPH was detected in one soil sample from boring B-4 at a depth of 6½ feet. The concentration was reported at 65.3 mg/kg which is below the MTCA Method A cleanup level of 2,000 mg/kg. Diesel-range TPH was not detected above the laboratory reporting limit in the other samples analyzed.
- Ethylbenzene was detected in a soil sample collected from 6½ feet in boring B-4 at a concentration of 0.107 mg/kg. This is below the MTCA Method A cleanup level. BTEX compounds were not detected above the laboratory reporting limit in the other soil samples analyzed.
- As discussed previously, gasoline-range TPH above the MTCA A cleanup level was detected in the groundwater sample from boring B-4. The reported concentration of 4,070 ug/l exceeds the cleanup level established at 800 ug/l.

- Gasoline-range TPH was detected below the MTCA Method A cleanup standard at 413 ug/l in the groundwater sample from boring B-5.
- Diesel-range TPH was detected below the MTCA Method A cleanup level in groundwater samples from borings B-4 and B-5 at 0.36 ug/l and 0.19 ug/l respectively.
- Benzene was detected below the MTCA Method A cleanup level in the groundwater sample from boring B-4 at 1.2 ug/l. BTEX compounds were not detected above the laboratory reporting limit in any of the other groundwater samples analyzed.
- Oil-range TPH was not detected above laboratory reporting limits in any of the groundwater or soil samples analyzed.

Based on the laboratory results, it appears that the soil and groundwater near the former 1,000-gallon UST has been impacted by gasoline-range TPH above the respective MTCA cleanup levels. Because the 1,000-gallon UST was reportedly used for heating oil, it is suspected that the gasoline-range TPH source is associated with the former 500-gallon UST located to the north-northeast of boring B-4, and in an inferred hydrogeologic up-gradient position relative to this boring.

As discussed previously, it appears that groundwater observed within the soil borings may be perched. Groundwater was observed at a depth of 17 feet in boring B-4, at approximately the same elevation as the deeper soil impacts in this boring. Although perched groundwater was not observed at shallower depths, a likely perched groundwater zone was observed within boring B-5 at a depth of approximately 6 ½ feet below grade surface. The soil samples collected at approximately the same depth from borings B-4 and B-5 contained elevated concentrations of gasoline-range TPH. This may suggest that the gasoline-range impacts in soil samples from B-4 are a result of intermittent perched groundwater impacted with petroleum hydrocarbons that is impacting site soil and originating from the former on-site gasoline UST location.

## 5.0 RECOMMENDATIONS

Based on the information discussed above it appears that soil and groundwater has been impacted with gasoline-range TPH above Washington State MTCA cleanup levels. WAC 173-340-300(2)(a) states:

*“Any owner or operator who has information that a hazardous substance has been released to the environment at the owner or operator’s and may be a threat to human health and the environment shall report such information to the department within ninety days of discovery.”*

Terracon recommends that information regarding the findings of this report be submitted to the Department of Ecology and that further investigation be undertaken to identify the nature and

extent of the contaminated groundwater. Given that the groundwater samples were collected from temporary sampling points, Terracon recommends that dedicated groundwater monitoring wells be installed on-site and surveyed in an effort to more accurately characterize groundwater conditions and local hydrogeologic migration directions. Furthermore, given the location of the plume to the south of the site, a subsurface investigation within the site structure, including a soil vapor assessment, appears warranted.

**United States Bankruptcy Court**  
**Western District of Washington**

In re Downtown Dennis Real Estate LLC

Debtor(s)

Case No. \_\_\_\_\_

Chapter

11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>Flagstar Bank 5151 Corporate DR Troy, MI 48098</b>	<b>Flagstar Bank 5151 Corporate DR Troy, MI 48098</b>	<b>997 Goat Trail Loop RD Mukilteo WA 98257 2012 Snohomish County tax assessed value</b>		<b>324,000.00  (309,300.00 secured)</b>
<b>Slater Tenaglia Friz &amp; Hunt PA PO Box 5476 Mount Laurel, NJ 08054</b>	<b>Slater Tenaglia Friz &amp; Hunt PA PO Box 5476 Mount Laurel, NJ 08054</b>	<b>Liberty Northwest</b>		<b>429.99</b>
<b>Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201</b>	<b>Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201</b>	<b>2213 Everett AVE, Everett 2010 property taxes</b>		<b>4,589.49</b>
<b>Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201</b>	<b>Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201</b>	<b>2213 Everett AVE, Everett 2011 property taxes</b>		<b>4,061.03</b>
<b>Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201</b>	<b>Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201</b>	<b>2213 Everett AVE, Everett 2012 property taxes</b>		<b>3,728.64</b>
<b>Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201</b>	<b>Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201</b>	<b>2010 property taxes</b>		<b>3,536.94</b>
<b>Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201</b>	<b>Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201</b>	<b>2011 property taxes</b>		<b>3,433.20</b>
<b>Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201</b>	<b>Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201</b>	<b>2012 property taxes</b>		<b>3,014.59</b>

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	2012 Property taxes - 2nd half 997 Goat trail Loop RD Mukilteo WA		1,679.22
Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	2010 Property taxes 2201 Everett AVE Everett WA		12,950.46
Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	2011 Property taxes 2201 Everett AVE Everett WA		12,525.95
Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	2012 property taxes 2201 Everett AVE Everett WA		11,625.02
Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	2010 property taxes 2207 Everett AVE Everett WA		8,266.87
Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	2011 property taxes 2207 Everett AVE Everett WA		8,083.96
Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	Snohomish County Assessor 3000 Rockefeller AVE MS510 Everett, WA 98201	2012 property taxes 2207 Everett AVE Everett WA		7,342.11
Union Bank PO Box 30115 Los Angeles, CA 90030	Union Bank PO Box 30115 Los Angeles, CA 90030			921,209.80 (0.00 secured)
Union Bank PO Box 30115 Los Angeles, CA 90030	Union Bank PO Box 30115 Los Angeles, CA 90030			282,684.68 (0.00 secured)

In re Downtown Dennis Real Estate LLC  
Debtor(s)

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date September 24, 2012

Signature /s/ Dennis Wagner  
**Dennis Wagner**  
**Manager**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.



FLAGSTAR BANK  
5151 CORPORATE DR  
TROY, MI 48098

SLATER TENAGLIA FRIZ & HUNT PA  
PO BOX 5476  
MOUNT LAUREL, NJ 08054

SNOHOMISH COUNTY ASSESSOR  
3000 ROCKEFELLER AVE MS510  
EVERETT, WA 98201

UNION BANK  
PO BOX 30115  
LOS ANGELES, CA 90030

**United States Bankruptcy Court  
Western District of Washington**

In re Downtown Dennis Real Estate LLC

Debtor(s)

Case No. \_\_\_\_\_  
Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Downtown Dennis Real Estate LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

**September 24, 2012**

Date

**/s/ Robert A. Garrison**

**Robert A. Garrison 7349**

Signature of Attorney or Litigant

Counsel for Downtown Dennis Real Estate LLC

**GSJONES LAW GROUP, P.S.**

**1155 Bethel Avenue**

**Port Orchard, WA 98366**

**360-876-9221 Fax:360-876-5097**