

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

ZERVOS THREE, INC.,)
)
 Petitioner,)
)
 v.)
)
 ILLINOIS ENVIRONMENTAL)
 PROTECTION AGENCY,)
)
 Respondent.)

RECEIVED
CLERK'S OFFICE
MAR 07 2011
STATE OF ILLINOIS
Pollution Control Board

PCB 10-54
(UST Fund Appeal)

NOTICE OF FILING

To: See Attached Service List

PLEASE TAKE NOTICE that on March 7, 2011, we filed with the Office of the Clerk of the Illinois Pollution Control Board, Petitioner's **Motion for Authorization of Payment of Attorneys' and Experts' Fees as Costs of Corrective Action**, a copy of which is herewith served upon you.

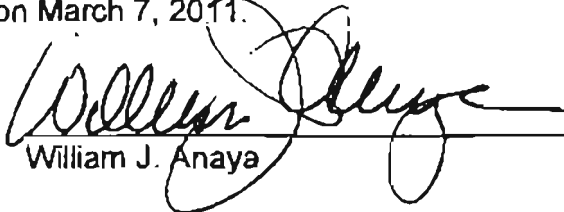
Respectfully submitted,

ZERVOS THREE, INC.

By: 
One of its Attorneys

CERTIFICATE OF SERVICE

I, William J. Anaya, certify that I served the foregoing Notice of Filing and document referred to therein upon the parties listed on the attached Service List via U.S. Mail before the hour of 5:00 p.m. on March 7, 2011.


William J. Anaya

William J. Anaya
Raymond M. Krauze
Armstein & Lehr LLP
120 South Riverside Plaza, Suite 1200
Chicago, IL 60606
Phone: (312) 876-7100

Service List

Pollution Control Board, Attn: Clerk
100 West Randolph Street
James R. Thompson Center, Suite 11-500
Chicago, Illinois 60601-3218

Division of Legal Counsel
Illinois Environmental Protection Agency
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276

Illinois Environmental Protection Agency, Bureau of Land
Attn: Melanie Jarvis
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276

Illinois Environmental Protection Agency, Bureau of Land
Attn: Michael Piggush
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276

Bradley P. Halloran, Hearing Officer
Illinois Pollution Control Board
James R. Thompson Center, Suite 11-500
100 West Randolph Street
Chicago, Illinois 60601-3218

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

ZERVOS THREE, INC.,)
)
 Petitioner,)
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 ILLINOIS ENVIRONMENTAL)
 PROTECTION AGENCY,)
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PCB 10-54
(LUST FUND APPEAL)

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STATE OF ILLINOIS
Pollution Control Board

MOTION FOR AUTHORIZATION OF PAYMENT
OF ATTORNEYS' AND EXPERTS' FEES AS COSTS OF CORRECTIVE ACTION

NOW COMES, Petitioner, ZERVOS THREE, INC. ("Petitioner"), by counsel, William J. Anaya and Raymond M. Krauze of Arnstein & Lehr LLP, and pursuant to Section 57.8(l) of the Illinois Environmental Protection Act, 415 ILCS 5/57.8(l), and the Illinois Pollution Control Board's (the "Board") January 20, 2011 Interim Opinion and Order ("January 20th Order"), hereby moves the Board for authorization to pay of legal and expert's fees costs from the Underground Storage Tank Fund. In support, Petitioner states as follows:

1. On January 25, 2010, Petitioner filed a Petition for Review of the Illinois Environmental Protection Agency's (the "Agency") December 2009 denial of Petitioner's request for reimbursement of corrective action costs in the amount of \$97,049.28 from the Illinois Underground Storage Tank Fund ("UST Fund").

2. On February 4, 2010, the Board accepted Petitioner's Petition for Review and ordered the Agency to file the entire Administrative Record in this cause.

3. After the Agency failed to timely file the Administrative Record, Petitioner moved for default, or, in the alternative, for Sanctions ("Motion for Default") on March 4, 2010.

4. On March 25, 2010, the Agency filed the Administrative Record in this cause, therein providing an administrative record with thousands of pages and covering action at the Site covering more than 21 years.

5. On April 15, 2010 the Board denied Petitioner's Motion for Default.

6. On August 30, 2010, Petitioner and the Agency filed cross motions for summary judgment based on a Joint Stipulation of Facts which included all of the evidence in the Administrative Record. Thereafter, the parties filed responses to the respective motions for summary judgment pending against their interests. Thereafter, the parties declined the opportunity to present reply briefs, to the extent that the issues had been briefed adequately in the respective motions and responses before the Board.

7. On January 20, 2011, the Board granted Petitioner's Motion For Summary Judgment and denied the Agency's motion. In the January 20, 2011 Order, the Board determined, *inter alia*, that Petitioner was entitled to reimbursement of its entire claim of \$97,049.28 from the UST Fund, and rejected the Agency's position that the Petitioner's election to proceed as owner was not timely. As part of its January 20th Order, the Board directed the Petitioner to file a statement of its legal costs eligible for reimbursement.

8. A request for reimbursement of attorney fees from the UST Fund is properly brought as a motion for modification of a final Board order. *Ted Harrison Oil Co. v. IEPA*, PCB 99-127 (Oct. 16, 2003). *See also Touchdown Sportswear, Inc. v.*

Hickory Point Mall Co., 165 Ill. App. 3d 72, 73 (4th Dist. 1987) (holding that since the court must first identify the prevailing party, attorney-fee petition is properly brought as a post-judgment motion).

9. Section 57.8(l) of the Act states:

Corrective action does not include legal defense costs. Legal defense costs include legal costs for seeking payment under this Title unless the owner or operator prevails before the Board in which case the Board may authorize payment of legal fees.

415 ILCS 5/57.8(1).

10. "A prevailing party, for purposes of awarding attorney fees, is one that is successful on a significant issue and achieves some benefit in bringing suit." *J.B. Esker & Sons, Inc. Cle-Pa's P'ship*, 325 Ill. App. 3d 276, 280 (5th Dist. 2001).

11. In the present instance, Petitioner is the prevailing party within the scope of Section 57.8(l) of the Act. On December 21, 2009, the Agency denied Petitioner's Application for Reimbursement of corrective action costs from the UST Fund. Petitioner subsequently challenged the Agency's December 21, 2009 determination denying Petitioner reimbursement of \$97,049.28 in corrective action costs from the UST Fund. On January 20, 2011, the Board concluded that Petitioner was entitled to have its application for reimbursement approved by operation of law and directed the Agency to reimburse Petitioner in the full amount of \$97,049.28. The Board concluded that Petitioner had "prevailed before the Board for purposes of Section 57.8(l) of the Act." *Zervos*, slip op. at 34 (January 20, 2011).

12. Because the Act provides for the reimbursement of legal fees incurred in prevailing before the Board, it constitutes a "fee-shifting" statute. See *Brundidge, et al. v. Glendale Fed. Bank, F.S.B.*, 168 Ill.2d 235, 245 (1995). Fee-shifting statutes are

intended to encourage litigation by providing, as part of the relief awarded, payment of the costs of maintaining the action, including attorney fees. *Chicago v. Illinois Commerce Comm'n*, 187 Ill. App. 3d 468, 470 (1st Dist. 1989). The award of legal fees is within the discretionary powers of the Board. *Illinois Ayers Oil Co. v. IEPA*, PCB 03-214, slip op. at 8 (Aug. 5, 2004).

13. In determining whether to exercise its discretion to authorize payment, the Board considers the reasonableness of the requested legal fees and costs. *Prime Location Properties, LLC v. IEPA*, PCB No. 09-67, slip op. at 4 (Nov. 5, 2009). The party seeking reimbursement has the burden of presenting sufficient evidence with which the Board can determine the reasonableness of the fees. *Prime Location*, slip op. at 4, citing *J.B. Esker & Sons*, 325 Ill. App. 3d at 283. A party "must set forth with specificity the legal services, an itemization of the time expended for the individual service, and the hourly rate charged. *Dickerson Petroleum, Inc. v. IEPA*, PCB 09-87/PCB 10-5 (Consolidated), slip op. at 7 (Dec. 2, 2010). A fee award includes the cost incurred seeking a fee award. See *Citizens Organizing Project v. IDNR*, 189 Ill.2d 593, 599 (2000).

14. In determining whether the requested fees and costs are reasonable, the Board may also consider the entire record and its experience and knowledge of the case in assessing whether the charges are reasonable. *Dickerson Petroleum*, slip op. at 7.

15. The Board has previously addressed the ability of a petitioner to be reimbursed for its legal expenses when appealing Agency decisions under the UST Fund. In *Illinois Ayers Oil Co. vs. Illinois Environmental Protection Agency*, the

petitioner appealed the Agency's rejection of its corrective action plan and budget. The Board reversed the Agency and found that the petitioner was entitled to all of its legal expenses. *Id.*, slip op. at 9-10. Similarly, in *Swift-T-Food Mart vs. Illinois Environmental Protection Agency*, PCB 03-185 (August 19, 2004), the Board awarded the petitioner all of its attorneys' fees after the Board reversed the Agency's order denying reimbursement of requested costs of corrective action. Slip op. at 2-4. See also *Ted Hamison Oil*, (finding that petitioner was entitled to reimbursement of all its attorneys fees after petitioner prevailed on its appeal of Agency's determination denying reimbursement).

16. In support of its request, Petitioner attaches the Affidavit of William J. Anaya, documenting the legal fees and costs in this matter of \$72,400.50 and \$947.38 in costs. In addition, Petitioner attaches the Affidavit of Thomas Dishno of Superior Environmental Corporation, documenting the consulting fees and costs incurred in supporting Petitioner's claim for reimbursement from the UST Fund of \$10,294.04. True and correct copies of the Affidavit of William J. Anaya and Thomas Dishno are attached and incorporated herein as Exhibits A and B, respectively.

17. The Affidavits of William J. Anaya and Thomas Dishno, submitted on behalf of the Petitioner, provide sufficient evidentiary support from which the Board can determine the reasonableness of the requested fees and costs. With respect to the affidavit of Mr. Anaya, the affidavit and supporting exhibits specify the legal services provided, the identity of the attorney providing the legal services, an itemization of the time expended for the individual service, and the hourly rate charge. See Ex. A.

Similarly, Mr. Dishno's affidavit and supporting exhibits specify the services provided, an itemization of the time expended, and the hourly rate charge. See Ex. B.

18. Moreover, Petitioner's summary of fees and costs are similar in specificity to the information provided by the petitioners in *Illinois Ayers*, *Swif-T*, and *Dickerson Petroleum*. In *Illinois Ayers*, the petitioner requested reimbursement of \$42,744.50 in legal fees and \$1,711.99 in costs, which the Board directed the Agency to pay. *Illinois Ayers*, slip op. at 10. In *Swif-T*, the petitioner requested reimbursement of \$10,862.50 in legal fees and \$428.87 in costs, which the Board directed the Agency to pay. *Swif-T*, slip op. at 3. Finally, in *Dickerson Petroleum*, the petitioner requested reimbursement of \$52,343.00 in legal fees and \$676.29 in costs, which the Board directed the Agency to pay. *Dickerson Petroleum*, slip op. at 9.

19. Finally, the Board should also consider the entire record in this matter. Unlike most cases that come before the Board, this particular matter dates back to May of 1991 when a petroleum release was first reported at the site in question. In the course of representing Petitioner's claim, counsel for Petitioner was required to review and analyze twenty (20) years of administrative correspondence, reports and proceedings related to the site – a record that is extensively detailed in the Board's January 20, 2011 Opinion. See *Zervos*, slip op. 2-11. In addition, in order to answer a specific question raised by the Agency concerning the concrete expense included in Petitioner's claim for reimbursement, counsel was required to review earlier reimbursement requests submitted by the previous owner, the previous owner's supporting technical reports and the Agency's responses in order to properly respond to the Agency's denial of the concrete expense. None of that information had been

generated by, or generally known, to Petitioner. Rather, all of that information was readily available to the Agency in the Administrative Record kept and maintained by the Agency.

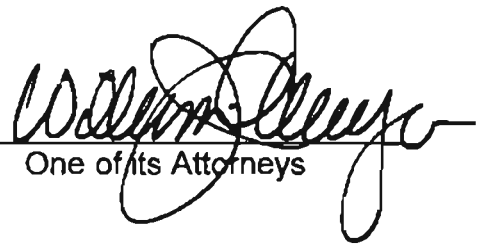
20. In conclusion, Petitioner is entitled to its attorneys' fees and costs. Petitioner is a prevailing party within the scope of Section 57.8(l) of the Act. The Board concluded that Petitioner prevailed before the Board for the purposes of Section 57.8(l). Petitioner has provided specific evidentiary material to support an award of attorneys' fees and costs. Therefore, the Board should exercise its discretion and direct the Agency to pay Petitioner's fees and costs.

WHEREFORE, Petitioner, ZERVOS THREE, INC., requests that the Board grant its Motion for Authorization of Payment of Legal Fees, authorize payment of such fees and costs from the UST Fund in the amount of \$83,641.92, and for such other relief as the Board deems just and appropriate.

Dated: March 7, 2011

Respectfully submitted,

ZERVOS THREE, INC.,
Petitioner

By: 
One of its Attorneys

William J. Anaya
Raymond M. Krauze
Arnstein & Lehr, LLP
120 South Riverside Plaza, Suite 1200
Chicago, Illinois 60606-3910
Telephone: (312) 876-7100

9413904.1

Exhibit A

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

ZERVOS THREE, INC.,)	
)	
Petitioner,)	
)	
v.)	PCB 10-54
)	(LUST FUND APPEAL)
ILLINOIS ENVIRONMENTAL)	
PROTECTION AGENCY,)	
)	
Respondent.)	

AFFIDAVIT OF WILLIAM J. ANAYA

I, William J. Anaya, being first duly sworn upon oath, state that I have personal knowledge of the following facts and that if called to testify herein, I will truthfully attest to the truth of the following statements:

1. I am an attorney licensed to practice law, in good standing, in the State of Illinois and State of Indiana.

2. I received my law degree from Indiana University School of Law in 1981. I have been a licensed attorney in the States of Illinois and Indiana for the past 29 years.

3. I have handled environmental litigation matters for 29 years in a variety of federal and state courts as well as before various administrative agencies and boards.

4. I am the attorney of record for Petitioner, Zervos Three, Inc. ("Zervos") in the case captioned, *Zervos Three, Inc. v. Illinois Environmental Protection Agency*, PCB 10-54.

5. Since 1990, I have concentrated my practice in environmental law and litigation.

6. Zervos was referred to me by local counsel who recognized my experience in environmental law, Board Rules and Procedures, the UST Fund, the

Illinois Environmental Protection Act and representing clients in matters pending before state and federal administrative agencies, including, without limitation, the Illinois Environmental Protection Agency, in various forums.

7. For an agreement to pay my fee and costs, I offered to represent Zervos in the Petition for Review of the Illinois Environmental Protection Agency's December 21, 2009 determination denying Zervos' request for reimbursement of corrective action costs from the Illinois Underground Storage Tank Fund ("UST Fund"). Currently, I do not represent Zervos on any other matter.

8. My hourly rate for representing clients in administrative actions against Illinois EPA is \$410 per hour. I also request that clients in similar situations pay or reimburse me for the costs incurred in properly representing them. I have represented similar clients in similar matters for over 20 years, and I have charged similar rates and costs to clients with similar requests for approximately 5 years. My rate and my terms are consistent with, and do not exceed the prevailing billing rates for legal services and costs in the Chicago legal community for attorneys with similar background and experience.

9. In January 2010, Zervos retained me accordingly to represent it in the above-captioned litigation. My work on this matter began in January 2010. At immediate issue was the statutory deadline imposed on appeals to the Board from adverse administrative decisions and the Agency's apparent reluctance to extend the deadline.

10. Failing to obtain an extension, and on short notice, we consulted the rules and procedures adopted by the Board, and prepared and filed a timely petition seeking

the Board's review of the Agency's earlier and final denial of Petitioner's claim for reimbursement from the UST Fund. We filed the Petition in proper form on January 25, 2010 and the Board accepted the Petition on February 4, 2010.

11. Evidence in appeals from final adverse agency action seeking relief from the UST Fund is limited to matters disclosed within the Agency's Administrative Record. On February 4, 2010, the Board ordered the Agency to file its Administrative Record in this cause so that the parties and the Board could review the propriety of the Agency's denial of Zervos' claim for reimbursement from the UST Fund. To the extent that the Petitioner had sought reimbursement from the UST Fund as the current owner of an otherwise eligible site based on activities performed by a predecessor in title to the site in response to an historic release based on a recent amendment to the statute, a detailed review of the Administrative Record was necessary in order to determine the propriety of Petitioner's claim for reimbursement.

12. All of the historic information necessary to respond to the Agency's denial of Zervos' claim for reimbursement from the UST Fund was in the Administrative Record.

13. The Agency was late in filing the Administrative Record on time, and Petitioner sought to compel the Agency to file the Administrative Record by motion to the Board. On March 25, 2010, the Agency filed the Administrative Record containing thousands of pages of text, reports, correspondence, data and exhibits, spanning a period from 1991 to 2009, and the Board denied Petitioner's request for sanctions.

14. Thereafter, Petitioner and the Agency concluded that the dispute was between the Agency and Petitioner was a question of law concerning the application of

the statute following a recent amendment, and that the facts were generally not in dispute. Petitioner prepared a Stipulation of Facts wherein the parties acknowledged the jurisdictional facts alleged in the Petition and the facts reported and found in the Administrative Record, and sought the Board's interpretation of the recently-amended statute: Specifically, was Petitioner eligible to seek reimbursement from the UST Fund as a subsequent owner, even though Petitioner submitted the written election to be bound by Title XVI of the Illinois Environmental Protection Act to the Agency following the completion of the otherwise reimbursable expenses.

15. Petitioner's appeal presented an issue of first impression to the Board, and involved a detailed review of the Administrative Record in order to establish the statutory elements necessary for a new owner to access the UST Fund. Specifically, a new owner, who was not subject to the requirements described at Title XVI of the Illinois Environmental Protection Act, was not entitled to access the UST Fund unless the new owner could prove that the site is one that had contained one or more registered underground storage tanks that had been removed, and for which previous corrective action had not resulted in the issuance of a "No Further Remediation" letter from the Illinois Environmental Protection Agency. If those elements are proved and if the new owner elects to be regulated pursuant to Title XVI of the Illinois Environmental Protection Act by providing notice to the Illinois EPA, then the new owner is eligible for reimbursement from the UST Fund for otherwise reimbursable expenses.

16. The Agency argued that the new owner was required to provide the Agency with notice of the election to proceed under Title XVI of the Illinois Environmental Protection Act before a new owner could incur the reimbursable

corrective action costs. Petitioner disagreed, and argued that the new owner needed only to accept the burden of Title XVII and perform reimbursable activities.

17. While the Illinois Environmental Protection Agency was willing to stipulate to some key facts, the Agency was not willing to stipulate to the specific facts identified in the statute. Rather, the Agency stipulated only to those other facts that were available from the Administrative Record.

18. Thereafter, the parties briefed cross motions for summary judgment, and each prepared responses to the other's motion. In order to save time and expense, the parties agreed that no further briefing was necessary.

19. The Board acknowledged that the facts disclosed in the Administrative Record and briefs were sufficient and satisfactory to decide the question of law presented. On January 20, 2011 the Board determined that Petitioner was entitled to the relief requested and recited in the Order, 10 single-spaced pages of historical facts from the Administrative Record that were necessary to support its final decision. Clearly the facts were lengthy and complicated, and the question was novel, and without precedent.

20. Between January 2010 and January 2011, I was the supervising attorney for this litigation. During that time, I assigned two associates, Robert A. McKenzie and Raymond M. Krauze, and two paralegals, John C. Fuller and Sarah D. Ryczek, to work on this case. The standard hourly rate for Mr. McKenzie was \$265. The standard hourly rate for Mr. Krauze was \$345. The standard hourly rate for Mr. Fuller was \$240. The standard hourly rate for Ms. Ryczek was \$200. Mr. McKenzie and Mr. Krauze have been licensed to practice law in Illinois for three and seven years, respectively. These

rates are consistent with, and not more than the prevailing billing rates for legal services in the Chicago legal community for attorneys with similar background and experience.

21. I have personal knowledge as to the office procedures of Arnstein & Lehr LLP concerning recording of daily time, its entry on the computer system together with the record retention procedures of the firm. The law firm of Arnstein & Lehr LLP has, throughout its representations pertinent to this matter, employed a time keeping system under which each attorney makes daily notations as to his and her activities on behalf of the client. The information set forth in these daily notations is entered in a computer system.

22. According to the records of Arnstein & Lehr LLP kept and maintained as aforesaid, the attorneys and paralegal assistants designated below have devoted hours and representation of Zervos in connection with this litigation as follows:

- a. William J. Anaya 144.1 hrs @ \$410.00 = \$59,081
- b. Robert A. McKenzie 16.8 hrs @ \$265.00 = \$4,452
- c. Raymond M. Krauze 23.5 hrs @ \$345.00 = \$8,107.50
- d. John C. Fuller (paralegal) 2.75 hrs @ \$240.00 = \$660
- e. Sarah D. Ryczek (paralegal).50 hrs @ \$200.00 = \$100

The above time relates solely to this UST Fund reimbursement case.

23. I have attached true and correct copies of the billing statements my law firm issued to Zervos. Said copies are attached and incorporated herein as Group Exhibit A.

24. Group Exhibit A describes work performed and the costs incurred between January 2010 and January 2011. The attorneys' fees and costs incurred for this time

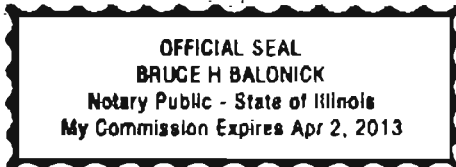
total \$72,400.50 in fees and \$947.38 in costs. Group Exhibit A indicates that during this time, Robert A. McKenzie, Raymond M. Krauze, and I represented Zervos in its Petition for Review of the Agency's December 21, 2009 determination to deny Zervos request for reimbursement of corrective action costs. That work included, but was not limited to: reviewing the Agency's December 21, 2009 determination; reviewing the administrative record in detail; researching and analyzing both the factual and legal matters related to Zervos' Petition for Review; drafting and revising the Petition for Review; correspondence with Zervos as well as counsel for the Agency regarding the Petition for Review; drafting and revising a motion for default that was necessitated by the Agency's inability to file the Administrative Record as ordered by the Board in its February 4, 2010 Order; participating in person and by teleconference in Board mandated conferences; reviewing hearing officer and Board orders; conferring with counsel for the Agency on a number of items including the joint stipulation of facts that was filed in connection with the parties' motions for summary judgment; researching and analyzing legal matters related to the motions for summary judgment filed by Zervos and the Agency; drafting and revising both the motion for summary judgment and the response to the Agency's motion for summary judgment; and preparing a motion for authorization of payment of attorneys fees.


25. In preparing this affidavit in support of Zervos' Motion for Authorization of Payment of Attorneys' Fees, I have reviewed each of the billing statements attached as part of Group Exhibit A, and I have concluded that each entry is fair and reasonable and necessary for the proper prosecution of Zervos' claim in this matter.

26. All of the time entries that are included in the billing statements attached as Group Exhibit A are solely related to this matter and were reasonably necessary in representing Zervos in its Petition for Review of the Illinois Environmental Agency's December 21, 2009 determination to deny Zervos' request for reimbursement of corrective action costs from the UST Fund.


27. Based on my knowledge of the general legal community in the Chicago area regarding billing practices and rates, and having contracted for legal services with attorneys in such communities, it is my belief that the hourly rates and costs represented herein are fair and reasonable.

FURTHER AFFIANT SAITH NAUGHT.




William J. Anaya

SUBSCRIBED and SWORN to
Before me this 7th day of March, 2011



Notary Public

Exhibit A

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

February 9, 2010

Invoice: 845218

Page 1

WJA

Our Matter # 36905-0001

ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH January 31, 2010

01/22/10	DRAFT POLLUTION CONTROL BOARD PETITION, RESEARCH RE: LEAKING UST FUND CLAIMS, DEFINITION OF OWNER, RESEARCH RE: 415 ILCS 5/22.18 AND REPEAL OF SAME. ROBERT A MCKENZIE	1.50 hr.
01/22/10	EXTENDED TELEPHONE CONFERENCE WITH MR. DISHNO; REVIEW AND ANALYZE FINAL AGENCY DECISION; REVIEW AND ANALYZE APPEAL PROCESS; CONFERENCE WITH R.A. MCKENZIE; EXTENDED TELEPHONE CONFERENCE WITH MR. DISHNO. WILLIAM J. ANAYA	2.30 hr.
01/25/10	MEETING IN OFFICE WITH W. ANAYA RE: FINAL DRAFT OF COMPLAINT. ROBERT A MCKENZIE	0.20 hr.
01/25/10	REVIEW / REDRAFT COMPLAINT, ASSEMBLE EXHIBITS, FILE SAME WITH ILLINOIS POLLUTION CONTROL BOARD. ROBERT A MCKENZIE	1.30 hr.
01/25/10	DETAILED REVIEW AND PREPARE SUBSTANTIAL REVISIONS TO DRAFT PETITION FOR REVIEW OF LUST DENIAL; ADDITIONAL RESEARCH REGARDING STATUTORY BASIS FOR DENIAL/CLAIM ON APPEAL. WILLIAM J. ANAYA	4.70 hr.
01/26/10	REVIEWING POLLUTION CONTROL BOARD CLERK'S WEBSITE RE: EXHIBITS FILED WITH COMPLAINT. ROBERT A MCKENZIE	0.25 hr.
01/26/10	PREPARE STATUS LETTER TO CLIENT AND SUPERIOR ENVIRONMENTAL. WILLIAM J. ANAYA	3.10 hr.
01/29/10	TELEPHONE CONFERENCE WITH COUNSEL AT ILLINOIS ENVIRONMENTAL PROTECTION AGENCY REGARDING ISSUES RAISED IN PETITION. WILLIAM J. ANAYA	0.20 hr.

LAW OFFICES
ARNSTEIN & LEHR LLP
 120 S. RIVERSIDE PLAZA - SUITE 1200
 CHICAGO, ILLINOIS 60606-3910
 (312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
 ATTN: MR. TOM DISHNO
 1128 FRANKLIN ST.
 MARNE MI 49435

February 9, 2010

Invoice: 845218

Page 2

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/hr</u>	<u>Amount</u>
ROBERT A MCKENZIE	3.25	265.00	861.25
WILLIAM J. ANAYA	10.30	410.00	4,223.00
TOTAL	13.55		\$5,084.25

Total Fees for Professional Services 5,084.25

REIMBURSABLE COSTS

ILLINOIS POLLUTION CONTROL BOARD; FILING FEE RE; ZERVOS THREE INC	75.00
PHOTOCOPY CHARGES	0.20
	75.20
Total Reimbursable Costs	75.20

Application of retainer. (\$5,000.00)

TOTALS FOR THIS MATTER

Fees For Professional Services	5,084.25
Reimbursable Costs	75.20
Less Credits and Adjustments	(5,000.00)
NET CURRENT BILLING FOR THIS MATTER	\$159.45
TOTAL DUE FOR THIS MATTER	\$159.45

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 878-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

March 5, 2010

Invoice: 847710

Page 1

WJA

Our Matter # 36905-0001 ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH February 28, 2010

02/09/10	REVIEW IPCB DOCKET RE: FILING DATE / ANSWER DUE DATE. ROBERT A MCKENZIE	0.50 hr.
02/09/10	REVIEW ILLINOIS POLLUTION CONTROL BOARD ORDER ACCEPTING REVIEW OF ZERVOS APPEAL; REVIEW EMAIL MESSAGE FROM MR. DISHNO; PREPARE EMAIL STATUS MESSAGE REGARDING THE STATUS OF APPEAL. WILLIAM J. ANAYA	2.30 hr.
02/24/10	REVIEW FILE REGARDING DOCKET DATE; CONFERENCE WITH R.A. MCKENZIE AND DOCKET CLERK AT ILLINOIS POLLUTION CONTROL BOARD. WILLIAM J. ANAYA	0.60 hr.
02/25/10	REVIEW ONLINE DOCKET AND TELEPHONE CALL TO CLERK RE: IEPA RECORD FILING. ROBERT A MCKENZIE	0.25 hr.
02/25/10	RESEARCH RE: SANCTIONS AGAINST STATE FOR FAILURE TO FILE RECORD. ROBERT A MCKENZIE	1.00 hr.

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
ROBERT A MCKENZIE	1.75	265.00	463.75
WILLIAM J. ANAYA	2.90	410.00	1,189.00
TOTAL	4.65		\$1,652.75

Total Fees for Professional Services 1,652.75

TOTALS FOR THIS MATTER

Prior Balance Brought Forward \$159.45

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

March 5, 2010

Invoice: 847710

Page 2

Fees For Professional Services	1,652.75
Reimbursable Costs	0.00
NET CURRENT BILLING FOR THIS MATTER	<u>\$1,652.75</u>
TOTAL DUE FOR THIS MATTER	\$1,812.20

EIN: 36-2041272

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

April 7, 2010

Invoice: 851075

Page 1

WJA

Our Matter # 36905-0001

ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH March 31, 2010

03/02/10	RESEARCH RE: SANCTIONS AGAINST IEPA; DRAFTING MOTION FOR DEFAULT JUDGMENT OR SANCTIONS; DRAFTING NOTICE OF FILING	
	ROBERT A MCKENZIE	1.75 hr.
03/02/10	REVIEW LAST ORDER FROM ILLINOIS POLLUTION CONTROL BOARD; TELEPHONE CONFERENCE WITH CLERK OF BOARD; REVIEW PROCEDURAL RULES FOR MATTERS PENDING FOR REVIEW; DETAILED REVIEW OF DRAFT MOTION FOR DEFAULT.	
	WILLIAM J. ANAYA	2.90 hr.
03/03/10	REVIEW EMAIL MESSAGE FROM MR. DISHNO; COMPLETE MOTION FOR DEFAULT AND ALTERNATIVE RELIEF.	
	WILLIAM J. ANAYA	2.10 hr.
03/04/10	FINAL REVISION OF MOTION FOR DEFAULT; FILING AND SEND NOTICE OF SAME	
	ROBERT A MCKENZIE	1.40 hr.
03/04/10	REVIEW NOTICE RE: METHOD OF SERVICE OF MOTION	
	ROBERT A MCKENZIE	0.10 hr.
03/04/10	REVIEW FINAL DRAFT PROVISIONS, FORWARD SAME TO MR. DISHNO.	
	WILLIAM J. ANAYA	0.90 hr.
03/09/10	EXTENDED TELEPHONE CONFERENCE WITH COUNSEL FOR ILLINOIS ENVIRONMENTAL PROTECTION AGENCY REGARDING PENDING APPLICATION, APPEAL AND MOTION FOR DEFAULT; PREPARE EMAIL MESSAGE TO MR. DISHNO.	
	WILLIAM J. ANAYA	1.30 hr.
03/10/10	REVIEWING EMAILS FROM W. ANAYA RE: MOTION TO DISMISS.	
	ROBERT A MCKENZIE	0.25 hr.
03/10/10	REVIEW/RESPOND TO MR. DISHNO'S EMAIL.	
	WILLIAM J. ANAYA	0.20 hr.

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

April 7, 2010

Invoice: 851075

Page 2

03/16/10	TELEPHONE CONFERENCE WITH W. ANAYA. ROBERT A MCKENZIE	0.25 hr.
03/17/10	REVIEW VOICE MAIL FROM HEARING OFFICER, RETURN CALL TO SAME. ROBERT A MCKENZIE	0.25 hr.
03/18/10	TELEPHONE STATUS HEARING WITH HEARING OFFICER HALLARAN. ROBERT A MCKENZIE	0.25 hr.
03/18/10	TELEPHONE CONFERENCE WITH W. ANAYA, DRAFT EMAIL TO W. ANAYA. ROBERT A MCKENZIE	0.25 hr.
03/18/10	ATTEND STATUS HEARING WITH HEARING OFFICER AND COUNSEL FOR ILLINOIS ENVIRONMENTAL PROTECTION AGENCY; EXTENDED TELEPHONE CONFERENCE WITH MR. DISHNO; ATTEND ADJOURNED STATUS CONFERENCE WITH COUNSEL FOR ILLINOIS ENVIRONMENTAL PROTECTION AGENCY AND HEARING OFFICER. WILLIAM J. ANAYA	2.40 hr.
03/19/10	DRAFTING FREEDOM OF INFORMATION REQUEST. ROBERT A MCKENZIE	0.75 hr.
03/19/10	DRAFT AND FILE WAIVER OF DECISION DEADLINE. ROBERT A MCKENZIE	0.50 hr.
03/19/10	REVIEW/REVISE NOTICE OF WAIVER (FOR 60 DAYS) OF DECISION DEADLINE. WILLIAM J. ANAYA	0.40 hr.
03/23/10	REVIEW HEARING OFFICER ORDER, CALL TO W. ANAYA. ROBERT A MCKENZIE	0.25 hr.
03/24/10	TELEPHONE CONFERENCE WITH COUNSEL FOR ILLINOIS ENVIRONMENTAL PROTECTION AGENCY REGARDING STATUS OF APPOINTMENT AND RECORD REVIEW. WILLIAM J. ANAYA	0.60 hr.
03/25/10	REVIEW ENTRY OF APPEARANCE AND FILING OF RECORD BY COUNSEL FOR ILLINOIS ENVIRONMENTAL PROTECTION AGENCY; INITIAL REVIEW OF RECORD ON APPEAL. WILLIAM J. ANAYA	0.90 hr.

LAW OFFICES

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Page 3

03/29/10 TRANSFER IEPA CD OF "CLARKOIL_1516" RECORDS TO SERVER; RUN "PETRIFICATION" TOOL ON 66 .PDF DOCUMENTS (1,382 PAGES) TO CONVERT TO QUASI-.TIFF IMAGE; BATCH PRINT DOCUMENTS AND PREPARE BINDERS FOR IEPA BUREAU OF LAND / IPCB APPEAL RECORDS.

JOHN C. FULLER 2.75 hr.

03/31/10 REVIEW POLLUTION CONTROL BOARD DOCKET, MEETING IN OFFICE WITH W. ANAYA.

ROBERT A MCKENZIE 0.25 hr.

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
JOHN C. FULLER	2.75	240.00	660.00
ROBERT A MCKENZIE	6.25	265.00	1,656.25
WILLIAM J. ANAYA	11.70	410.00	4,797.00
TOTAL	20.70		\$7,113.25

Total Fees for Professional Services 7,113.25

REIMBURSABLE COSTS

PHOTOCOPY CHARGES	36.40
SPECIAL POSTAGE/PRIORITY MAIL/EXPRESS MAIL CHARGES	12.98
Total Reimbursable Costs	49.38

TOTALS FOR THIS MATTER

Prior Balance Brought Forward	\$1,852.75
Fees For Professional Services	7,113.25
Reimbursable Costs	49.38
NET CURRENT BILLING FOR THIS MATTER	<u>\$7,162.63</u>

LAW OFFICES

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MARNE MI 49435

April 7, 2010

Invoice: 851075

Page 4

TOTAL DUE FOR THIS MATTER

\$8,815.38

EIN: 36-2041272

LAW OFFICES

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SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

May 11, 2010

Invoice: 854521

Page 1

WJA

Our Matter # 36905-0001

ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH April 30, 2010

01/25/10	9989 IRVING PARK ROAD-SCHILLER PARK - PHONE CONFERENCE WITH B. ANAYA RE DEED SEARCH. INTERNET RESEARCH TO OBTAIN ASSESSOR AND REAL INFO SITES FOR ADDRESS INFORMATION. REVIEW COOK COUNTY RECORDER OF DEEDS SITE AND DELIVER DEED COPY TO B. ANAYA VIA EMAIL WITH CHAIN OF TITLE PRINT OUT.	
	SARAH D. RYCZEK	0.50 hr.
04/02/10	REVIEWING RECORD.	
	ROBERT A MCKENZIE	1.75 hr.
04/02/10	RESEARCH RE: ELECTION TO PROCEED UNDER 35 IL ADM. CODE 734.	
	ROBERT A MCKENZIE	1.00 hr.
04/02/10	ADDITIONAL REVIEW OF TENDERED ADMINISTRATIVE RECORD.	
	WILLIAM J. ANAYA	1.90 hr.
04/05/10	PREPARE CORRESPONDENCE TO MR. DISHNO REGARDING ADMINISTRATIVE RECORD AND STATUS.	
	WILLIAM J. ANAYA	2.90 hr.
04/07/10	TELEPHONE CONFERENCE WITH MR. DISHNO; EXTENDED TELEPHONE CONFERENCE WITH MR. ZERVOS.	
	WILLIAM J. ANAYA	0.90 hr.
04/09/10	DETAILED REVIEW OF EMAIL, ATTACHMENTS FROM MR. DISHNO; PREPARE RESPONSE TO MR. DISHNO.	
	WILLIAM J. ANAYA	1.90 hr.
04/12/10	REVIEW PURPORTED ADMINISTRATIVE RECORD; TELEPHONE CONFERENCE WITH MR. DISHNO; PREPARE FOR HEARING WITH BOARD HEARING OFFICER.	
	WILLIAM J. ANAYA	1.30 hr.
04/14/10	MEETING IN OFFICE WITH W. ANAYA RE: STATUS HEARING ON ZERVOS.	
	ROBERT A MCKENZIE	0.25 hr.

LAW OFFICES
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 ATTN: MR. TOM DISHNO
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May 11, 2010
 Invoice: 854521

Page 2

04/14/10	PREPARE CHECKLIST FOR HEARING WITH HEARING OFFICER; ATTEND STATUS HEARING WITH COUNSEL FOR STATE, ILLINOIS ENVIRONMENTAL PROTECTION AGENCY AND BOARD HEARING OFFICER. WILLIAM J. ANAYA	1.30 hr.
04/15/10	DRAFT AND FILE EXTENSION OF DECISION DEADLINE. ROBERT A MCKENZIE	0.50 hr.
04/20/10	REVIEW BOND RULING RE: MOTION FOR DEFAULT, DRAFT EMAIL TO W. ANAYA RE: SAME. ROBERT A MCKENZIE	0.25 hr.
04/20/10	REVIEW DECISION BY ILLINOIS POLLUTION CONTROL BOARD DENYING MOTION FOR DEFAULT; CONFERENCE WITH R.A. MCKENZIE. WILLIAM J. ANAYA	0.80 hr.
04/27/10	TELEPHONE CONFERENCE WITH COUNSEL FOR ILLINOIS ENVIRONMENTAL PROTECTION AGENCY. WILLIAM J. ANAYA	0.20 hr.

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
ROBERT A MCKENZIE	3.75	265.00	993.75
SARAH D. RYCZEK	0.50	200.00	100.00
WILLIAM J. ANAYA	11.20	410.00	4,592.00
TOTAL	15.45		\$5,685.75

Total Fees for Professional Services 5,885.75

REIMBURSABLE COSTS

ILWINSLOW 5504 WEST BASSWOOD ROAD FEDERAL EXPRESS	14.35
PHOTOCOPY CHARGES	4.20
Total Reimbursable Costs	18.55

LAW OFFICES

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SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

May 11, 2010

Invoice: 854521

Page 3

TOTALS FOR THIS MATTER

Fees For Professional Services	5,685.75
Reimbursable Costs	18.55
NET CURRENT BILLING FOR THIS MATTER	<hr/> \$5,704.30
TOTAL DUE FOR THIS MATTER	\$5,704.30

EIN: 36-2041272

LAW OFFICES

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SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

June 17, 2010

Invoice: 858849

Page 1

WJA

Our Matter # 36905-0001

ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH May 31, 2010

05/20/10 ASSEMBLE PLEADINGS FOR W. J. ANAYA.
ROBERT A MCKENZIE

0.25 hr.

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
ROBERT A MCKENZIE	0.25	265.00	66.25
TOTAL	0.25		<u>\$66.25</u>

Total Fees for Professional Services 66.25

TOTALS FOR THIS MATTER

Prior Balance Brought Forward	\$5,704.30
Fees For Professional Services	66.25
Reimbursable Costs	0.00

NET CURRENT BILLING FOR THIS MATTER \$66.25

TOTAL DUE FOR THIS MATTER \$5,770.55

EIN: 36-2041272

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

July 13, 2010

Invoice: 861465

Page 1

WJA

Our Matter # 36905-0001

ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH June 30, 2010

06/07/10 DRAFT AND FILE WAIVER OF DEADLINE.

ROBERT A MCKENZIE 0.25 hr.

06/07/10 PREPARE FOR STATUS HEARING WITH HEARING OFFICER; EXTENDED TELEPHONE CONFERENCE WITH COUNSEL FOR ILLINOIS ENVIRONMENTAL PROTECTION AGENCY; ATTEND STATUS HEARING; CONFERENCE WITH R.A. MCKENZIE REGARDING DEADLINE EXTENSION.

WILLIAM J. ANAYA 2.10 hr.

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
ROBERT A MCKENZIE	0.25	265.00	66.25
WILLIAM J. ANAYA	2.10	410.00	861.00
TOTAL	2.35		\$927.25

Total Fees for Professional Services 927.25

TOTALS FOR THIS MATTER

Prior Balance Brought Forward	\$5,770.55
Fees For Professional Services	927.25
Reimbursable Costs	0.00
Less Credits and Adjustments	0.00

LAW OFFICES

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MARNE MI 49435

July 13, 2010

Invoice: 881465

Page 2

NET CURRENT BILLING FOR THIS MATTER

\$927.25

TOTAL DUE FOR THIS MATTER

\$6,697.80

EIN: 36-2041272

LAW OFFICES

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SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
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MARNE MI 49435

August 18, 2010

Invoice: 865215

Page 1

WJA

Our Matter # 36905-0001

ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH July 31, 2010

07/01/10	DETAILED REVIEW OF FILE AND RECORD PROPOSED BY IEPA AND MATERIALS FROM SUPERIOR ENVIRONMENTAL; TELEPHONE CONFERENCE WITH COUNSEL FOR IEPA RE: POTENTIAL AGREEMENT/STIPULATION. WILLIAM J. ANAYA	2.30 hr.
07/06/10	ADDITIONAL REVIEW OF FINAL AGENCY ACTION LETTER AND REPORTED BASIS FOR DENYING CLAIM; PREPARE ROUGH DRAFT OF STIPULATION. WILLIAM J. ANAYA	2.30 hr.
07/12/10	ADDITIONAL PREPARATION OF PROPOSED STIPULATION. WILLIAM J. ANAYA	2.10 hr.
07/14/10	RESEARCH RE: REPEAL OF 415 ILCS 5/22,18. ROBERT A MCKENZIE	0.40 hr.
07/14/10	ADDITIONAL PREPARATION OF PROPOSED FACTS FOR STIPULATION; DETAILED REVIEW OF ADMINISTRATIVE RECORD AND SUPPLEMENTAL DATA; TELEPHONE CONFERENCE WITH COUNSEL FOR IEPA RE: PROPOSED LITIGATION STRATEGY AND PROCEDURE; PREPARE REVISIONS TO DRAFT STIPULATION FOLLOWING TELEPHONE CONFERENCE WITH COUNSEL FOR IEPA. WILLIAM J. ANAYA	4.40 hr.
07/15/10	RESEARCH / REVIEW RESCINDED STATEMENT. ROBERT A MCKENZIE	0.50 hr.
07/15/10	PREPARE EMAIL MESSAGE TO MR. DISHNO RE: PROPOSED STIPULATION AND PROPOSED LITIGATION (DISPOSITIVE MOTION) STRATEGY; ATTEND HEARING ON STATUS WITH IPCB HEARING OFFICER (HALLORAN) AND COUNSEL FOR IEPA (JARVIS); TELEPHONE CONFERENCE WITH MR. DISHNO RE: RECORD AND POTENTIAL ADDITIONAL FACTS AND DOCUMENTS. WILLIAM J. ANAYA	2.60 hr.

LAW OFFICES

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SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

August 18, 2010

Invoice: 865215

Page 2

07/20/10 TELEPHONE CONFERENCE WITH MR. DISHNO; REVIEW EMAIL AND ATTACHMENTS TO SUPPLEMENTAL STIPULATION.

WILLIAM J. ANAYA 0.80 hr.

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
ROBERT A MCKENZIE	0.90	265.00	238.50
WILLIAM J. ANAYA	14.50	410.00	5,945.00
TOTAL	15.40		\$6,183.50

Total Fees for Professional Services 6,183.50

REIMBURSABLE COSTS

LONG DISTANCE TELEPHONE CHARGES 0.46

Total Reimbursable Costs 0.46

TOTALS FOR THIS MATTER

Fees For Professional Services 6,183.50

Reimbursable Costs 0.46

NET CURRENT BILLING FOR THIS MATTER \$6,183.96

TOTAL DUE FOR THIS MATTER \$6,183.96

LAW OFFICES

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SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
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MARNE MI 49435

September 13, 2010

Invoice: 867718

Page 1

WJA

Our Matter # 36905-0001

ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH August 31, 2010

08/02/10	TELEPHONE CONFERENCE WITH COUNSEL FOR IEPA RE: STIPULATION EXHIBITS AND PROPOSED BRIEFING SCHEDULE. WILLIAM J. ANAYA	0.40 hr.
08/17/10	TELEPHONE CONFERENCE WITH COUNSEL FOR THE STATE RE: STATE'S PROPOSED ADDITIONS TO RECORD. WILLIAM J. ANAYA	0.30 hr.
08/18/10	TELEPHONE CONFERENCE WITH COUNSEL FOR STATE RE: FINAL SCOPE OF ADMINISTRATIVE RECORD. WILLIAM J. ANAYA	0.30 hr.
08/19/10	TELEPHONE CONFERENCE WITH COUNSEL FOR STATE IEPA RE: PROPOSED STIPULATION AND ISSUES ON APPEAL; ADDITIONAL DETAILED REVIEW OF TWO VOLUME ADMINISTRATIVE RECORD. WILLIAM J. ANAYA	3.70 hr.
08/20/10	CONFERENCE WITH W. ANAYA RE: STATUS OF LITIGATION AND SUMMARY JUDGMENT MOTION; REVIEW AND TAKE NOTES ON PLEADINGS AND PROPOSED STIPULATION OF FACTS IN ADVANCE OF DRAFTING MOTION FOR SUMMARY JUDGMENT; RESEARCH AND ANALYZE ILLINOIS CASE AUTHORITY AND ILLINOIS POLLUTION BOARD MATERIALS RE: DEFERENCE TO STATE AGENCY STATUTORY INTERPRETATION. RAYMOND M. KRAUZE	0.90 hr.
08/20/10	REVISE PROPOSED STIPULATION FOLLOWING CONFERENCE WITH MR. DISHNO; FORWARD SAME TO COUNSEL FOR IEPA; ADDITIONAL REVIEW OF ADMINISTRATIVE RECORD RE: CLARK OIL'S ACTIVITIES PRE-DATING ZERVOS' PURCHASE; PREPARE EXHIBITS TO PROPOSED STIPULATION; FORWARD SAME TO COUNSEL FOR IEPA AND MR. DISHNO; PREPARE ROUGH DRAFT OF "FACTS" SECTION OF MOTION FOR SUMMARY JUDGMENT. WILLIAM J. ANAYA	6.40 hr.
08/21/10	RESEARCH AND ANALYZE ILLINOIS STATUTORY AND CASE AUTHORITY RELATED TO MOTION FOR SUMMARY JUDGMENT MOTION; DRAFT AND REVISE SAID MOTION. RAYMOND M. KRAUZE	2.30 hr.

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Page 2

08/22/10	RESEARCH AND ANALYZE ADDITIONAL ILLINOIS STATUTORY AND CASE AUTHORITY RELATED TO MOTION FOR SUMMARY JUDGMENT MOTION; CONFERENCE WITH W. ANAYA RE: MOTION FOR SUMMARY JUDGMENT; DRAFT AND REVISE SAID MOTION. RAYMOND M. KRAUZE	2.10 hr.
08/23/10	CONFERENCE WITH W. ANAYA RE: MOTION FOR SUMMARY JUDGMENT; RESEARCH AND ANALYZE LEGISLATIVE HISTORY OF AMENDMENT TO UNDERGROUND STORAGE TANK FUND IN CONNECTION WITH MOTION FOR SUMMARY JUDGMENT; MULTIPLE TELEPHONE CONVERSATIONS WITH STATE LEGISLATORS' RE: SAME; TELEPHONE CONVERSATION WITH GENERAL ASSEMBLY COMMITTEE OFFICES RE: SAME. RAYMOND M. KRAUZE	1.30 hr.
08/23/10	ATTEND STATUS HEARING IN ZERVOS APPEAL WITH HEARING OFFICER AND COUNSEL FOR IEPA; REVIEW DRAFT LAW MEMO FROM R. KRAUZE. WILLIAM J. ANAYA	2.90 hr.
08/24/10	MULTIPLE TELEPHONE CONVERSATIONS WITH STATE SENATOR'S OFFICES RE: AMENDMENTS TO THE UNDERGROUND STORAGE TANK FUND STATUE; MULTIPLE TELEPHONE CALLS TO INTERESTED GROUPS/ASSOCIATIONS RELATING TO THE AFOREMENTIONED STATUTE AND LEGISLATION AMENDING SAME; RESEARCH AND ANALYZE THE LEGISLATIVE HISTORY OF THE AMENDMENTS TO THE UNDERGROUND STORAGE TANK FUND; DRAFT AND REVISE MEMORANDUM TO FILE SUMMARIZING RESEARCH TO DATE; REVIEW AND RESPOND TO CORRESPONDENCE RECEIVED FROM STATE LEGISLATOR'S OFFICE RE: LEGISLATIVE HISTORY OF THE AMENDMENTS TO THE UNDERGROUND STORAGE TANK FUND. RAYMOND M. KRAUZE	0.10 hr.
08/25/10	TELEPHONE CONFERENCE WITH IEPA RE: STIPULATION; REVISE DRAFT STIPULATION FOLLOWING CONFERENCE WITH COUNSEL FOR STATE; ADDITIONAL RESEARCH RE: 731/734 STANDARDS RE: STATUTORY AUTHORITY; ADDITIONAL PREPARATION OF DRAFT MOTION FOR SUMMARY JUDGMENT. WILLIAM J. ANAYA	5.30 hr.
08/26/10	ADDITIONAL PREPARATION OF MOTION FOR SUMMARY JUDGMENT; ADD ADDITIONAL FACTS RE: CLARK OIL; ADDITIONAL REVIEW OF ADMINISTRATIVE RECORD AND RESEARCH OF SM'S AUTHORITY TO DECIDE. WILLIAM J. ANAYA	2.90 hr.
08/27/10	ADDITIONAL RESEARCH ON IEPA/OFSM AND IPCB AUTHORITY; ADDITIONAL PREPARATION OF MOTION FOR SUMMARY JUDGMENT; EXTENDED TELEPHONE CONFERENCE WITH MR. DISHNO; ADDITIONAL, DETAILED REVIEW OF ADMINISTRATIVE RECORD RE: SUM TOTAL OF CORRECTIVE ACTION DONE PRIOR TO AND AFTER ZERVOS TAKES TITLE. WILLIAM J. ANAYA	7.30 hr.

LAW OFFICES

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SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

September 13, 2010

Invoice: 867718

Page 3

08/28/10 ADDITIONAL PREPARATION OF MOTION FOR SUMMARY JUDGMENT; PREPARE LEGAL ARGUMENT IN SUPPORT OF REVERSING IEPA'S FINAL DECISION.
WILLIAM J. ANAYA 6.30 hr.

08/29/10 ADDITIONAL PREPARATION OF MOTION FOR SUMMARY JUDGMENT.
WILLIAM J. ANAYA 3.30 hr.

08/30/10 REVIEW AND COMMENT ON FINAL DRAFTS OF MOTION FOR SUMMARY JUDGMENT; CONFERENCE WITH W. ANAYA RE: SAME; REVIEW CORRESPONDENCE WITH CLIENT RE: SAID MOTION.
RAYMOND M. KRAUZE 1.10 hr.

08/30/10 COMPLETE STIPULATION, ADD EXHIBITS; TELEPHONE CONFERENCE WITH CLERK OF ILLINOIS POLLUTION CONTROL BOARD; REVISE, PROOFREAD AND FILE MOTION FOR SUMMARY JUDGMENT; PREPARE EMAIL WITH MOTION TO MR. DISHNO AND MR. ZERVOS.
WILLIAM J. ANAYA 6.90 hr.

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
RAYMOND M. KRAUZE	7.80	345.00	2,691.00
WILLIAM J. ANAYA	46.00	410.00	18,860.00
TOTAL	53.80		\$21,551.00

Total Fees for Professional Services 21,551.00

REIMBURSABLE COSTS

PHOTOCOPY CHARGES 648.00

SPECIAL POSTAGE/PRIORITY MAIL/EXPRESS MAIL CHARGES 12.60

LONG DISTANCE TELEPHONE CHARGES 1.69

Total Reimbursable Costs 862.29

TOTALS FOR THIS MATTER

LAW OFFICES

ARNSTEIN & LEHR LLP

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September 13, 2010

Invoice: 867718

Page 4

Prior Balance Brought Forward	\$6,183.96
Fees For Professional Services	21,551.00
Reimbursable Costs	662.29
Less Credits and Adjustments	0.00
NET CURRENT BILLING FOR THIS MATTER	<hr/> \$22,213.29
TOTAL DUE FOR THIS MATTER	\$28,397.25

EIN: 36-2041272

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

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ATTN: MR. TOM DISHNO
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MARNE MI 49435

October 7, 2010

Invoice: 870400

Page 1

WJA

Our Matter # 36905-0001

ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH September 30, 2010

09/01/10	DETAILED REVIEW OF ADMINISTRATIVE RECORD IN RESPONSE TO STATE'S ARGUMENT CONCERNING "CONCRETE" ANALYSIS. WILLIAM J. ANAYA	1.20 hr.
09/02/10	TELEPHONE CONVERSATION WITH STATE SENATOR'S LEGISLATIVE AIDE RE: AMENDMENT TO UNDERGROUND STORAGE TANK FUND AND THE LEGISLATIVE HISTORY; REVIEW MOTION FOR SUMMARY JUDGMENT FILED BY STATE OF ILLINOIS. RAYMOND M. KRAUZE	0.60 hr.
09/02/10	ADDITIONAL RESEARCH RE: PROCEDURE FOR ADMINISTRATIVE REVIEW OF PETITION FOR REIMBURSEMENT FOR UNDERGROUND STORAGE TANK FUND. WILLIAM J. ANAYA	1.10 hr.
09/07/10	ATTEND STATUS HEARING WITH COUNSEL FOR STATE AND HEARING OFFICER; PREPARE OUTLINE FOR RESPONSE TO STATE'S MOTION FOR SUMMARY JUDGMENT; ADDITIONAL RESEARCH RE: SECTION 734 STANDARDS FOR ADMINISTRATIVE REVIEW OF APPLICATION FOR REIMBURSEMENT. WILLIAM J. ANAYA	3.70 hr.
09/08/10	REVIEW AND RESPOND TO MR. DISHNO'S EMAIL MESSAGE; REVIEW MOTION AND CASE LAW ANALYSIS OF ATTORNEY'S FEES AND COSTS REQUIREMENT; BEGIN DRAFT OF RESPONSE TO STATE'S MOTION FOR SUMMARY JUDGMENT. WILLIAM J. ANAYA	3.30 hr.
09/09/10	ADDITIONAL PREPARATION OF RESPONSE TO MOTION FOR SUMMARY JUDGMENT. WILLIAM J. ANAYA	3.30 hr.
09/13/10	ADDITIONAL PREPARATION OF RESPONSE TO STATE'S MOTION FOR SUMMARY JUDGMENT. WILLIAM J. ANAYA	1.40 hr.

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 878-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

October 7, 2010

Invoice: 870400

Page 2

09/13/10	CONFER WITH W. ANAYA REGARDING STATE OF ILLINOIS' MOTION FOR SUMMARY JUDGMENT AND RESPONSE THERETO; RESEARCH AND ANALYZE ILLINOIS STATUTORY AND CASE AUTHORITY CITED BY STATE OF ILLINOIS IN ITS MOTION FOR SUMMARY JUDGMENT AND AUTHORITY IN OPPOSITION TO SAME.	
	RAYMOND M. KRAUZE	0.90 hr.
09/14/10	ADDITIONAL PREPARATION OF RESPONSE TO STATE'S MOTION FOR SUMMARY JUDGMENT.	
	WILLIAM J. ANAYA	2.30 hr.
09/15/10	CONFER WITH W. ANAYA REGARDING SUMMARY OF RESEARCH ON RECOVERY OF ATTORNEYS FEES; DRAFT AND REVISE PORTION OF RESPONSE IN OPPOSITION TO MOTION FOR SUMMARY JUDGMENT RELATING TO ATTORNEYS FEES.	
	RAYMOND M. KRAUZE	1.90 hr.
09/15/10	ADDITIONAL PREPARATION OF RESPONSE TO STATE'S MOTION FOR SUMMARY JUDGMENT.	
	WILLIAM J. ANAYA	6.90 hr.
09/16/10	ADDITIONAL PREPARATION OF RESPONSE TO STATE'S MOTION FOR SUMMARY JUDGMENT; PREPARE EMAIL TO MR. DISHNO AND MR. ZERVOS; REVIEW COMMENTS; PREPARE EXHIBITS; CONFERENCE WITH R. KRAUZE.	
	WILLIAM J. ANAYA	6.80 hr.
09/16/10	DRAFT AND REVISE PORTION OF ARGUMENT IN OPPOSITION TO STATE OF ILLINOIS' MOTION FOR SUMMARY JUDGMENT; CONFER WITH W. ANAYA RE: SAME; TELEPHONE CALL TO POLLUTION CONTROL BOARD RE: RESPONSE TO THE STATE OF ILLINOIS' MOTION FOR SUMMARY JUDGMENT; REVISE AND EDIT RESPONSE BRIEF IN OPPOSITION TO STATE OF ILLINOIS' MOTION FOR SUMMARY JUDGMENT.	
	RAYMOND M. KRAUZE	1.10 hr.
09/20/10	PREPARE BRIEF EMAIL WITH ATTACHMENTS TO MR. ZERVOS AND MR. DISHNO; TELEPHONE CONFERENCE WITH COUNSEL FOR STATE; DETAILED REVIEW OF STATE'S RESPONSE TO ZERVOS' MOTION FOR SUMMARY JUDGMENT.	
	WILLIAM J. ANAYA	2.30 hr.
09/22/10	TELEPHONE CONFERENCE WITH COUNSEL FOR STATE RE: SCHEDULE FOR BOARD DECISION.	
	WILLIAM J. ANAYA	0.20 hr.
09/23/10	REVIEW AND RESPOND TO EMAIL FROM MR. DISHNO RE: STATUS.	
	WILLIAM J. ANAYA	0.40 hr.
09/27/10	DRAFT NOTICE OF FILING; FILE 60 DAY EXTENSION AND NOTICE.	
	ROBERT A MCKENZIE	0.40 hr.

LAW OFFICES
ARNSTEIN & LEHR LLP
 120 S. RIVERSIDE PLAZA - SUITE 1200
 CHICAGO, ILLINOIS 60606-3910
 (312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
 ATTN: MR. TOM DISHNO
 1128 FRANKLIN ST.
 MARNE MI 49435

October 7, 2010
 Invoice: 870400
 Page 3

09/27/10 ATTEND STATUS HEARING WITH BOARD HEARING OFFICER AND COUNSEL FOR STATE; PREPARE BRIEF STATUS (EMAIL) TO MR. DISHNO AND MR. ZERVOS.
 WILLIAM J. ANAYA 1.10 hr.

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
RAYMOND M. KRAUZE	4.50	345.00	1,552.50
ROBERT A MCKENZIE	0.40	265.00	106.00
WILLIAM J. ANAYA	<u>34.00</u>	410.00	<u>13,940.00</u>
TOTAL	38.90		<u>\$15,598.50</u>

Total Fees for Professional Services 15,598.50

REIMBURSABLE COSTS

RAYMOND M. KRAUZE: PARKING REIMBURSEMENT FOR 8/21-8/22 MOTION FOR SUMMARY JUDGMENT AND STIPULATION OF FACTS RE: ZEVOS THREE INC/ IEPA	25.00
PHOTOCOPY CHARGES	106.00
SPECIAL POSTAGE/PRIORITY MAIL/EXPRESS MAIL CHARGES	10.50

Total Reimbursable Costs 141.50

TOTALS FOR THIS MATTER

Fees For Professional Services 15,598.50

Reimbursable Costs 141.50

NET CURRENT BILLING FOR THIS MATTER \$15,740.00

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

October 7, 2010

Invoice: 870400

Page 4

TOTAL DUE FOR THIS MATTER

\$15,740.00

EIN: 36-2041272

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60608-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

November 5, 2010

Invoice: 873814

Page 1

WJA

Our Matter # 36905-0001 ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH October 31, 2010

10/01/10 CONFERENCE WITH W. ANAYA REGARDING WAIVER OF STATUTORY DEADLINE AND MOTION FOR SUMMARY JUDGMENT.

RAYMOND M. KRAUZE 0.10 hr.

10/27/10 TELEPHONE CONVERSATION WITH COUNSEL REGARDING STATUS OF MOTION FOR SUMMARY JUDGMENT AND POLLUTION CONTROL BOARD'S RULING ON SAME.

RAYMOND M. KRAUZE 0.30 hr.

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
RAYMOND M. KRAUZE	0.40	345.00	138.00
TOTAL	0.40		\$138.00

Total Fees for Professional Services 138.00

TOTALS FOR THIS MATTER

Prior Balance Brought Forward	\$15,740.00
Fees For Professional Services	138.00
Reimbursable Costs	0.00
Less Credits and Adjustments	0.00
NET CURRENT BILLING FOR THIS MATTER	\$138.00

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

November 5, 2010

Invoice: 873614

Page 2

TOTAL DUE FOR THIS MATTER

\$15,878.00

EIN: 36-2041272

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

December 10, 2010

Invoice: 877713

Page 1

WJA

Our Matter # 36905-0001

ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH November 30, 2010

11/10/10	ATTEND STATUS CONFERENCE WITH HEARING OFFICER AND COUNSEL FOR IEPA; BRIEF TELEPHONE CONFERENCE WITH MR. DISHNO. WILLIAM J. ANAYA	0.90 hr.
11/12/10	TELEPHONE CONFERENCE WITH MR. DISHNO RE: ILLINOIS POLLUTION CONTROL BOARD SCHEDULE AND HEARING OFFICER'S REQUEST FOR EXTENSION OF STATUTORY DECISION DATE. WILLIAM J. ANAYA	0.40 hr.
11/15/10	TELEPHONE CONFERENCE WITH HEARING OFFICER RE: WAIVER OF STATUTORY DECISION DEADLINE; REVIEW BOARD'S WEB PAGE RE: DECEMBER AGENDA. WILLIAM J. ANAYA	0.60 hr.
11/24/10	DRAFT, REVISE AND FILE 60 DAY WAIVER OF STATUTORY DEADLINE; DRAFT AND REVISE CORRESPONDENCE TO OPPOSING COUNSEL REGARDING FILING OF SAID WAIVER. RAYMOND M. KRAUZE	0.60 hr.
11/24/10	TELEPHONE CONFERENCE WITH HEARING OFFICER RE: WAIVER OF STATUTORY DECISION DEADLINE; REVIEW BOARD DOCKET; PREPARE EMAIL MESSAGE TO MR. DISHNO; REVIEW AND RESPOND TO MR. DISHNO. WILLIAM J. ANAYA	1.60 hr.
11/29/10	REVIEW AND RESPOND TO CORRESPONDENCE RECEIVED FROM OPPOSING COUNSEL. RAYMOND M. KRAUZE	0.10 hr.
11/29/10	TELEPHONE CONFERENCE WITH COUNSEL FOR ILLINOIS ENVIRONMENTAL PROTECTION AGENCY. WILLIAM J. ANAYA	0.20 hr.

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
RAYMOND M. KRAUZE	0.70	345.00	241.50

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 878-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

December 10, 2010

Invoice: 877713

Page 2

WILLIAM J. ANAYA	<u>3.70</u>	410.00	<u>1,517.00</u>
TOTAL	4.40		\$1,758.50

Total Fees for Professional Services 1,758.50

TOTALS FOR THIS MATTER

Fees For Professional Services 1,758.50

Reimbursable Costs 0.00

NET CURRENT BILLING FOR THIS MATTER \$1,758.50

TOTAL DUE FOR THIS MATTER **\$1,758.50**

EIN: 36-2041272

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

January 25, 2011

Invoice: 881063

Page 1

WJA

Our Matter # 36905-0001 ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH December 31, 2010

12/02/10 TELEPHONE CONVERSATION WITH POLLUTION CONTROL BOARD REGARDING 12/2/10 POLLUTION CONTROL BOARD HEARING; REVIEW PLEADINGS AND DRAFT AND REVISE TALKING POINTS IN ADVANCE OF SAID BOARD HEARING; ATTEND SAID HEARING ON BEHALF OF CLIENT.
RAYMOND M. KRAUZE 1.80 hr.

12/08/10 PREPARE EMAIL MESSAGE TO MR. DISHNO RE: STATUS OF BOARD DECISIONS.
WILLIAM J. ANAYA 0.30 hr.

12/16/10 ATTEND POLLUTION CONTROL BOARD MEETING ON BEHALF OF CLIENT.
RAYMOND M. KRAUZE 1.00 hr.

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
RAYMOND M. KRAUZE	2.80	345.00	966.00
WILLIAM J. ANAYA	0.30	410.00	123.00
TOTAL	3.10		\$1,089.00

Total Fees for Professional Services 1,089.00

TOTALS FOR THIS MATTER

Fees For Professional Services 1,089.00

Reimbursable Costs 0.00

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

January 25, 2011

Invoice: 881063

Page 2

NET CURRENT BILLING FOR THIS MATTER	<u>\$1,089.00</u>
TOTAL DUE FOR THIS MATTER	\$1,089.00

EIN: 36-2041272

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

February 25, 2011

Invoice: 884300

Page 1

WJA

Our Matter # 36905-0001

ZERVOS THREE, INC. V. IEPA - LUST FUND APPEAL TO

FOR PROFESSIONAL SERVICES RENDERED THROUGH January 31, 2011

01/03/11	TELEPHONE CONFERENCE WITH CLERK OF THE ILLINOIS POLLUTION CONTROL BOARD REGARDING STATUS OF PENDING DECISION. WILLIAM J. ANAYA	0.40 hr.
01/06/11	EXTENDED TELEPHONE CONFERENCE WITH CLERK OF THE ILLINOIS POLLUTION CONTROL BOARD REGARDING STATUS OF DECISION ON CROSS MOTIONS FOR SUMMARY JUDGMENT. WILLIAM J. ANAYA	0.40 hr.
01/11/11	REVIEW AND RESPOND TO E-MAIL INQUIRY FROM MR. DISHNO; REVIEW IPCB WEB PAGE REGARDING STATUS. WILLIAM J. ANAYA	0.40 hr.
01/12/11	REVIEW WEB PAGE AT IPCB REGARDING STATUS; REVIEW/RESPOND TO E-MAIL FROM MR. DISHNO. WILLIAM J. ANAYA	0.30 hr.
01/13/11	ATTEND STATUS HEARING WITH HEARING OFFICER AND COUNSEL FOR IEPA; TELEPHONE CONFERENCE WITH MR. DISHNO REPORT ON STATUS. WILLIAM J. ANAYA	0.40 hr.
01/21/11	REVIEW POLLUTION CONTROL BOARD'S RULING ON PENDING MOTION FOR SUMMARY JUDGMENT; CONFER WITH W. ANAYA REGARDING SAME; RESEARCH AND ANALYZE POLLUTION CONTROL BOARD'S RULES AND REGULATIONS RELATED TO FEE PETITIONS; TELEPHONE CONVERSATION WITH COUNSEL FOR POLLUTION CONTROL BOARD REGARDING SAME. RAYMOND M. KRAUZE	0.80 hr.
01/21/11	CONFERENCE WITH CLERK OF ILLINOIS POLLUTION CONTROL BOARD; REVIEW WEB PAGE REGARDING ZERVOS APPEAL; PREPARE EMAIL MESSAGE TO MR. DISHNO AND MR. ZERVOS. WILLIAM J. ANAYA	0.90 hr.
01/24/11	RESEARCH AND ANALYZE CASE AUTHORITY REGARDING PETITION FOR ATTORNEY FEES. RAYMOND M. KRAUZE	1.40 hr.

LAW OFFICES

ARNSTEIN & LEHR LLP

120 S. RIVERSIDE PLAZA - SUITE 1200

CHICAGO, ILLINOIS 60606-3910

(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

February 25, 2011

Invoice: 884300

Page 2

01/24/11 DETAILED REVIEW/ANALYSIS OF DECISION GRANTING ZERVOS' MOTION FOR SUMMARY JUDGMENT; EXTENDED TELEPHONE CONFERENCE WITH MR. DISHNO REGARDING THE APPLICATION FOR FEES AND DISBURSEMENT OF CLAIM AS DESCRIBED IN ORDER.
WILLIAM J. ANAYA 2.40 hr.

01/25/11 CONFERENCE WITH MR. KRAUZE REGARDING SCOPE OF FEE APPLICABILITY.
WILLIAM J. ANAYA 0.30 hr.

01/25/11 RESEARCH AND ANALYZE ILLINOIS STATUTORY AND CASE AUTHORITY REGARDING PETITION FOR ATTORNEY FEES; REVIEW INVOICES AND OTHER DOCUMENTATION RELATING TO FEES AND COSTS ASSOCIATED WITH REPRESENTATION OF CLIENT IN ADVANCE OF DRAFTING FEE PETITION.
RAYMOND M. KRAUZE 1.60 hr.

01/26/11 DRAFT AND REVISE PETITION FOR FEES AND SUPPORTING AFFIDAVITS.
RAYMOND M. KRAUZE 1.90 hr.

01/28/11 DRAFT AND REVISE MOTION FOR AUTHORIZATION OF ATTORNEY FEES AND SUPPORTING AFFIDAVITS.
RAYMOND M. KRAUZE 0.90 hr.

01/30/11 REVISE MOTION FOR AUTHORIZATION OF PAYMENT OF ATTORNEYS' FEES AND SUPPORTING AFFIDAVIT.
RAYMOND M. KRAUZE 0.70 hr.

01/31/11 REVIEW AND REVISE DRAFT FEE PETITION; PREPARE EMAIL TO COUNSEL FOR IEPA REGARDING PAYMENT TOWARD REIMBURSEMENT.
WILLIAM J. ANAYA 1.90 hr.

SUMMARY OF FEES

	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
RAYMOND M. KRAUZE	7.30	345.00	2,518.50
WILLIAM J. ANAYA	7.40	410.00	3,034.00
TOTAL	14.70		\$5,552.50

Total Fees for Professional Services 5,552.50

LAW OFFICES

ARNSTEIN & LEHR LLP
120 S. RIVERSIDE PLAZA - SUITE 1200
CHICAGO, ILLINOIS 60606-3910
(312) 876-7100

SUPERIOR ENVIRONMENTAL CORP.
ATTN: MR. TOM DISHNO
1128 FRANKLIN ST.
MARNE MI 49435

February 25, 2011

Invoice: 884300

Page 3

TOTALS FOR THIS MATTER

Fees For Professional Services	5,552.50
Reimbursable Costs	0.00
NET CURRENT BILLING FOR THIS MATTER	<hr/> \$5,552.50
TOTAL DUE FOR THIS MATTER	\$5,552.50

EIN: 36-2041272

Exhibit B

BEFORE THE ILLINOIS POLLUTION CONTROL BOARD

ZERVOS THREE, INC.,)	
)	
Petitioner,)	
)	
v.)	PCB 10-54
)	(LUST FUND APPEAL)
ILLINOIS ENVIRONMENTAL)	
PROTECTION AGENCY,)	
)	
Respondent.)	

AFFIDAVIT OF THOMAS DISHNO

I, Thomas Dishno, being first duly sworn upon oath, state that I have personal knowledge of the following facts and that if called to testify herein, I will truthfully attest to the truth of the following statements:

1. I am employed by Superior Environmental Corporation ("Superior Environmental"), as an environmental scientist, and I the environmental consultant assisting Zervos Three, Inc. ("Zervos") in performing and paying the costs associated with the performance of a corrective action at 9999 West Irving Park Road, in Schiller Park, Illinois (the "Site").

2. In addition, after the Illinois Environmental Protection Agency (the "Agency") denied Zervos' application for reimbursement in December 2009, I assisted Zervos in the appeal of the Agency's final decision to the Illinois Pollution Control Board.

3. Over the course of several months and during the appeal, I worked with Mr. William J. Anaya, the lead attorney for Zervos. I provided counsel with background analysis of the iterative dialogue with the Agency, a technical interpretation of the Part 732 and 734 Regulations described at issue by the Agency, and support for the

activities performed and the costs incurred and the notices provided to the Agency by Zervos.

4. In my opinion, Zervos performed a complete and lawful corrective action at the Site according to the standards established by statute and the rules and regulations promulgated by the Illinois Pollution Control Board, and incurred reasonable and necessary expenses in performing the corrective action activities at the Site for a release that had occurred before Zervos took possession and control of the Site and was the responsibility of a previous owner of the Site.

5. My standard hourly rate for consulting clients like Zervos in cases like this is \$100 per hour. I have charged similar rates for similar clients for approximately 20 years. This rate is consistent with, and not more than, the prevailing billing rates for consulting services in the Chicago area.

6. In addition to myself, Karen Lowthian, a senior administrative assistant, and Brittney Wyatt, and an administrative assistant, also performed work on behalf of Zervos in pursuit of the appeal. The standard hourly rate for Ms. Lowthian is \$45.00. The standard hourly rate for Ms. Wyatt is \$30.00. These rates are consistent with and not more than the prevailing billing rates for administrative assistant services in the Chicago area. The rates are within the "Maximum Payment Amounts" for personnel for the time period established in the Part 734 Regulations.

7. I have personal knowledge as to the office procedures of Superior Environmental concerning recording of daily time, its entry on the computer system together with the record retention procedures of the company. Superior Environmental has, throughout its consultation to Zervos, employed a time keeping system under

which each employee makes daily notations as to his or her activities on behalf of the client. The information set forth in these daily notations is entered onto a computer system.

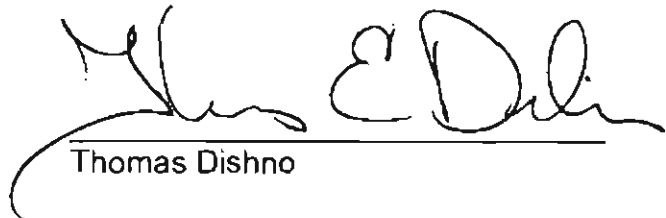
8. I have attached true and correct copies of the billing statements Superior Environmental issued to Zervos. Said copies are attached and incorporated herein as Group Exhibit A.

9. Group Exhibit A describes work performed and the costs incurred between January 2010 and January 2011. The consulting fees and costs incurred for this time total \$10,294.04.

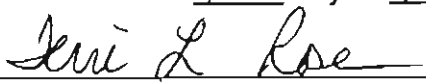
10. In preparing this affidavit, I have reviewed each of the billing statements attached as part of Group Exhibit A.

11. All of the time entries that are included in the billing statements attached as Group Exhibit A are solely related to this matter and were reasonably necessary in consulting Zervos in its Petition for Review of the Illinois Environmental Agency's December 21, 2009 determination to deny Zervos' request for reimbursement of corrective action costs from the UST Fund.

FURTHER AFFIANT SAITH NAUGHT.


Thomas Dishno

SUBSCRIBED and SWORN to
Before me this 1ST day of MARCH, 2011


Notary Public



Exhibit

~~B~~ A



ENVIRONMENTAL CORP
 FIN # 38-2858229



INVOICE

DUE ON RECEIPT

PLEASE
 REMIT TO: 1128 Franklin Street
 Niles, MI
 49435
 616-667-4000

January 22, 2010
 Project No: 000RC1733.01
 Invoice No: 0043508

Mr. George Zervos
 Zervos Three, Inc.
 714 Chris Lane
 Mount Prospect, IL 60058

Project 000RC1733.01 Zervos Three, Inc/Clark Station #1615
Professional Services from November 29, 2009 to January 02, 2010

Professional Personnel

			Hours	Rate	Amount	
Senior Project Manager						
Dishno, Thomas	12/8/2009		4.00	100.00	400.00	
CACR						
Dishno, Thomas	12/9/2009		1.00	100.00	100.00	
CACR						
Dishno, Thomas	12/21/2009		3.00	100.00	300.00	
CACR						
Dishno, Thomas	12/23/2009		3.50	100.00	350.00	
CACR						
Totals			11.50		1,150.00	
Total Labor						1,150.00

Reimbursable Expenses

Job Expendables						
12/1/2009	Dishno, Thomas	Postage			6.00	
	Total Reimbursables			1.15 times	6.00	6.90

Additional Fees

Fuel Surcharge		2.00 % of 1,158.90			23.14	
Total Additional Fees					23.14	23.14

Total this invoice \$1,180.04

INVOICES OVER 30 DAYS PAST DUE WILL BE CHARGED AT THE INTEREST RATE OF 1.5% PER MONTH (18% ANNUALLY) AND/OR A MINIMUM SERVICE CHARGE OF \$25.



INVOICE

ENVIRONMENTAL CORP
FIN # 38-2858229

DUE ON RECEIPT

PLEASE
REMIT TO: 1128 Franklin Street
Morre, MI
49435

616-667-4000

February 24, 2010

Project No: 000RC1733.01

Invoice No: 0043834

Mr. George Zervos
Zervos Three, Inc.
714 Chris Lane
Mount Prospect, IL 60056

Project 000RC1733.01 Zervos Three, Inc/Clark Station #1615

Professional Services from January 03, 2010 to January 30, 2010

Professional Personnel

		Hours	Rate	Amount
Senior Project Manager				
Dishno, Thomas	1/7/2010	3.50	100.00	350.00
CACR				
Dishno, Thomas	1/12/2010	2.00	100.00	200.00
CACR				
Dishno, Thomas	1/14/2010	3.00	100.00	300.00
CACR				
Dishno, Thomas	1/15/2010	2.50	100.00	250.00
CACR				
Dishno, Thomas	1/19/2010	1.50	100.00	150.00
Project managment				
Dishno, Thomas	1/20/2010	2.50	100.00	250.00
Project management				
Dishno, Thomas	1/21/2010	3.00	100.00	300.00
Project Management				
Dishno, Thomas	1/22/2010	4.00	100.00	400.00
Project Management				
Dishno, Thomas	1/25/2010	8.50	100.00	850.00
Project Management				
Dishno, Thomas	1/28/2010	1.00	100.00	100.00
project Management				
Totals		31.50		3,150.00
Total Labor				3,150.00

Additional Fees

Fuel Surcharge	2.00 % of 3,150.00	63.00	
Total Addtional Fees		63.00	63.00
Total this Invoice			\$3,213.00

INVOICES OVER 30 DAYS PAST DUE WILL BE CHARGED AT THE INTEREST RATE OF 1.5% PER MONTH (18% ANNUALLY) AND/OR A MINIMUM SERVICE CHARGE OF \$25.



ENVIRONMENTAL CORP
FIN # 38-2858229



INVOICE

DUE ON RECEIPT

PLEASE
REMIT TO: 1128 Frontin Street
Morne, MO
49435

316-667-4000

March 11, 2010

Project No: 000RC1733.01

Invoice No: 0043897

Mr. George Zervos
Zervos Three, Inc.
714 Chris Lane
Mount Prospect, IL 60056

Project 000RC1733.01 Zervos Three, Inc/Clark Station #1615
Professional Services from January 31, 2010 to February 27, 2010

Professional Personnel

		Hours	Rate	Amount	
Senior Project Manager					
Dishno, Thomas	2/9/2010	2.50	100.00	250.00	
Project Management					
Senior Admin Assistant					
Lowthian, Karen	2/11/2010	.25	45.00	11.25	
Zervos Appeal Ltr.					
Totals		2.75		261.25	
Total Labor					261.25

Consultants

Subcontract-Misc.					
2/17/2010	Law Offices Of Shriver, O'Neill & Thomps	Telephone conferences with client & attorneys		220.00	
Total Consultants			1.15 times	220.00	253.00

Reimbursable Expenses

Job Expendables					
2/25/2010	Stamps.com	Postage 02/11/10		1.05	
2/25/2010	Stamps.com	Postage 02/11/10		.44	
Total Reimbursables			1.15 times	1.49	1.71

Additional Fees

Fuel Surcharge	2.00 % of 515.96			10.32	
Total Additional Fees				10.32	10.32

Total this Invoice \$526.28

INVOICES OVER 30 DAYS PAST DUE WILL BE CHARGED AT THE INTEREST RATE OF 1.5% PER MONTH (18% ANNUALLY) AND/OR A MINIMUM SERVICE CHARGE OF \$25.



ENVIRONMENTAL CORP
FIN # 38-2858229



INVOICE

DUE ON RECEIPT

PLEASE
REMIT TO: 1128 Franklin Street
Morre, MI
49435

616-667-4000

April 20, 2010

Project No: 000RC1733.01

Invoice No: 0044154

Mr. George Zervos
Zervos Three, Inc.
714 Chris Lane
Mount Prospect, IL 60056

Project 000RC1733.01 Zervos Three, Inc/Clark Station #1615

Professional Services from February 28, 2010 to April 03, 2010

Professional Personnel

		Hours	Rate	Amount
Senior Project Manager				
Dishno, Thomas	3/3/2010	3.00	100.00	300.00
CACR				
Dishno, Thomas	3/5/2010	1.00	100.00	100.00
CACR				
Dishno, Thomas	3/9/2010	5.00	100.00	500.00
CACR				
Dishno, Thomas	3/11/2010	3.00	100.00	300.00
CACR				
Dishno, Thomas	3/22/2010	3.50	100.00	350.00
Site Investigation				
Dishno, Thomas	3/23/2010	2.00	100.00	200.00
Site Investigation				
Dishno, Thomas	3/25/2010	1.50	100.00	150.00
site Investigation				
Totals		19.00		1,900.00
Total Labor				1,900.00

Additional Fees

Fuel Surcharge	2.00 % of 1,900.00	38.00	
Total Additional Fees		38.00	38.00

Total this invoice \$1,938.00

INVOICES OVER 30 DAYS PAST DUE WILL BE CHARGED AT THE INTEREST RATE OF 1.5% PER MONTH (18% ANNUALLY) AND/OR A MINIMUM SERVICE CHARGE OF \$25.



INVOICE

ENVIRONMENTAL CORP
FIN # 38-2858229

DUE ON RECEIPT

PLEASE
REMIT TO: 1128 Franklin Street
Morre, MI
49435

616-667-4000

May 20, 2010

Project No: 000RC1733.01
Invoice No: 0044405

Mr. George Zervos
Zervos Three, Inc.
714 Chris Lane
Mount Prospect, IL 60058

Project 000RC1733.01 Zervos Three, Inc/Clark Station #1615

Professional Services from April 04, 2010 to May 01, 2010

Professional Personnel

	Hours	Rate	Amount	
Administrative Assistant II				
Wyatt, Brittney 4/9/2010	1.00	30.00	30.00	
Report Print, Binding, Mailing to Attorney				
Totals	1.00		30.00	
Total Labor				30.00

Reimbursable Expenses

Job Expendables				
4/23/2010 United Parcel Service Shipping			5.22	
Total Reimbursables		1.15 times	5.22	6.00

Additional Fees

Fuel Surcharge	2.00 % of 36.00		.72	
Total Additional Fees			.72	.72

Total this Invoice \$36.72

INVOICES OVER 30 DAYS PAST DUE WILL BE CHARGED AT THE INTEREST RATE OF 1.5% PER MONTH (18% ANNUALLY) AND/OR A MINIMUM SERVICE CHARGE OF \$25.



ENVIRONMENTAL CORP
 FIN # 38-2858229



INVOICE

DUE ON RECEIPT

PLEASE
 REMIT TO: 1128 Franklin Street
 Morno, MI
 49435

616-667-4000

June 15, 2010

Project No: 000RC1733.01

Invoice No: 0044519

Mr. George Zervos
 Zervos Three, Inc.
 714 Chris Lane
 Mount Prospect, IL 60056

Project 000RC1733.01 Zervos Three, Inc/Clark Station #1615
 Half of Attorney Fees for IEPA Lust Fund Appeal
 Progress Billing - Appeal is Ongoing

See Attached Invoices from Arnstein & Lehr LLP
Professional Services from May 02, 2010 to May 29, 2010

Professional Personnel

		Hours	Rate	Amount
Senior Project Manager				
Dishno, Thomas	5/19/2010	3.50	100.00	350.00
Project Management				
Totals		3.50		350.00
Total Labor				350.00
			Total this Invoice	\$350.00

INVOICES OVER 30 DAYS PAST DUE WILL BE CHARGED AT THE INTEREST RATE OF 1.5% PER MONTH (18% ANNUALLY) AND/OR A MINIMUM SERVICE CHARGE OF \$25.



INVOICE

ENVIRONMENTAL CORP
FIN # 38-2858229

DUE ON RECEIPT

PLEASE
REMIT TO: 1128 Franklin Street
Marne, MI
49435

616-667-4000

July 20, 2010

Project No: 000RC1733.01
Invoice No: 0044736

Mr. George Zervos
Zervos Three, Inc.
714 Chris Lane
Mount Prospect, IL 60056

Project 000RC1733.01 Zervos Three, Inc/Clark Station #1615
Professional Services from May 30, 2010 to July 03, 2010

Professional Personnel

		Hours	Rate	Amount	
Senior Project Manager					
Dishno, Thomas	6/2/2010	2.00	100.00	200.00	
Project Management					
Dishno, Thomas	6/4/2010	1.50	100.00	150.00	
Project management					
Totals		3.50		350.00	
Total Labor					350.00
			Total this Invoice		\$350.00

INVOICES OVER 30 DAYS PAST DUE WILL BE CHARGED AT THE INTEREST RATE OF 1.5% PER MONTH (18% ANNUALLY) AND/OR A MINIMUM SERVICE CHARGE OF \$25.



ENVIRONMENTAL CORP
 FIN # 38-2858229



INVOICE

DUE ON RECEIPT

PLEASE
 REMIT TO: 1128 Franklin Street
 Morne, MI
 49435

616-667-4000

August 19, 2010

Project No: 000RC1733.01

Invoice No: 0044925

Mr. George Zervos
 Zervos Three, Inc.
 714 Chris Lane
 Mount Prospect, IL 60056

Project 000RC1733.01 Zervos Three, Inc/Clark Station #1815

Professional Services from July 04, 2010 to July 31, 2010

Professional Personnel

		Hours	Rate	Amount
Senior Project Manager				
Dishno, Thomas	7/22/2010	1.50	100.00	150.00
Project Management				
Dishno, Thomas	7/23/2010	1.00	100.00	100.00
Project Management				
Totals		2.50		250.00
Total Labor				250.00
Total this Invoice				\$250.00

INVOICES OVER 30 DAYS PAST DUE WILL BE CHARGED AT THE INTEREST RATE OF 1.5% PER MONTH (18% ANNUALLY) AND/OR A MINIMUM SERVICE CHARGE OF \$25.



ENVIRONMENTAL CORP
 FIN # 38-2858229



INVOICE

DUE ON RECEIPT

PLEASE
 REMIT TO: 1128 Franklin Street
 Marne, MI
 49435

616-667-4000

September 29, 2010

Project No: 000RC1733.01

Invoice No: 0045071

Mr. George Zervos
 Zervos Three, Inc.
 714 Chris Lane
 Mount Prospect, IL 60056

Project 000RC1733.01 Zervos Three, Inc/Clark Station #1615

Professional Services from August 01, 2010 to September 04, 2010

Professional Personnel

		Hours	Rate	Amount	
Senior Project Manager					
Dishno, Thomas	8/26/2010	4.50	100.00	450.00	
Project Management					
Totals		4.50		450.00	
Total Labor					450.00
			Total this Invoice		\$450.00

INVOICES OVER 30 DAYS PAST DUE WILL BE CHARGED AT THE INTEREST RATE OF 1.5% PER MONTH (18% ANNUALLY) AND/OR A MINIMUM SERVICE CHARGE OF \$25.



ENVIRONMENTAL CORP
 FIN # 38-2856229



INVOICE

DUE ON RECEIPT

PLEASE
 REMIT TO: 1128 Franklin Street
 Morne, Me
 49435

016-667-4000

February 01, 2011

Project No: 000RC1733.01

Invoice No: <Draft>

Mr. George Zervos
 Zervos Three, Inc.
 714 Chris Lane
 Mount Prospect, IL 60056

Project 000RC1733.01 Zervos Three, Inc/Clark Station #1615
Professional Services from September 17, 2010 to January 29, 2011

Professional Personnel

		Hours	Rate	Amount
Senior Project Manager				
Dishno, Thomas	9/17/2010	1.50	100.00	150.00
Project Management				
Dishno, Thomas	9/22/2010	2.50	100.00	250.00
Project Management				
Dishno, Thomas	9/24/2010	.50	100.00	50.00
Project Management				
Dishno, Thomas	10/4/2010	1.50	100.00	150.00
Office				
Dishno, Thomas	11/5/2010	1.50	100.00	150.00
Project Management				
Dishno, Thomas	11/24/2010	1.50	100.00	150.00
Appeal				
Dishno, Thomas	12/2/2010	.50	100.00	50.00
Project Management				
Dishno, Thomas	12/3/2010	.50	100.00	50.00
Project Management				
Dishno, Thomas	12/16/2010	1.00	100.00	100.00
Project Management				
Dishno, Thomas	12/17/2010	1.50	100.00	150.00
Project Management				
Dishno, Thomas	1/19/2011	1.50	100.00	150.00
Project Management - Appeal				
Dishno, Thomas	1/21/2011	1.50	100.00	150.00
Project Management - Appeal				
Dishno, Thomas	1/24/2011	3.50	100.00	350.00
Appeal				
Dishno, Thomas	1/26/2011	1.00	100.00	100.00
Appeal				
Totals		20.00		2,000.00
Total Labor				2,000.00

Project	000RC1733.01	Zervos Three, Inc/Clark Station #1615	Invoice	<Draft>
			Total this Invoice	\$2,000.00

INVOICES OVER 30 DAYS PAST DUE WILL BE CHARGED AT THE INTEREST RATE OF 1.5% PER MONTH (18% ANNUALLY) AND/OR A MINIMUM SERVICE CHARGE OF \$25.