ACTION

FLUSHING TOWN CENTER III, L.P.
118-35 Queens Boulevard
Forest Hills, New York 11375

March 3, 2008

VIA DHL

Alan J. Steinberg
Regional Administrator
U.S. Environmental Protection Agency
Region 2
290 Broadway
New York, New York 10007-1866

Re: In the Matter of C.E. Flushing, LLC, Flushing, New York
Request for Approval for Risk-Based Clean-up/Disposal of
Polychlorinated Biphenyl Remediation Waste

Dear Mr. Perez:

I am general counsel to Flushing Town Center III, L.P., the current owner of the above-referenced site and write in response to letters from Rudolph Perez, Esq., to Jennifer Coghlan, Esq. dated January 10, 2008 and February 14, 2008.

As noted in my prior correspondence to Mr. Perez, I respectfully request that the name of the entity seeking approval be changed from C.E. Flushing, LLC to Flushing Town Center III, L.P. The approval should be directed to:

Joshua Muss, Manager
Flushing Town Center III, L.P.
118-35 Queens Boulevard
Forest Hills, New York 11375

A copy of the deed from C.E. Flushing, LLC to Flushing Town Center III, L.P., dated April 4, 2007, is attached hereto as Exhibit "A". The Retail/Parking Parcel therein includes Parcels 1-3 of the site, as depicted on the map attached hereto as Exhibit "B". The current street address for the site is 40-22 College Point Boulevard, Flushing, NY 11354. Once development is completed, there will be two street addresses associated with the site: 40-28 College Point Blvd on the eastern portion and 131-07 40th Road on the western portion.

Mr. Perez's February 14 letter contained a description of the site, which should be revised to read as follows:

The Site encompasses approximately 13.6 acres divided into four segments for purposes of participation in the New York State Brownfield Cleanup Program, identified as Parcels 1, 2, 3 and 4. This approval addresses Parcels 1, 2 and 3. Parcel 1 consists of the eastern portion of the property and comprises approximately 5.42 acres. Parcel 2 consists of approximately 6.99 acres of the western portion of the property. Parcel 3 consists of approximately 0.88 acres of the waterfront portion of the property.

AKRF, Inc. is the technical representative for Flushing Town Center III, L.P. As explained in a letter from Michelle Lapin, P.E., and Kathleen Brunner of AKRF, attached hereto as Exhibit "C", the information previously submitted is still applicable and relevant.

We look forward to receiving the Agency's approval shortly. Please contact me at 718-263-3800 or Ms. Coghlan at 212-421-2150 if you require any further information.

Sincerely,

Michael F. Seidenwar

Enc.
cc: R. Perez, EPA
J. Coghlan, Esq.

BARGAIN AND SALE DEED
(Without Covenants against Grantor's Acts)

THIS INDENTURE, made as of April 4, 2007, between C.E. FLUSHING, LLC, a New York limited liability company, with offices at 118-35 Queens Boulevard, Forest Hills, New York 11375, party of the first part, and FLUSHING TOWN CENTER III, L.P., a Delaware limited partnership, with offices at 118-35 Queens Boulevard, Forest Hills, New York 11375, party of the second part:

WITNESSETH, that the party of the first part, in consideration of one dollar and other good and valuable consideration, lawful money of the United States, paid by the party of the second part, does hereby grant and release unto the party of the second part, successors and assigns forever, all that certain parcel of Land located in the city of New York, County of Queens, State of New York (as more particularly described in Schedule A attached hereto), together with the appurtenances and all the estate and rights of the party of the first part in and to said premises,

AND the party of the first part, in compliance with Section 13 of the Lien Law, covenants that the party of the first part will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the cost of the improvement and will apply the same first to the payment of the cost of the improvement before using any part of the total of the same for any other purpose,

TO HAVE AND TO HOLD the premises herein granted unto the party of the second part, its successors and assigns forever.

IN WITNESS WHEREOF, the party of the first part has duly executed this deed as of the day and year first above written.

C.E. FLUSHING, LLC

By: _____
Name: James M. Jarosik
Title: Authorized Signatory

In presence of:

Christine Luebke (Stanton)

STATE OF NEW YORK)
) SS.:
COUNTY OF New York)

On the 3rd day of April, 2007 before me, the undersigned, a Notary Public in and for said State, personally appeared James M. Jarosik, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual(s), or person upon behalf of which the individual acted, executed the instrument.

SEAL

Christine Luebke (Stanton)
Notary Public

CHRISTINE LUEBKE (Stanton)
NOTARY PUBLIC, State of New York
No. 01LU6116154
Qualified in Queens County
Commission Expires September 20, 2009

KL3 2582228 2

Schedule A

Legal Description

RETAIL / PARKING PARCEL

All that certain lot, piece or parcel of land, situate, lying and being in the Borough and County of Queens, City and State of New York, bounded and described as follows:

Beginning at the point formed by the intersection of the southerly side of Roosevelt Avenue (120.00 feet wide) with the westerly side of College Point Boulevard (100.00 feet wide).

1) Running thence southerly along said westerly side of College Point Boulevard a distance of 312.18 feet to the point formed by the intersection of said westerly side of College Point Boulevard with the northwesterly side of 40 th. Road.

2) Thence southwesterly along said northwesterly side of 40 th. Road 891.29 feet to a point.

3) Thence northwesterly forming an interior angle of 127 degrees 12 minutes 25 seconds and a distance of 412.89 feet to a point on the easterly side of Van Wyck Expressway.

4) Thence northerly along said easterly side of Van Wyck Expressway 315.27 feet to a point on the easterly side of Flushing River.

5) Thence northerly along said easterly side of Flushing River 86.52 feet to a point.

6) Thence easterly forming an interior angle of 137 degrees 28 minutes 03 seconds and a distance of 49.50 feet to a point.

7) Thence northerly and perpendicular to Roosevelt Avenue 20.00 feet to a point on the southerly side of Roosevelt Avenue (95.00 feet wide).

8) Thence easterly along southerly side of Roosevelt Avenue (95.00 feet wide) 333.05 feet to an angle point therein.

9) Thence easterly along southerly side of Roosevelt Avenue (120.00 feet wide) 736.16 feet to the point or place of beginning.

Excluding from the above described property are the following lands:

PHASE I - Residential Towers 1 & 2
(East Building)
(Parcel "A" & Parcel "B")

PARCEL "A"

All that certain lot, piece or parcel of land, situate, lying and being in the Borough and County of Queens, City and State of New York, bounded and described as follows:

The following Parcel begins at a plane elevation of ±77.67 feet.
(Elevations refer to Queens Topographical Bureau Datum which is 2.725 feet above mean sea level at Sandy Hook, New Jersey NGVD 1929)

Beginning at a point 25.50 feet southerly and perpendicular to the southerly side of Roosevelt Avenue (120.00 feet wide); which point is distant 30.50 feet westerly, as measured along said southerly side of Roosevelt Avenue, from the point formed by the intersection of said southerly side of Roosevelt Avenue with the westerly side of College Point Boulevard (100.00 feet wide).

1) Running thence southerly and perpendicular to said southerly side of Roosevelt Avenue 30.00 feet to a point.

2) Thence easterly and parallel to said southerly side of Roosevelt Avenue 8.50 feet to a point.

3) Thence southerly and perpendicular to said southerly side of Roosevelt Avenue 39.00 feet to a point.

4) Thence westerly and parallel to said southerly side of Roosevelt Avenue 60.50 feet to a point.

5) Thence southerly and perpendicular to said southerly side of Roosevelt Avenue 4.00 feet to a point.

6) Thence westerly and parallel to said southerly side of Roosevelt Avenue 26.08 feet to a point.

7) Thence northerly and perpendicular to said southerly side of Roosevelt Avenue 4.00 feet to a point.

8) Thence westerly and parallel to said southerly side of Roosevelt Avenue 72.83 feet to a point.

9) Thence southerly and perpendicular to said southerly side of Roosevelt Avenue 4.00 feet to a point.

10) Thence westerly and parallel to said southerly side of Roosevelt Avenue 47.17 feet to a point.

11) Thence northerly and perpendicular to said southerly side of Roosevelt Avenue 4.00 feet to a point.

12) Thence westerly and parallel to said southerly side of Roosevelt Avenue 17.83 feet to a point.

13) Thence northerly and perpendicular to said southerly side of Roosevelt Avenue 7.17 feet to a point

14) Thence westerly and parallel to said southerly side of Roosevelt Avenue 7.54 feet to a point.

15) Thence southerly and perpendicular to said southerly side of Roosevelt Avenue 7.58 feet to a point.

16) Thence westerly and parallel to said southerly side of Roosevelt Avenue 13.00 feet to a point.

17) Thence northerly and perpendicular to said southerly side of Roosevelt Avenue 7.58 feet to a point.

18) Thence westerly and parallel to said southerly side of Roosevelt Avenue 7.54 feet to a point.

19) Thence southerly and perpendicular to said southerly side of Roosevelt Avenue 7.17 feet to a point.

20) Thence westerly and parallel to said southerly side of Roosevelt Avenue 26.92 feet to a point.

21) Thence southerly and perpendicular to said southerly side of Roosevelt Avenue 4.00 feet to a point.

22) Thence westerly and parallel to said southerly side of Roosevelt Avenue 47.17 feet to a point.

23) Thence northerly and perpendicular to said southerly side of Roosevelt Avenue 4.00 feet to a point.

24) Thence westerly and parallel to said southerly side of Roosevelt Avenue 72.83 feet to a point.

25) Thence southerly and perpendicular to said southerly side of Roosevelt Avenue 4.00 feet to a point.

26) Thence westerly and parallel to said southerly side of Roosevelt Avenue 47.17 feet to a point.

27) Thence northerly and perpendicular to said southerly side of Roosevelt Avenue 4.00 feet to a point.

28) Thence westerly and parallel to said southerly side of Roosevelt Avenue 25.75 feet to a point.

29) Thence northerly and perpendicular to said southerly side of Roosevelt Avenue 79.42 feet to a point.

30) Thence easterly and parallel to said southerly side of Roosevelt Avenue 106.83 feet to a point.

31) Thence northerly and perpendicular to said southerly side of Roosevelt Avenue 15.00 feet to a point.

32) Thence easterly and parallel to said southerly side of Roosevelt Avenue 41.00 feet to a point.

33) Thence southerly and perpendicular to said southerly side of Roosevelt Avenue 15.00 feet to a point.

34) Thence easterly and parallel to said southerly side of Roosevelt Avenue 67.86 feet to the point.

35) Thence northerly and perpendicular to said southerly side of Roosevelt Avenue 15.00 feet to a point.

36) Thence easterly and parallel to said southerly side of Roosevelt Avenue 40.14 feet to a point.

37) Thence southerly and perpendicular to said southerly side of Roosevelt Avenue 15.00 feet to a point.

38) Thence easterly and parallel to said southerly side of Roosevelt Avenue 67.00 feet to a point.

39) Thence northerly and perpendicular to said southerly side of Roosevelt Avenue 15.00 feet to a point.

40) Thence easterly and parallel to said southerly side of Roosevelt Avenue 41.00 feet to a point.

41) Thence southerly and perpendicular to said southerly side of Roosevelt Avenue 15.00 feet to a point.

42) Thence easterly and parallel to said southerly side of Roosevelt Avenue 59.75 feet to a point.

43) Thence southerly and perpendicular to said southerly side of Roosevelt Avenue 10.42 feet to a point.

44) Thence easterly and parallel to said southerly side of Roosevelt Avenue 40.25 feet to the point or place of beginning.

PARCEL "B"
("Tower 2 projection")

The following Parcel begins at a plane elevation of ±94.83 feet.
(Elevations refer to Queens Topographical Bureau Datum which is 2.725 feet above mean sea level at Sandy Hook, New Jersey NGVD 1929)

Beginning at a point 47.63 feet southerly and perpendicular to the southerly side of Roosevelt Avenue (120.00 feet wide); which point is distant 493.83 feet westerly, as measured along said southerly side of Roosevelt Avenue, from the point formed by the intersection of said southerly side of Roosevelt Avenue with the westerly side of College Point Boulevard (100.00 feet wide).

1) Running thence southerly and perpendicular to said southerly side of Roosevelt Avenue 24.75 feet to a point.

2) Thence westerly and parallel to said southerly side of Roosevelt Avenue 4.67 feet to a point.

3) Thence northerly and perpendicular to said southerly side of Roosevelt Avenue 24.75 feet to a point.

4) Thence easterly and parallel to said southerly side of Roosevelt Avenue 4.67 feet to the point or place of beginning.

PHASE I – Residential Tower 3
(East Building)

All that certain lot, piece or parcel of land, situate, lying and being in the Borough and County of Queens, City and State of New York, bounded and described as follows:

The following parcel begins at a plane elevation of ±77.67 feet.
(Elevations refer to Queens Topographical Bureau Datum which is 2.725 feet above mean sea level at Sandy Hook, New Jersey NGVD 1929)

Beginning at a point 28.00 feet northwesterly and perpendicular to the northwesterly side of 40th Road (50.00 feet wide); which point is distant 8.56 feet southwesterly, as measured along said northwesterly side of 40th Road, from the point formed by the intersection of said northwesterly side of 40th Road with the westerly side of College Point Boulevard (100.00 feet wide).

1) Running thence southwesterly and parallel to said northwesterly side of 40th Road 260.40 feet to a point.

2) Thence northwesterly and perpendicular to said northwesterly side of 40th Road 32.85 feet to a point.

3) Thence northeasterly and parallel to said northwesterly side of 40th Road 3.82 feet to a point.

4) Thence northwesterly and perpendicular to said northwesterly side of 40th Road 45.57 feet to a point.

5) Thence northeasterly and parallel to said northwesterly side of 40th Road 4.00 feet to a point.

6) Thence northwesterly and perpendicular to said northwesterly side of 40th Road 4.00 feet to a point.

7) Thence northeasterly and parallel to said northwesterly side of 40th Road 0.50 feet to a point.

8) Thence northwesterly and perpendicular to said northwesterly side of 40th Road 12.02 feet to a point.

9) Thence northeasterly and parallel to said northwesterly side of 40th Road 137.34 feet to a point.

10) Thence southeasterly and perpendicular to said northwesterly side of 40th Road 2.17 feet to a point.

11) Thence northeasterly and parallel to said northwesterly side of 40th Road 10.30 feet to a point.

12) Thence southeasterly and perpendicular to said northwesterly side of 40th Road 5.33 feet to a point.

13) Thence northeasterly and parallel to said northwesterly side of 40th Road 1.37 feet to a point.

14) Thence southeasterly and perpendicular to said northwesterly side of 40th Road 6.00 feet to a point.

15) Thence northeasterly and parallel to said northwesterly side of 40th Road 10.83 feet to a point.

16) Thence northwesterly and perpendicular to said northwesterly side of 40th Road 3.33 feet to a point.

17) Thence northeasterly and parallel to said northwesterly side of 40th Road 1.52 feet to a point.

18) Thence northwesterly and perpendicular to said northwesterly side of 40th Road 8.00 feet to a point.

19) Thence northeasterly and parallel to said northwesterly side of 40th Road 10.16 feet to a point.

20) Thence northwesterly and perpendicular to said northwesterly side of 40th Road 2.11 feet to a point.

21) Thence northeasterly and parallel to said northwesterly side of 40th Road 107.73 feet to a point.

22) Thence northeasterly and forming an interior angle of 154 degrees 25 minutes 25 seconds 8.59 feet to a point.

23) Thence southerly and forming an interior angle of 90 degrees 00 minutes 00 seconds 9.07 feet to a point.

24) Thence on a curve deflecting to the right having a radius of 83.16 feet, a central angle of 32 degrees 10 minutes 05 seconds and a distance of 46.69 feet to a point.

25) Thence southwesterly and parallel to said northwesterly side of 40th Road 14.12 feet to a point.

26) Thence southeasterly and perpendicular to said northwesterly side of 40th Road 6.00 feet to a point.

27) Thence southwesterly and parallel to said northwesterly side of 40th Road 4.00 feet to a point.

28) Thence southeasterly and perpendicular to said northwesterly side of 40th Road 15.42 feet to a point.

29) Thence southwesterly and parallel to said northwesterly side of 40th Road 0.42 feet to a point.

30) Thence southeasterly and perpendicular to said northwesterly side of 40th Road 16.50 feet to the point or place of beginning.

RESIDENTIAL – PHASE II LANDS
(West Building including Towers 6, 7, & 8)

All that certain lot, piece or parcel of land, situate, lying and being in the Borough and County of Queens, City and State of New York, bounded and described as follows:

The following parcel begins at a plane elevation of ±74' feet.
(Elevations refer to Queens Topographical Bureau Datum which is 2.725 feet above mean sea level at Sandy Hook, New Jersey NGVD 1929)

Beginning at a point 30.50 feet southerly and perpendicular to the southerly side of Roosevelt Avenue (120.00 feet wide); which point is distant 721.67 feet westerly, as measured along said southerly side of Roosevelt Avenue, from the point formed by the intersection of said southerly side of Roosevelt Avenue with the westerly side of College Point Boulevard (100.00 feet wide).

1) Running thence southerly and perpendicular to Roosevelt Avenue 584.00 feet to a point.

2) Thence westerly and at right angles to previous course 49.00 feet to a point.

3) Thence northerly and at right angles to previous course 28.17 feet to a point.

4) Thence easterly and at right angles to previous course 39.00 feet to a point.

5) Thence northerly and at right angles to previous course 50.83 feet to a point.

6) Thence westerly and at right angles to previous course 110.67 feet to a point.

7) Thence northerly and at right angles to previous course 3.00 feet to a point.

8) Thence westerly and at right angles to previous course 109.33 feet to a point.

9) Thence northerly and at right angles to previous course 84.00 feet to a point.

10) Thence westerly and at right angles to previous course 49.33 feet to a point.

11) Thence northerly and at right angles to previous course 69.00 feet to a point.

12) Thence easterly and at right angles to previous course 51.33 feet to a point.

13) Thence northerly and at right angles to previous course 83.50 feet to a point.

14) Thence westerly and at right angles to previous course 51.33 feet to a point.

15) Thence northerly and at right angles to previous course 69.00 feet to a point.

16) Thence easterly and at right angles to previous course 51.33 feet to a point.

17) Thence northerly and at right angles to previous course 88.50 feet to a point.

18) Thence westerly and at right angles to previous course 51.33 feet to a point.

19) Thence northerly and at right angles to previous course 51.54 feet to a point.

20) Thence northeasterly forming an interior angle of 105 degrees 17 minutes 55 seconds 66.19 feet to a point.

21) Thence easterly forming an interior angle of 164 degrees 42 minutes 05 seconds 185.67 feet to a point.

22) Thence northerly and at right angles to previous course 39.00 feet to a point.

23) Thence easterly and at right angles to previous course 29.82 feet to the point or place of beginning.

Bargain and Sale Deed without
Covenant against Grantor's Acts

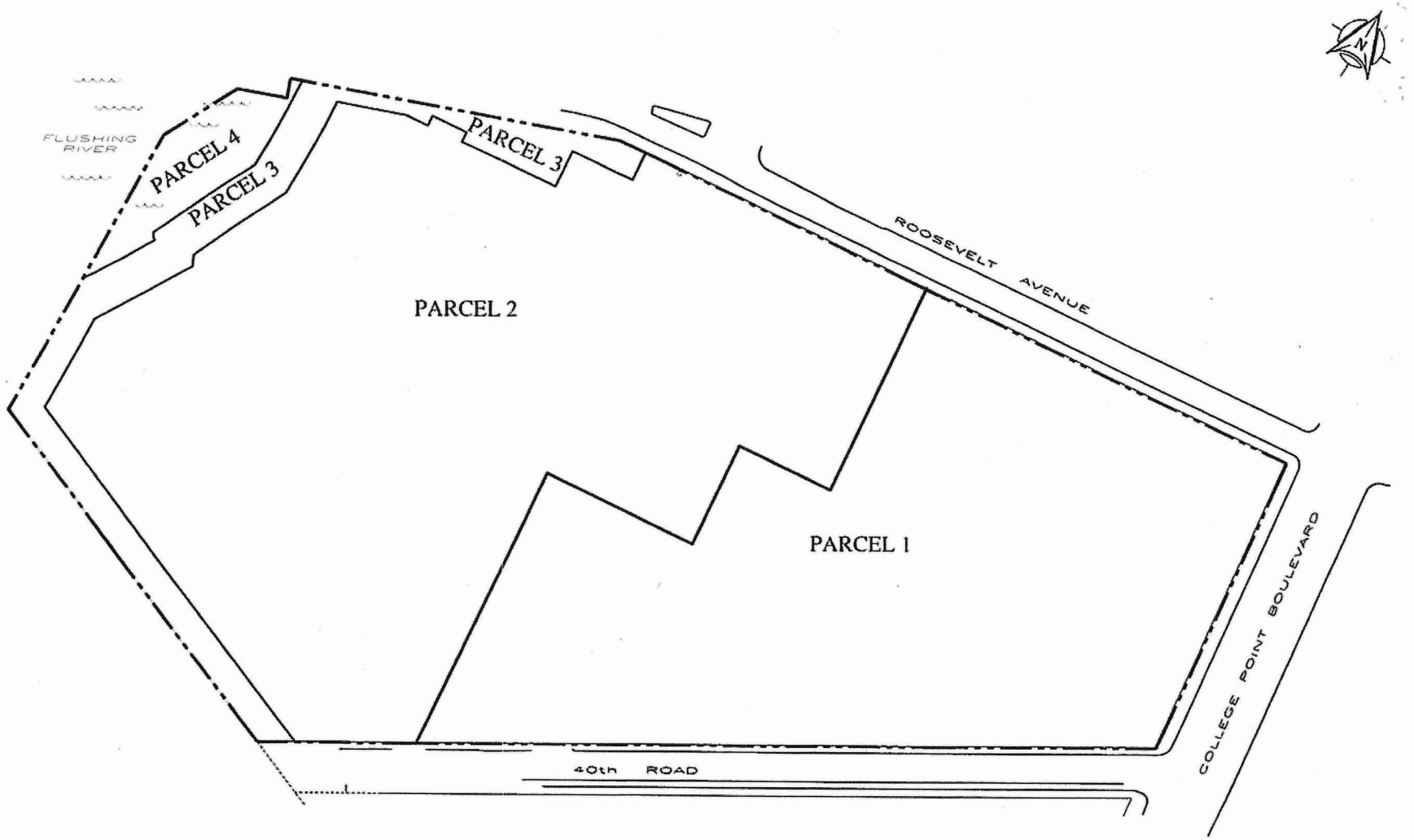
C.E. FLUSHING, LLC

To

FLUSHING TOWN CENTER III, L.P.

BLOCK: **5066**
LOTS: **1 and 100**
COUNTY: **Queens**

Record and Return to:
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, New York 10036
Attn: Russ Rabinovich, Esq.



Legend:

PLANNED BUILDING LINE

PARCEL BOUNDARY

PROPERTY BOUNDARY

SCALE IN FEET
0' 50' 100' 200'
SCALE 1"=100'

AKRF
Environmental Consultants
440 Park Avenue South, New York, N.Y. 10016

FLUSHING INDUSTRIAL PARK, PARCELS 1 - 4
Flushing, New York

PARCEL BOUNDARIES

DATE 11.09.07

SCALE 1"=100'

PROJECT No 30141

FIGURE No 2

© 2004 AKRF, Inc. Environmental Consultants

64% Scale

AKRF
Environmental and Planning Consultants

440 Park Avenue South
New York, NY 10016
tel: 212 696-0670
fax: 212 213-3191
www.akrf.com

January 17, 2008

Mr. Rudolph Perez
Assistant Regional Counsel
United States Environmental Protection Agency Region II
290 Broadway
New York, New York 10007-1866

Re: Response to Comments
PCB Remediation – Risk-Based Confirmation Under 40 CFR § 761.61(c)
Flushing Industrial Park
College Point Boulevard and 40th Road, Flushing, New York

Dear Mr. Perez:

AKRF Engineering, P.C. (AKRF) is in receipt of your letter to Sive, Paget & Riesel, PC dated January 10, 2008 regarding the risk-based PCB remediation performed under the supervision and with the approval of the New York State Department of Environmental Conservation (NYSDEC) at the above-referenced site. AKRF represented C.E. Flushing, LLC during remedial activities and continues to represent the site owner of the real property, as the ownership entity has changed.

Documents previously submitted to the United States Environmental Protection Agency (USEPA) related to this project included correspondence dated December 8, 2006, October 26, 2006, August 22, 2006 and September 1, 2005. The information contained in these previous submittals is still applicable and relevant to the request for USEPA's confirmation that the remediation performed on the Flushing Industrial Park site constitutes an appropriate risk-based approach to PCB remediation.

Since December 2006, additional site excavation and grading has been performed as part of site redevelopment. All post-remediation soil disturbance activities in areas of residual PCBs are monitored by AKRF for general oversight, documentation of soil handling procedures, and monitoring of worker and community health and safety. The limited areas with residual PCB contamination with concentrations greater than 10 ppm (as outlined in our correspondence to USEPA on October 26, 2006) continue to be located at depth beneath a minimum of two (2) feet of clean fill which meets the Site-Specific Action Levels; in addition, concrete pile caps and building slabs or asphalt pavement have been placed over much of the western ⅔ of the site where the residual PCBs are located. As part of the final development, all areas of residual contamination will be covered with a total of at least four (4) feet of clean fill, concrete and/or asphalt associated with the new development.

In December 2007, the NYSDEC granted Certificates of Completion (COCs) for each of the three development Parcels (Parcels 1, 2 and 3). The COCs are NYSDEC confirmation that remediation

requirements to address contamination at Flushing Industrial Park, Parcels 1, 2 and 3 have been achieved under the Brownfield Cleanup Program. The NYSDEC also approved Parcel-specific Site Management Plans (SMPs) which address potential residual contamination in on-site groundwater, soil and soil gas. With implementation of the SMPs, Parcels 1, 2 and 3 will remain protective of human health and the environment. Environmental easements were recorded for Parcels 1, 2 and 3 to ensure proper implementation of the SMPs.

Please call Kate Brunner at 646-388-9525 if you have any questions.

Sincerely,
AKRF Engineering, P.C.

Michelle Lapin, P.E.
President

Kathleen Brunner
Technical Director

cc: V. Chin USEPA Region 2, Edison, NJ
M. Seidenwar, M. Brenner – C.E. Flushing, LLC
M. Chertok, J. Coghlan – Sive Paget & Riesel

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