

November 2, 2011

Holiday Alaska, Inc.
4567 American Boulevard West
Minneapolis, MN 55437

Attn: Mr. Bruce Anthony

**RE: MONITORING WELL DECOMMISSIONING AT FORMER WILLIAMS
EXPRESS SITE NO. 5009, 1209 GAMBELL STREET, ANCHORAGE, ALASKA**

This letter report presents Shannon & Wilson's monitoring well decommissioning activities at former Williams Express Site (WES) No. 5009, 1209 Gambell Street, Anchorage, Alaska. Decommissioning of the site's groundwater monitoring wells was requested in the Alaska Department of Environmental Conservation's (ADEC) July 2011 Decision Document. This work was conducted in accordance with our May 29, 2009 work plan, which was approved by the ADEC on June 5, 2009. Ms. Keather McLoone of the ADEC was notified via email on October 14, 2011 of the planned decommissioning activities.

FIELD ACTIVITIES

This project consisted of decommissioning four groundwater monitoring wells. Discovery Drilling (Discovery) of Anchorage, Alaska provided the equipment and personnel to perform the decommissioning activities. A Shannon & Wilson field representative identified the well locations and documented the decommissioning activities.

Well Decommissioning Activities

Monitoring Wells MW-3, MW-5, MW-6, and MW-7 were decommissioned on October 17, 2011. The polyvinyl chloride (PVC) well casings were removed from Monitoring Wells MW-3, MW-5 (Photo 1), and MW-7 (Photo 2), and the wells were filled with grout to about 1 to 2 feet below ground surface (bgs). Well MW-6 was filled with bentonite and overdrilled to about 5 feet bgs. The drill cuttings were placed into the over-drilled borehole. The top 1 to 2 feet of each well was filled with gravel and the ground surface was restored with cold patch asphalt, with the exception of Well MW-7, which was resurfaced with the surrounding landscaping soil.

The ADEC also requested the decommissioning of three off-site wells (MW1OS, MW2OS, and MW3OS) located south of WES No. 5009. The wells were installed for a third party as part of site assessment activities conducted in 2007 at 1231 Gambell Street. Permission to decommission the wells was not granted by the property owner. Future maintenance and decommissioning of these three wells will be the responsibility of the 1231 Gambell Street

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property owner. The former and existing well locations are shown in Figure 1. Photographs from the decommissioning activities are included in Attachment 1.

CLOSURE AND LIMITATIONS

This report was prepared for the exclusive use of our clients and their representatives in the study of this site. Shannon & Wilson has included Attachment 2 "Important Information About Your Geotechnical/Environmental Report" to clarify the use and limitations of our reports. You are advised that various state and federal agencies (ADEC, EPA, etc.) may require the reporting of this information. Shannon & Wilson does not assume the responsibility for reporting these findings and therefore has not, and will not, disclose the results of this study, except with your permission or as required by law.

We appreciate this opportunity to be of service. Please call the undersigned at (907) 561-2120 with questions or comments concerning this report.

Sincerely,

SHANNON & WILSON, INC.

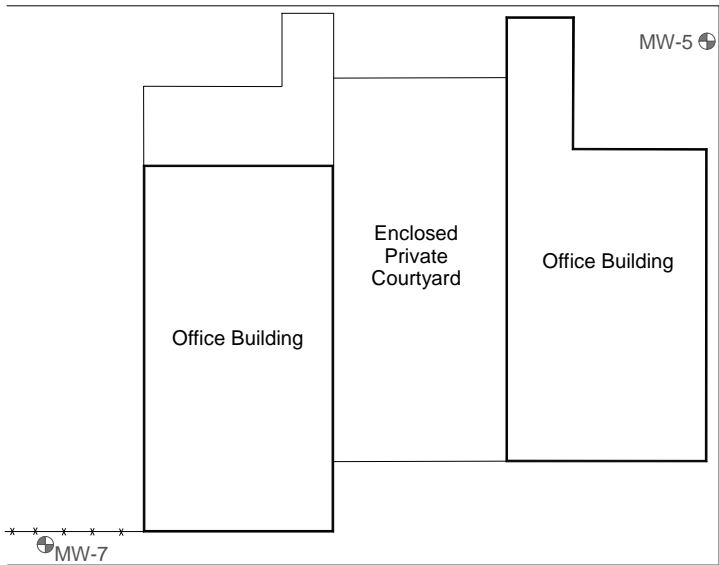


Dan P. McMahon
Principal Environmental Scientist

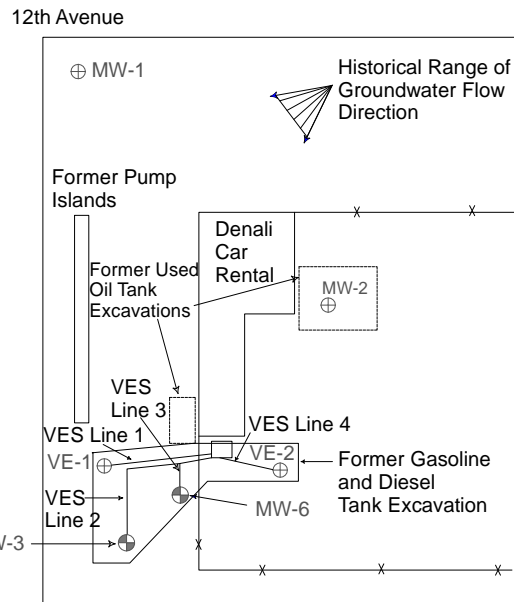
Encl.: Figure 1, Attachments 1 and 2



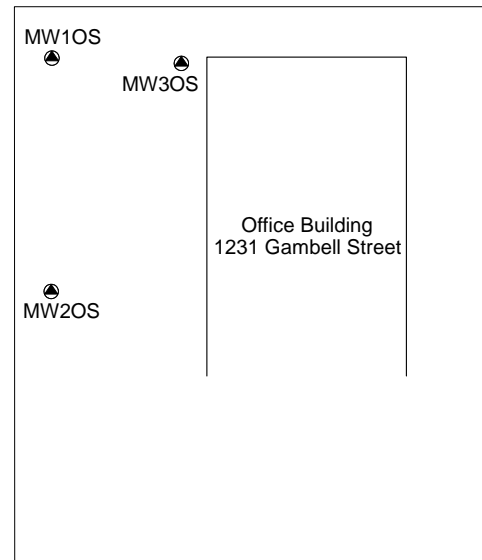
ALLEY



13th Avenue



ALLEY



LEGEND

- MW-3 ⊕ Approximate location and number of Monitoring Well MW-3, decommissioned by Shannon & Wilson on October 17, 2011.
- MW-1 ⊕ Approximate location and number of Monitoring Well MW-1, decommissioned by Shannon & Wilson on December 18, 2009.
- Monitoring well installed by Shannon and Wilson in February 2007, under contract to third party.



WES 5009, 1209 Gambell Street
Anchorage, Alaska

SITE PLAN

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32-1-17311-092

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Geotechnical & Environmental Consultants

Fig. 1

ATTACHMENT 1
SITE PHOTOGRAPHS



Photograph 1: Looking north, removing the well casing from Monitoring Well MW-5 (October 17, 2011).



Photograph 2: Looking east, removing the well casing from Monitoring Well MW-7. (October 17, 2011).

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PHOTOGRAPHS 1 AND 2

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SHANNON & WILSON, INC.
Geotechnical & Environmental Consultants

ATTACHMENT 2

**“IMPORTANT INFORMATION ABOUT YOUR
GEOTECHNICAL/ ENVIRONMENTAL REPORT”**



Date: November 2011
To: Holiday Alaska, Inc.
Re: 1209 Gambell Street, Anchorage, Alaska

Important Information About Your Geotechnical/Environmental Report

CONSULTING SERVICES ARE PERFORMED FOR SPECIFIC PURPOSES AND FOR SPECIFIC CLIENTS.

Consultants prepare reports to meet the specific needs of specific individuals. A report prepared for a civil engineer may not be adequate for a construction contractor or even another civil engineer. Unless indicated otherwise, your consultant prepared your report expressly for you and expressly for the purposes you indicated. No one other than you should apply this report for its intended purpose without first conferring with the consultant. No party should apply this report for any purpose other than that originally contemplated without first conferring with the consultant.

THE CONSULTANT'S REPORT IS BASED ON PROJECT-SPECIFIC FACTORS.

A geotechnical/environmental report is based on a subsurface exploration plan designed to consider a unique set of project-specific factors. Depending on the project, these may include: the general nature of the structure and property involved; its size and configuration; its historical use and practice; the location of the structure on the site and its orientation; other improvements such as access roads, parking lots, and underground utilities; and the additional risk created by scope-of-service limitations imposed by the client. To help avoid costly problems, ask the consultant to evaluate how any factors that change subsequent to the date of the report may affect the recommendations. Unless your consultant indicates otherwise, your report should not be used: (1) when the nature of the proposed project is changed (for example, if an office building will be erected instead of a parking garage, or if a refrigerated warehouse will be built instead of an unrefrigerated one, or chemicals are discovered on or near the site); (2) when the size, elevation, or configuration of the proposed project is altered; (3) when the location or orientation of the proposed project is modified; (4) when there is a change of ownership; or (5) for application to an adjacent site. Consultants cannot accept responsibility for problems that may occur if they are not consulted after factors, which were considered in the development of the report, have changed.

SUBSURFACE CONDITIONS CAN CHANGE.

Subsurface conditions may be affected as a result of natural processes or human activity. Because a geotechnical/environmental report is based on conditions that existed at the time of subsurface exploration, construction decisions should not be based on a report whose adequacy may have been affected by time. Ask the consultant to advise if additional tests are desirable before construction starts; for example, groundwater conditions commonly vary seasonally.

Construction operations at or adjacent to the site and natural events such as floods, earthquakes, or groundwater fluctuations may also affect subsurface conditions and, thus, the continuing adequacy of a geotechnical/environmental report. The consultant should be kept apprised of any such events, and should be consulted to determine if additional tests are necessary.

MOST RECOMMENDATIONS ARE PROFESSIONAL JUDGMENTS.

Site exploration and testing identifies actual surface and subsurface conditions only at those points where samples are taken. The data were extrapolated by your consultant, who then applied judgment to render an opinion about overall subsurface conditions. The actual interface between materials may be far more gradual or abrupt than your report indicates. Actual conditions in areas not sampled may differ from those predicted in your report. While nothing can be done to prevent such situations, you and your consultant can work together to help reduce their impacts. Retaining your consultant to observe subsurface construction operations can be particularly beneficial in this respect.

A REPORT'S CONCLUSIONS ARE PRELIMINARY.

The conclusions contained in your consultant's report are preliminary because they must be based on the assumption that conditions revealed through selective exploratory sampling are indicative of actual conditions throughout a site. Actual subsurface conditions can be discerned only during earthwork; therefore, you should retain your consultant to observe actual conditions and to provide conclusions. Only the consultant who prepared the report is fully familiar with the background information needed to determine whether or not the report's recommendations based on those conclusions are valid and whether or not the contractor is abiding by applicable recommendations. The consultant who developed your report cannot assume responsibility or liability for the adequacy of the report's recommendations if another party is retained to observe construction.

THE CONSULTANT'S REPORT IS SUBJECT TO MISINTERPRETATION.

Costly problems can occur when other design professionals develop their plans based on misinterpretation of a geotechnical/environmental report. To help avoid these problems, the consultant should be retained to work with other project design professionals to explain relevant geotechnical, geological, hydrogeological, and environmental findings, and to review the adequacy of their plans and specifications relative to these issues.

BORING LOGS AND/OR MONITORING WELL DATA SHOULD NOT BE SEPARATED FROM THE REPORT.

Final boring logs developed by the consultant are based upon interpretation of field logs (assembled by site personnel), field test results, and laboratory and/or office evaluation of field samples and data. Only final boring logs and data are customarily included in geotechnical/environmental reports. These final logs should not, under any circumstances, be redrawn for inclusion in architectural or other design drawings, because drafters may commit errors or omissions in the transfer process.

To reduce the likelihood of boring log or monitoring well misinterpretation, contractors should be given ready access to the complete geotechnical engineering/environmental report prepared or authorized for their use. If access is provided only to the report prepared for you, you should advise contractors of the report's limitations, assuming that a contractor was not one of the specific persons for whom the report was prepared, and that developing construction cost estimates was not one of the specific purposes for which it was prepared. While a contractor may gain important knowledge from a report prepared for another party, the contractor should discuss the report with your consultant and perform the additional or alternative work believed necessary to obtain the data specifically appropriate for construction cost estimating purposes. Some clients hold the mistaken impression that simply disclaiming responsibility for the accuracy of subsurface information always insulates them from attendant liability. Providing the best available information to contractors helps prevent costly construction problems and the adversarial attitudes that aggravate them to a disproportionate scale.

READ RESPONSIBILITY CLAUSES CLOSELY.

Because geotechnical/environmental engineering is based extensively on judgment and opinion, it is far less exact than other design disciplines. This situation has resulted in wholly unwarranted claims being lodged against consultants. To help prevent this problem, consultants have developed a number of clauses for use in their contracts, reports and other documents. These responsibility clauses are not exculpatory clauses designed to transfer the consultant's liabilities to other parties; rather, they are definitive clauses that identify where the consultant's responsibilities begin and end. Their use helps all parties involved recognize their individual responsibilities and take appropriate action. Some of these definitive clauses are likely to appear in your report, and you are encouraged to read them closely. Your consultant will be pleased to give full and frank answers to your questions.

The preceding paragraphs are based on information provided by the
ASFE/Association of Engineering Firms Practicing in the Geosciences, Silver Spring, Maryland