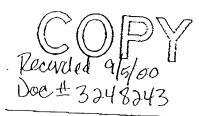
Document No.

SECOND AMENDMENT TO THE DECLARATION OF PROTECTIVE COVENANTS FOR FITCHBURG BUSINESS AND RESEARCH PARK, CITY OF FITCHBURG, WISCONSIN



Return to:

Jesse S. Ishikawa Reinhart, Boerner, Van Deuren, Norris Rieselbach, s.c. P.O. Box 2018

Madison, WI 53701-2018

SEE EXHIBIT B

Parcel Numbers

SECOND AMENDMENT TO THE DECLARATION OF PROTECTIVE COVENANTS FOR FITCHBURG BUSINESS AND RESEARCH PARK CITY OF FITCHBURG, WISCONSIN

THIS SECOND AMENDMENT TO DECLARATION OF PROTECTIVE COVENANTS FOR FITCHBURG BUSINESS AND RESEARCH PARK (the "Amendment") is made as of this 4th day of August 2000, by FITCHBURG RESEARCH PARK ASSOCIATES LIMITED PARTNERSHIP, a Wisconsin limited partnership ("Developer").

- 35

RECITALS:

- A. Developer prepared and caused to be recorded a Declaration of Protective Covenants describing certain real property located in the City of Fitchburg, Dane County, Wisconsin as amended by a First Amendment to Declaration (the "Declaration"). The Declaration was recorded with the Dane County Register of Deeds on July 13, 1987 in Volume 10320 of Records, Page 26, as Document No. 2032194 and the First Amendment to Declaration was recorded with the Dane County Register of Deeds as Document No. 3018160.
- B. Developer originally intended, at the time the Declaration was prepared, to develop the property described in the Declaration (the "Property") as a business and research park.
- C. A general plan for development of the Property (the "GDP") was adopted by the City of Fitchburg (the "City") in two readings on April 25, 1995 and May 9, 1995. The GDP contemplates a more expansive use of the Property.
- D. In particular, the GDP contemplates that the Property shall be used for biotechnology research and production, town center uses, general offices and laboratories, education and conference facilities, residential clusters, a neighborhood park, a county "E-way" reservation, permanent green space, and a development reserve.
- E. The Developer, pursuant to Section 6.05 of the Declaration, retains the right to amend the Declaration because less than 80% of the total square footage of the Property has been conveyed to persons other than the Developer.
 - F. The Developer desires to revise the Declaration to conform to the GDP.
- G. Furthermore, the Developer desires to revise the Declaration to add additional lands thereto.

NOW, THEREFORE, Developer hereby declares that the Declaration shall be, and the same hereby is, amended in the following manner.

- I. As used herein, the following terms shall be defined as follows:
- (a) The "Research, Office, Education and Conference Environment" shall mean those portions of the Property that are designated in the GDP's land use plan as:

- (i) Biotechnology Research and Production;
- (ii) General Offices and Laboratories; and
- (iii) Education and Conference Facilities.
- (b) The "Town Center Environment" shall mean those portions of the 'Property that are designated in the GDP's land use plan as "Town Center Uses."
- (c) The "Residential Clusters Environment" shall mean those portions of the Property that are designated in the GDP's land use plan as "Residential Clusters."
- (d) The "Reserve Areas Environment" shall mean those portions of the Property that are designated in the GDP's land use plan as "Development Reserve."
- 2. Article I, <u>Statement of Purpose</u>, is hereby amended to read in its entirety as follows:

The purpose of this Declaration is to ensure the highest and best use and most appropriate development of each building site in the Research, Office, Education and Conference Environment, the Town Center Environment, the Residential Clusters Environment and, in the future, the Reserve Areas Environment (individually as "Environment" and collectively the "Environments"); to protect owners of building sites in the Environments against uses of neighboring building sites that may detract from the value of their property; to ensure that all buildings shall be related harmoniously to the terrain and to other buildings in the vicinity; to provide for safe and convenient parking areas; to guard against the erection of poorly designed or proportioned structures, to obtain harmonious use of materials and color schemes; to prevent haphazard, unharmonious improvement of building sites in the Environments; to secure and maintain the proper setbacks from streets; and to thereby promote the development of the Property as a high-quality development.

- 3. Article II, Section 2.04.b.(7) shall be added to read in its entirety as follows:
 - (7) Any other information which the Committee may require.

- 4. Article III, Sections 3.01 through 3.09 shall be deleted and replaced with the following:
 - 3.01 General. Unless approved by the Committee in writing, all buildings constructed upon the Property shall reflect environmentally sound, advanced construction technology, durable materials and a contemporary architectural expression. The Property is divided into four Environments: 1) the Research, Office and Education and Conference Environment, 2) the Town Center Environment, 3) the Residential Clusters Environment and 4) the Reserve Areas Environment. Each of the Environments has its own unique design requirements that apply to all parcels located within that Environment and, therefore, separate architectural restrictions have been established for each Environment.

3.02 The Research, Office, Education and Conference Environment.

- a. Placement. The placement of buildings on a site shall be determined by topography, building footprint and height, and the nature of auxiliary facilities, such as garages, loading docks, waste disposal, and HVAC and telecommunications units. All buildings should present their most desirable face to the street and, when and where possible, the design, massing and spacing should be related to buildings on adjoining lots.
- b. Building Area. To achieve a density of development which will preserve the Property's park-like characteristics, buildings on each lot including all roofed area, shall not cover more than twenty percent (20%) of the gross land area. No Parcel shall have a floor area ratio ("F.A.R.") greater than .40. F.A.R. shall be determined by dividing gross floor area of all buildings on a lot by the land area of that lot. Parking and outside storage areas are not included in the calculation of F.A.R.
- c. <u>Building Materials</u>. The exterior walls of each building shall be constructed of durable, permanent architectural materials which are compatible with the environment and aesthetic characteristics of the Property. All buildings shall incorporate brick, stone, architectural concrete panels, architectural metal,

architectural wood and/or glass into their design. Unfaced concrete block, structural concrete, prefabricated metal siding and the like shall not be permitted without the prior written approval of the Committee.

- d. <u>Building Roofs</u>. Buildings roofs shall be uncluttered. Sculptured or pitched roofs may be required.
- e. <u>Building Elevations</u>. All elevations of the building shall be designed in a consistent and coherent architectural manner. Changes in material color and/or texture shall occur at points relating to the massing, fenestration and overall design concept of the building.
- f. <u>HVAC Units and Miscellaneous Equipment</u>. Cooling towers, rooftop and ground-mounted mechanical and electrical units and other miscellaneous equipment shall either be integrated into the design of the building or screened from view.
- Parking. All employee and visitor parking shall be provided on-site. Parking needs shall be assessed by the use of the proposed building. Shared parking with adjacent sites and facilities is encouraged, and large lots shall be subdivided with landscaped islands. Pervious surfacing shall be considered for employee parking areas. Curbs and gutters will be permitted only in visitor parking areas. All parking areas shall be screened from public streets and adjacent parcels by earth berms, plantings and/or decorative fencing to assure that the visual impact is minimized, and the effect of the natural landscape and architecture are enhanced.
- 3.03 The Town Center Environment. In the Town Center Environment, designated as a Planned Development District (PPD) under sections 22.82-93 of the City of Fitchburg Zoning Ordinance, the General Implementation Plan (GIP) provisions shall apply to the approval of preliminary building and project plans. Final approval will be obtained in conjunction with the filing of a Specific Implementation Plan (SIP) for development at the site.
- 3.04. The Residential Clusters Environment. In the Residential Clusters environment, designated as Planned Development District (PPD)

under sections 22.82-93 of the City of Fitchburg Zoning Ordinance, the General Implementation Plan (GIP) provisions shall apply to the approval of a preliminary building and project plan. Final approval will be obtained in conjunction with the filing of a Specific Implementation Plan (SIP) for development at the site. In addition to the Planned Development District's General and Specific Implementation Plan requirements, the design must comply with the Fitchburg Center Residential Design Guidelines for Energy, Environment and Health, 1995. If, at the time such development occurs, this Declaration has been amended to provide for additional architectural restrictions for this Environment, then development in this Environment must comply with such restrictions.

- 3.05 The Reserve Areas Environment. No permanent buildings or permanent erection of a structure shall be permitted in any area covered by this Declaration until this Declaration has been amended to provide for additional architectural restrictions for such area. Development in such area must then comply with such restrictions.
- 5. Article III, Sections 3.10 through 3.14 shall be renumbered as Sections 3.06 through 3.10 respectively.
- 6. Article III, Section 3.13 (renumbered to 3.09) shall be amended to read in its entirety as follows:

Maintenance and Landscaping. Every site on which a building or structure has been erected shall be landscaped in accordance with the Final Development Plan submitted to and approved by the Committee. Undeveloped areas proposed for future expansion shall be maintained in a weed-free condition and shall be landscaped if required by the Committee. Approved landscaping shall be installed within ninety (90) days of occupancy or completion of the building, whichever occurs first, unless the Committee approves in writing another completion date. After completion, such landscaping shall be maintained in excellent condition by cutting, trimming, fertilizing, watering, and weeding.

7. Exhibit A to the Declaration is hereby replaced in its entirety with Exhibit A attached hereto and made a part hereof.

IN WITNESS WHEREOF, Developer has executed and delivered this Amendment as of the day and year first above written.

> FITCHBURG RESEARCH PARK ASSOCIATES LIMITED PARTNERSHIP, a Wisconsin limited partnership ("Developer")

William A. Linton, General Partner

STATE OF WISCONSIN)

)ss.

)

COUNTY OF DANE

On this 44 day of August, 2000, William A. Linton, the general partner of Fitchburg Research Park Associates Limited Partnership, a Wisconsin limited partnership, to me personally known, acknowledged that he signed the above document for the purposes recited therein on behalf of said partnership.

Name: Diana B. Frank

Notary Public, State of Wisconsin
My Commission: Profiles: 3/9/2003

This Instrument Was Drafted By And Should Be Returned To:

Jesse Ishikawa Reinhart, Boerner, Van Deuren, Norris & Rieselbach, s.c. 22 East Mifflin Street, Suite 600 P.O. Box 2018 Madison, WI 53701-2018

EXHIBIT A

Parcel I

All of the Northwest I/4 of the Southwest I/4 of Section 10, Town 6 North, Range 9 East, City of Fitchburg, Dane County, Wisconsin except the following:

- 1) Lands conveyed to Fitchburg Research Park Associates, a Limited Partnership in Warranty Deed recorded in Volume 5427 of Records, page 72 as #1823148.
- 2) Lands conveyed to Laurence E. Davies by land contract recorded in Volume 968 of Records, page 371 as #1580732 and quit claim deed recorded in Volume 3221 of Records, page 89 as #1724759. (Known as Air Comfort lands)
- A parcel of land located in the Northwest 1/4 of the Southwest 1/4 of Section 10, Town 6 North, Range 9 East, City of Fitchburg, Dane County, Wisconsin to wit: Commencing at the West 1/4 corner of said Section 10; thence South 00°42'37" West, 662.30 feet; thence South 62°19'03" East, 127.74 feet to the point of beginning; thence North 00°19'24" East, 352.30 feet; thence South 89°40'36" East, 256.42 feet; thence South 00°25'59" West, 201.27 feet; thence North 89°39'37" West, 182.99 feet; thence South 00°25'17" West, 151.19 feet; thence North 89°35'40" West, 72.78 feet to the point of beginning. (Known as Promega lands)
- 4) Lands platted as "Fitchburg Research Park."
- 5) Lands platted as "First Addition to Fitchburg Research Park."
- 6) Lands platted as "Second Addition to Fitchburg Research Park."

Parcel II

All of the Southwest 1/4 of the Northwest 1/4 of Section 10, Town 6 North, Range 9 East, City of Fitchburg, Dane County, Wisconsin except the following:

1) A 7 acre parcel of land conveyed to Pete Plaas aka H.P. Plaas by deed recorded in Volume 435 of Deeds, page 283 as #673450.

- 2) One acre parcel, more or less, deeded to John Eaton and wife by deed recorded in Volume 501 of Deeds, page 539 as #750292.
- 3) Lands conveyed to Orrin D. Lokken and Mary J. Lokken in Volume 250 of Records, page 433 as #1291012 and Volume 5443 of Records, page 10 as #1823763. Subject to and together with access easement and right of way set forth therein and subject to agreement recorded in Volume 250 of Records, page 434 as #1291013.
- 4) Lot One (1) Certified Survey Map #3021 recorded in Volume 11 of Certified Survey Map, page 465 as #1598275 including lands shown thereon as "Reserved for Future Road," City of Fitchburg, Dane County, Wisconsin.
- 5) Lands platted as the "Fitchburg Center -- North Plat."

Parcel III

Lot One (1) Certified Survey Map #3021 recorded in Volume 11 of Certified Survey Map, page 465 as #1598275 including lands shown thereon as "Reserved for Future Road," City of Fitchburg, Dane County, Wisconsin.

Parcel IV

Part of the Northeast 1/4 of the Northwest 1/4 of Section 10, Town 6 North, Range 9 East, City of Fitchburg, Dane County, Wisconsin described as follows: Commencing at the Southwest corner of said 40 acres; thence North 40 rods along the West line of said 40 acres; thence East 64 rods; thence South 40 rods; thence West 64 rods to the place of beginning (containing 16 acres more or less). Excluding therefrom lands platted as "Fitchburg Center -- North Plat."

Parcel V

The Southeast 1/4 of the Northwest 1/4 of Section 10, Town 6 North, Range 9 East, City of Fitchburg, Dane County, Wisconsin.

The Southwest 1/4 of the Southwest 1/4 of the Northeast 1/4 of Section 10, Town 6 North, Range 9 East, City of Fitchburg, Dane County, Wisconsin.

Parcel VI

The Northwest 1/4 of the Southwest 1/4 of the Northeast 1/4 of Section 10, Town 6 North, Range 9 East, City of Fitchburg, Dane County, Wisconsin.

The East 1/2 of the Southwest 1/4 of the Northeast 1/4 of Section 10, Town 6 North, Range 9 East, City of Fitchburg, Dane County, Wisconsin.

Excepting therefrom lands platted as "Fitchburg Center -- North Plat."

Parcel VII

A parcel of lands located in the Northwest 1/4 of the Southwest 1/4 of Section 10 and in the Northeast 1/4 of the Southeast 1/4 of Section 9, Town 6 North, Range 9 East, City of Fitchburg, Dane County, Wisconsin, to wit:

Commencing at the West 1/4 corner of said Section 10; thence South 00°42'37" West, 211.10 feet to the point of beginning; thence South 89°17'23" East, 180.00 feet; thence South 00°42'37" West, 30.00 feet; thence South 82°35'42" East, 484.35 feet; thence North 89°38'20" East, 330.61 feet; thence South 82°23'00" East 347.42 feet; thence South 01°04'28" West, 893.19 feet; thence South 86°25'30" West, 1334.56 feet; thence South 89°47'30" West, 99.77 feet; thence North 02°08'51" East, 400.00 feet; thence South 89°47'33" West, 285.05 feet; thence North 02°08'51" East, 261.61 feet; thence North 89°23'06" East, 368.28 feet; thence South 62°19'03" East, 127.74 feet; thence North 00°19'24" East, 352.30 feet; thence South 89°40'36" East, 256.42 feet; thence South 00°25'59" West, 352.67 feet; thence North 89°35'40" West, 255.74 feet; thence North 62°19'03" West, 127.74 feet; thence North 00°42'37" East, 451.20 feet to the point of beginning.

Subject to an easement for ingress and egress over the following described parcel:

A parcel of land located in the Northeast 1/4 of the Southeast 1/4 of Section 9, Town 6 North, Range 9 East and in the Northwest 1/4 of the Southwest 1/4 of Section 10, Town 6 North, Range 9 East, City of Fitchburg, Dane County, Wisconsin to wit:

Commencing at the East 1/4 corner of said Section 9; thence along the East line of said Section 9, South 00°42'37" West, 629.29 feet to the point of beginning; thence North 89°23'06" East, 113.25 feet; thence South 00°19'24" West, 66.01 feet; thence South 89°23'06" West, 482.80 feet to the centerline of Fish Hatchery Road; thence along said

centerline North 02°08'51" East, 33.04 feet; thence North 89°23'06" East, 368.28 feet; thence North 00°42'37" East, 33.01 feet to the point of beginning.

Excepting therefrom lands deeded to Dane County for highway purposes in Volume 5366 of Records, page 57 as #1820546.

Excepting therefrom lands platted as "Fitchburg Center-- North Plat."

Excepting therefrom lands platted as "First Addition to Fitchburg Research Park."

Excepting therefrom lands platted as "Second Addition to Fitchburg Research Park."

Parcel VIII

Part of the Southwest 1/4 of Section 10, Township 6 North, Range 9 East, Town of Fitchburg, and part of the Southeast 1/4 of the Southeast 1/4 of Section 9, Township 6 North, Range 9 East, City of Fitchburg, all in Dane County, Wisconsin, more fully described as follows:

Beginning at the Southwest corner of said Section 10; thence North 85°54' East along the South line of said Section, 936.3 feet; thence North 330.0 feet; thence North 85°54' East, 421.0 feet; thence South 330 feet; thence North 85°54' East, 230 feet more or less to a point South 85°54' West, 1056 feet from the South 1/4 corner of said Section 10; thence North 330 feet; thence North 85°54' East, 396 feet; thence North 33 feet; thence North 85°54' East, 132 feet; thence South 33 feet; thence North 85°54' East, 478 feet; thence South 330 feet; thence North 85°54' East, 50 feet to the South 1/4 corner of said Section 10; thence North 2640 feet more or less along the North-South quarter line of said Section 10 to the center of said Section 10; thence West along the East-West quarter line of said Section 10, 1320 feet more or less to the Northwest corner of the Northeast 1/4 of the Southwest 1/4 of said Section 10; thence South 1320 feet more or less along the West line of said Northeast 1/4 of the Southwest 1/4; thence West 1320 feet more or less along the North line of the Southwest 1/4 of the Southwest 1/4 of said Section 10; thence West 400 feet more or less along the North line of the Southeast 1/4 of the Southeast 1/4 of said Section 9 to the centerline of Fish Hatchery Road; thence South 1320 feet more or less along the centerline of said road to the South line of said Section 9; thence East 400 feet more or less along the South line of said Section 9 to the point of beginning of this description.

EXCEPTING FROM THE ABOVE:

- 1) Lots 1 and 2 of Certified Survey Map No. 2379 recorded in the Office of the Register of Deeds for Dane County, Wisconsin on May 11, 1997 in Volume 9 of Certified Survey Maps, Page 259, as Document No. 1516966, located in the City of Fitchburg.
- 2) Land conveyed to County of Dane set forth in Warranty Deed recorded September 9, 1983 in Volume 4908 of Records, Page 42, as Document No. 1799796.
- 3) Lands platted as "Fitchburg Center -- North Plat."
- 4) Lands platted as "First Addition to Fitchburg Research Park."
- 5) Lands platted as "Second Addition to Fitchburg Research Park."

Parcel IX

Lot Two (2), Certified Survey Map No. 2379 recorded in the Office of the Register of Deeds for Dane County, Wisconsin on May 11, 1977 in Volume 9 of Certified Survey Maps, Page 259, as Document No. 1516966, located in the City of Fitchburg.

Parcel X

Lots One (1) through Fifteen (15), Fitchburg Research Park, in the City of Fitchburg, Dane County, Wisconsin.

Parcel XI

Lot Sixteen (16), First Addition to Fitchburg Research Park, in the City of Fitchburg, Dane County, Wisconsin.

Parcel XII

Lots Seventeen (17) through Twenty (20), inclusive, Second Addition to Fitchburg Research Park, in the City of Fitchburg, Dane County, Wisconsin.

Parcel XIII

Lots One (1) through Thirteen (13) and Outlots One (1) through Nine (9), Fitchburg Center -- North Plat, in the City of Fitchburg, Dane County, Wisconsin.

Parcel XIV

Lots One (1) through Three (3), inclusive and Outlots One (1) and Two (2), Certified Survey Map No. 9025, recorded as Document No. 3018157.

Parcel XV

Lot One (1), Certified Survey Map No. 5223.

Parcel XVI

Lots Two (2) through Four (4), inclusive, Certified Survey Map No. 6142, recorded as Document No. 2208701.

Parcel XVII

Part of the Southeast I/4 of Section 10, T6N, R9E, City of Fitchburg, Dane County, Wisconsin, more fully described as follows: Commencing at the East I/4 corner of the said Section 10; thence S 86* 11' 36" W along the East-West 1/4 line 15.00 feet to the point of beginning;

Thence S 86* 11; 36" W 2703.58 feet to the center of said Section 10; thence S 01* 25' 56" W 2246.53 feet; thence N 86* 09' 43" E 660.54 feet; thence N 01" 25' 56" E 520.00 feet; thence N 86" 41' 52" E 393.66 feet; thence S 09" 29' 39" E 426.49 feet; thence S 03" 18' 08" E 533.49 feet to the south line of said section 10 and the centerline of East Lacy Road; thence N 86° 41' 52" E along the centerline 450.00 feet; thence N 03" 18' 08" W 1517.62 feet; thence N 86" 41' 52" E 1191.35 feet to the East line of the said Section 10; thence N 02" 29' 12" E 1169.34 feet; thence N 45° 40' 04" W 20.02 feet to the point of beginning. Contains 110.078 scres and subject to a public road right-of-way over the southerly 33 feet thereof.

Parcel XVIII:

Part of the East 1/2 of the Southeast 1/4 of Section 10, Township 6 North, Range 9 East, in the City of Fitchburg, Dane County, Wisconsin, more fully described as follows: Beginning at the Southeast Corner of the said Section 10, thence South 86* 41' 52" West along the section line, 1037.43 feet; thence North 03* 18' 08" West, 1517.62 feet; thence North 86* 41' 52" Bast, 1191.35 feet; thence South 02* 29' 21" West along the East section line to the point of beginning, EXCEPT the following described parcel:

Beginning at the Southeast corner of the said Section 10; thence South 86° 41' 52" West along the section line, 572.72 feet; thence North 2" 29' 21" East, 181.14 feet; thence North 86° 41' 52" East, 216.00 feet; thence North 2" 29' 21" East, 205.98 feet; thence North 89° 30' East, 240.31 feet; thence North 2° 29' 21" East, 176.69 feet; thence North 86° 41' 52" East, 115.50 feet; thence South 2" 29' 21" West, 552.00 feet to the point of beginning.

Subject to East Lacy Road.

EXHIBIT B (Page 2 of 2)

Tax Parcel Numbers

Lot	Current Furch
Atchiburg Ro	sourch Park Plat:
. 01	16-0609-103-3001-9
01	15-0609-103-3002-8
01	16-0609-103-3003-7
02	16-0609-103-3012-6
03	16-0609-103-3023-3
04	0-1606-601-6030-31
as	16-0603-103-3045-7
0 6	16-0609-103-3056-4
0 7	15-0609-103-3067-1 -
0.8	16-0609-103-3078-8
ео	15-0609-103-3089-5
10	e-001c-201-e090-21
11	15-0603-103-3111-6
12	15-0609-103-3122-3
13	16-0609-103-3133-0
14	15-0609-103-3144-7
16	15-0603-103-3165-4
Exec of 13-15	16-0609-103-8000-0
Ext of 13-15	15-0609-103-8001-9
Exec of 13-15	15-0609-103-8002-8
15	16-0609-103-3166-3
16	16-0609-103-3166-1
l	15-0609-103-9011-5
17	16-0609-103-4501-Z
18	15-0609-103-4532-6
19	16-0609-103-4563-8
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Local	Outout Veicel	
Fitchbury Center Houth Plats		
	16-0609-103-8004-6	
1	16-0609-102-8190-2	
	16-0609-094-8410-6	
	16-0609-094-8350-9	
	15-0609-103-8500-5	
	· 16-0609-103-8501-4	
1	15-0609-103-8665-7	
	16-0603-103-9000-8	
	15-0609-103-9500-3	
	0-0002-101-2000-01	
	16-0609-102-9000-9	
	15-0609-102-9065-2	
	16-0609-101-9070-6	
1	15-0609-101-9190-1	
	15-0509-102-9500-4	
01	15-0609-102-4001-8.	
02	15-0609-102-4152-6	

15-0609-104-8501-3

15-0609-104-8335-5

REINHART BOERNER VAN DEUREN, NORRIS & RIESELBACH, s.c. ATTORNEYS AT LAW

PLEASE DELIVER THE FOLLOWING TO:

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Bill Dalrymple

COMPANY Fitchburg Research Park Associates

FACSIMILE NO. 273-6989

PHONE NO.

FROM: (ATTY, NO.)

641

NAME:

Jesse S. Ishikawa

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