

OGDEN  
MURPHY  
WALLACE  
P.L.L.C.  
ATTORNEYS AT LAW

Tod A. Gold  
Direct Dial 206.447.7211  
tgold@omwlaw.com

June 18, 2002

Ken Lederman  
Assistant Attorney General  
Office of the Attorney General  
P.O. Box 40117  
Olympia, WA 98504-0117

JUN 21 2002

Re: Cenex Harvest States Cooperatives/Quincy Site  
Recorded Memorandum of Agreement

Dear Ken:

Enclosed please find a copy of the recorded version of the Memorandum of Agreement between Cenex Harvest States Cooperatives and J.R. Simplot Company for the Quincy Site.

Thanks for your assistance in negotiating this document.

Very truly yours,

OGDEN MURPHY WALLACE, P.L.L.C.



Tod A. Gold

TAG/maz

Enclosure

cc: Guy Gregory (w/encl.)  
Jerry Eide (w/encl.)  
Pete Mutschler (w/encl.)  
✓ Malcolm McDonald (w/encl.)

Established 1902

A Member of the International Lawyers Network with independent member law firms worldwide

1601 Fifth Avenue, Suite 2100 • Seattle, WA 98101-1686 • 206.447.7000 • Fax: 206.447.0215 • Web: www.omwlaw.com

{TAG519964.DOC;1/05114.020005/}

When Recorded Return To:

Terry Uhling  
Vice President  
J. R. Simplot Company  
999 Main Street, Suite 1300  
P.O. Box 27  
Boise, Idaho 83707-0027



- FILE  
- Int docs

RECEIVED

JUN 11 2002

J. R. SIMPLOT COMPANY

Document Title: **MEMORANDUM OF AGREEMENT**

Owner: **J. R. SIMPLOT COMPANY ("SIMPLOT")**

Legal Description: A portion of the Northwest quarter of the Southeast quarter of Section 8, Township 20 North, Range 24, E.W.M., Grant County, Washington, described as follows:

Commencing at a point on the West line of said Northwest quarter of the Southeast quarter which point is distant 200 feet Southerly (measured at right angles) from the center line of the right of way of the Great Northern Railway Company; thence Southerly along the West boundary line of the Northwest quarter of the Southeast quarter a distance of 200 feet, more or less, to the Southwest corner of said Northwest quarter of the Southeast quarter, thence Easterly along the South boundary line of said Northwest quarter of the Southeast quarter a distance of 210 feet; thence Northerly parallel to the West boundary line of the Northwest quarter of the Southeast quarter to a point which is distant 200 feet at right angles from the center line of the right of way of the Great Northern Railway Company; thence Southwesterly parallel to and distant 200 feet at right angles from the center line of said railroad right of way to the point of beginning. EXCEPTING THEREFROM the West 30 feet of said parcel.

Assessor's Property Tax  
Parcel/Account Number: 04-0463-00

THIS INSTRUMENT, between the parties hereto is hereby given to evidence the existence of a VOLUNTARY GROUNDWATER USE RESTRICTION AGREEMENT ("AGREEMENT") entered into between SIMPLOT and CENEX HARVEST STATES COOPERATIVES ("CENEX") in MAY 13, 2002.



**WITNESSETH:**

1. CENEX is performing a Remedial Action to remediate releases of hazardous substances from its facility in Quincy, Washington. A component of such Remedial Action is an AGREEMENT between CENEX and SIMPLOT.

2. Pursuant to the AGREEMENT, SIMPLOT voluntarily agreed to restrict use and withdrawal of groundwater on its property in Quincy, Washington, described in the legal description above ("PROPERTY").

3. The terms of the AGREEMENT shall be effective as of the date first written above until the AGREEMENT is terminated.

4. The AGREEMENT runs with the land and is binding on all parties and all persons claiming under them, including successors and assigns and all current and future owners or lessees of any portion of or interest in the PROPERTY.

/////

/////

/////



IN WITNESS WHEREOF, SIMPLOT and CENEX, by their duly authorized officers, have executed, acknowledged, and delivered this instrument.

**CENEX HARVEST STATES COOPERATIVES**

David Swenson  
(Signature)  
David Swenson  
(Printed Name)  
Vice-Pres.  
(Title)

STATE OF MN )  
COUNTY OF Dakota ) ss.

On this day personally appeared before me David Swenson, to me known to be the Vice President of Cenex Harvest States Cooperatives, and acknowledged that he/she was authorized to execute this instrument as the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned.

SUBSCRIBED AND SWORN TO before me this 8<sup>th</sup> day of May, 2002.

Rebecca A. Anderson  
(Signature of Notary)  
REBECCA A. ANDERSON  
NOTARY PUBLIC - MINNESOTA  
My Comm. Expires Jan. 31, 2005  
(Print or stamp name of Notary)  
NOTARY PUBLIC in and for the state of  
MN, residing at Dakota Cty.  
My Appointment Expires: Jan 31, 2005



J.R. SIMPLOT COMPANY

OGDEN MURPHY

MEMO

*Ronald N. Graves*

(Signature)  
RONALD N. GRAVES

(Printed Name)

SENIOR VICE-PRESIDENT, SECRETARY AND CHIEF LEGAL OFFICER  
(Title)

IDAHO  
STATE OF WASHINGTON )  
ADA ) ss.  
COUNTY OF GRANT )

On this day personally appeared before me RONALD N. GRAVES, to me known to be the SENIOR VICE-PRESIDENT of J.R. SIMPLOT COMPANY, and acknowledged that he/she was authorized to execute this instrument as the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned.

SUBSCRIBED AND SWORN TO before me this 13th day of MAY, 2002.

*Noel Janet Voermans*  
(Signature of Notary)

NOEL JANET VOERMANS  
(Print or stamp name of Notary)

NOTARY PUBLIC in and for the state of IDAHO  
Washington, residing at BOISE  
My Appointment Expires: 10/07/02