

FILED FOR RECORD AT THE
REQUEST OF AND RETURN TO:

WEYERHAEUSER COMPANY
BOX C
TACOMA WA 98477

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BOB TERWILLIGER AUDITOR
SNOHOMISH COUNTY, WASH

DECLARATION OF RESTRICTIVE COVENANT

The property that is the subject of this Restrictive Covenant has been the subject of remedial action under Chapter 70.105D RCW. The work done to clean up the property (hereafter the "Cleanup Action") is described in the Consent Decree entered in State of Washington Department of Ecology v. Weyerhaeuser Company, Snohomish County Superior Court No. 94-2-07559-2, and in attachments to the Decree and in documents referenced in the Decree. This Restrictive Covenant is required by Ecology under Ecology's rule WAC 173-340-440 (1991 ed.) because the Cleanup Action on the Site resulted in residual concentrations of petroleum contaminates which exceed Ecology's Method A cleanup levels for soils established under WAC 173-340-745(2) and ground water concentrations of arsenic which exceed Ecology's Method A cleanup levels for ground water established under WAC 173-340-720(2).

The undersigned, Weyerhaeuser Company, is the fee owner of real property in the County of Snohomish, State of Washington (see Exhibit A attached, for legal description), hereafter referred to as the "Weyerhaeuser Everett West Site" (West Site). Weyerhaeuser Company makes the following declaration as to limitations, restrictions, and uses to which the Weyerhaeuser West Site may be put, and specifies that such declarations shall constitute covenants to run with the land, as provided by law, and shall be binding on all parties and all persons claiming under them, including all current and future owners of any portion of or interest in the West Site.

Section 1. No groundwater may be taken for domestic purposes from any well at the West Site. No residential development may take place on the site.

Section 2. Any activity on the West Site that may interfere with the Cleanup Action is prohibited. Any activity on the West Site that may result in the release of a hazardous substance that was contained as part of the Cleanup or Interim Cleanup Action(s) is prohibited; provided, however, if future activity on the West Site disturbs or otherwise releases hazardous substances remaining on-site, such substances shall be either (a) removed from the site and disposed of in accordance with the terms and conditions of the Consent Decree or (b) re-contained on the site in accordance with the terms and conditions of the Consent Decree. In accordance with the terms and conditions of the Consent Decree, a final report titled *Soils Remediation Completion Report For Weyerhaeuser Everett West Site* was prepared, and identified two locations (CS-1513 and CS-1514) that have contained residual concentrations of petroleum substances that exceed cleanup action levels. CS-1513 is located at N 373,867.1 and E 1,306,845.3. CS-1514 is located at N 373,876.5 and E 1,306,829.0.

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Section 3. The owner of the West Site must give written notice to the Department of Ecology, or to a successor agency, of the owner's intent to convey any interest in the West Site. No conveyance of Title, easement, lease or other interest in the West Site shall be consummated by the owner without adequate and complete provision for the continued operation, maintenance and monitoring of the Cleanup Action.

Section 4. The owner must notify and obtain approval from the Department of Ecology, or from a successor agency, prior to any use of the West Site that is inconsistent with the terms of this Restrictive Covenant. The Department of Ecology or its successor agency may approve such a use only after public notice and comment.

Section 5. The owner shall allow authorized representatives of the Department of Ecology, or of a successor agency, the right to enter the West Site at reasonable times for the purpose of evaluation compliance with the Cleanup Action Plan and the Consent Decree, to take samples, to inspect Cleanup Actions conducted at the West Site, and to inspect records that are related to the Cleanup Action.

Section 6. The owner of the West Site and the owner's assigns and successors in interest reserve the right under WAC 173-340-740 and WAC 173-340-440 (1991 ed.) to record an instrument which provides that this Restrictive Covenant shall no longer limit the use of the West Site or be of any further force or effect. However, such an instrument may be recorded only with the consent of the Department of Ecology, or successor agency. The Department of Ecology, or a successor agency may consent to the recording of such an instrument only after public notice and comment.

Dated this 4 day of APRIL, 1995.

WEYERHAEUSER COMPANY

By: William V. Miller
Its: Vice President

Attest: Garry E. Bernstein
Its: Assistant Secretary

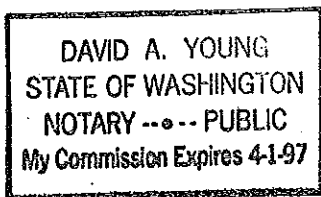
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STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

Personally appeared before me, the undersigned authority in and for said county and state, on this 4 day of APRIL, 1995, within my jurisdiction, the within named WILLIAM P MILLER and KATHY E BERNSTEIN, who acknowledged that they are Vice President and Assistant Secretary of WEYERHAEUSER COMPANY, a Washington corporation, and that for and on behalf of the said corporation, and as its act and deed they executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

David A Young

Notary Public
My appointment expires: April 1, 1997



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THE LAND REFERRED TO HEREIN IS SITUATED IN THE STATE OF WASHINGTON, COUNTY OF SNOHOMISH AND IS DESCRIBED AS FOLLOWS:

TRACT 26-1:

Beginning at the point of intersection of the Westerly property line of the Great Northern Railway Company 100 foot wide right of way, which right of way is 50 feet wide on each side of the main track center line as constructed along the Easterly side of Government Lot 6, Section 8, Township 29 North, Range 5 East of the Willamette Meridian, with the Northerly property line of the Northern Pacific Railway Company right of way, which point is referred to hereinafter as POINT "A"; thence North 10° 02' 20" East, along the Westerly property line of said Great Northern Railway Company right of way, a distance of 477.79 feet to the Government Pier Head Line; thence North 59° 12' 12" West, along said Government Pier Head Line, a distance of 30.96 feet; thence North 69° 42' 12" West, along said Government Pier Head Line, a distance of 1526.78 feet to the Easterly property line of the Northern Pacific Railway Company Log Dump Tract; thence South 23° 50' 38" West, along the Easterly line of said Northern Pacific Railway Company Log Dump Tract, a distance of 373.28 feet to the Northerly property line of the Northern Pacific Railway Company right of way; thence South 66° 09' 22" East, along said Northerly property line of the Northern Pacific Railway Company right of way, a distance of 1668.60 feet to the True Point of Beginning. Containing 15.64 acres, more or less.

TRACT 26-2:

That portion of Government Lots 5 and 6, and that portion of the Northwest Quarter of the Southeast Quarter of Section 8, Township 29 North, Range 5 East of the Willamette Meridian, described as follows: Commencing at the point of intersection of the Westerly property line of the Great Northern Railway Company 100 foot wide right of way, which right of way is 50 feet wide on each side of the main track center line as constructed along the Easterly side of said Government Lot 6 with the Northerly property line of the Northern Pacific Railway Company right of way, which point is referred to herein as POINT "A"; thence South 10° 02' 20" West, along the Westerly property line of said Great Northern Railway Company right of way, a distance of 73.36 feet; thence, on a curve to the right, having a radius of 409.28 feet, through a central angle of 4° 06' 48", an arc distance of 29.38 feet, to the intersection of the Southerly property line of said Northern Pacific Railway Company right of way with the Westerly property line of said Great Northern Railway Company right of way, which point is the True Point of Beginning; thence continuing on the same curve of said Great Northern Railway Company right of way, to the

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right, having a radius of 409.28 feet, through a central angle of $76^{\circ} 56' 30''$, an arc distance of 549.62 feet; thence North $88^{\circ} 54' 22''$ West along said Great Northern Railway Company right of way, a distance of 42.08 feet; thence, on a curve of said Great Northern Railway Company right of way, to the right, having a radius of 666.78 feet, through a central angle of $44^{\circ} 43' 00''$, an arc distance of 520.39 feet; thence North $44^{\circ} 11' 22''$ West, along said Great Northern Railway Company right of way, a distance of 1134.16 feet; thence continuing North $44^{\circ} 11' 22''$ West, along said right of way a distance of 14.94 feet to the point of curve, as described in that Deed from Everett Improvement Company to Seattle and Montana Railroad Company, dated March 26, 1902, and recorded May 1, 1902, under Auditor's File No. 71398, records of Snohomish County, Washington; thence along said curve of the Great Northern Railway Company right of way, to the left, having a radius of 1482.68 feet, through a central angle of $4^{\circ} 06' 48''$, an arc distance of 106.44 feet to the point of intersection with said Southerly property line of the Northern Pacific Railway Company right of way; thence South $66^{\circ} 09' 22''$ East, along the Southerly property line of said Northern Pacific Railway Company right of way, a distance of 1956.99 feet to the True Point of Beginning. Containing 14.35 acres.

TRACT 30:

A strip of land 60 feet wide in Government Lots 5 and 6 of Section 8, Township 29 North, Range 5 East of the Willamette Meridian, and the shore lands in front of said Lot 5, said strip of land being described as follows: Beginning at a point distant 50 feet Westerly, measured at right angles, from the center line of the main track of the Great Northern Railway Company Main Line as constructed, and 20 feet Southwesterly, measured at right angles, from the center line of the Northern Pacific Railway Company switching lead track (formerly the main track of its Everett Branch) as constructed; thence Southerly parallel with the center line of the Great Northern Railway Company most Westerly track as constructed to a point distant 80 feet Southwesterly, measured at right angles, from said switching lead track center line; thence Northwesterly along the Southwesterly boundary of the Northern Pacific Railway Company right of way, parallel with said switching lead track center line, to an intersection with a line drawn at right angles to said switching lead track center line from a point therein distant 2109 feet Northwesterly, measured along said switching lead track center line, from said center line of the Great Northern Railway Company main track; thence Northeasterly along said right-angle line 60 feet; thence Southeasterly parallel with said switching lead track center line to the point of beginning. Containing 2.85 acres.

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TRACT 60:

All that portion of Burlington Northern Railroad Company 40 foot wide Everett Branch Line right-of-way (formerly Northern Pacific Railway Company), now discontinued, being 20 feet wide on each side of the main track centerline as originally located and constructed over, upon and across Government Lots 5 and 6 of Section 8, Township 29 North, Range 5 East of the Willamette Meridian, Snohomish County, Washington, lying between the Westerly line of the Great Northern Railway Company (now Burlington Northern Railroad Company) 100 foot wide right-of-way being 50 feet wide on each side of the main track centerline as now constructed along the Easterly side of said Lot 6, and a line drawn perpendicular to said Northern Pacific main track center line approximately 2109 feet Northwesterly from the center line of said Great Northern Railway Company main track as measured along the said Northern Pacific Railway main track center line: the herein described parcel lies North of, parallel with, and adjacent to that particular 60 foot wide strip of land conveyed to the Weyerhaeuser Timber Company by the Northern Pacific Railway Company by Warranty Deed dated November 27, 1951. Containing 1.89 acres.

TRACT 38:

That portion of PD Tract No. 38, as shown on survey recorded in Volume 37 of Surveys, Pages 196 to 206, records of Snohomish County, Washington, being in Section 8, Township 29 North, Range 5 East of the Willamette Meridian, described as follows: Commencing at the true point of beginning of those tracts of land as conveyed by American Smelting and Refining Company to Weyerhaeuser Timber Company by deeds dated November 19, 1924, and recorded February 10, 1925, under Auditor's File Nos. 350972 and 350973, records of Snohomish County, Washington, which point is the most Easterly corner of Lot 39, MOUNT BAKER VIEW ADDITION, according to the plat thereof recorded in Volume 12 of Plats, page 25, records of said County: thence North 21° 57' 50" West, along the Northeasterly line of Lots 39, 40 and 41, in the first said plat, a distance of 168.11 feet to the angle point on the Northeasterly line of said Lot 41; thence continuing North 21° 57' 50" West a distance of 4.17 feet to the first angle point of said tract described in said deed recorded under Auditor's File No. 350972; thence North 36° 51' 50" West a distance of 263.99 feet to a point on the center line of that certain City of Everett street known as Marine View Drive, which center line coincides with the "E" line, as shown on Sheet 1 of 1 Sheets, Primary State Highway No. 1, City of Everett, Walnut Street Interchange, bearing

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date of approval March 25, 1952, now on record and on file in the office of the Secretary of Transportation, at Olympia, Washington, which point bears North 43° 03' 40" West, along said center line, a distance of 274.59 feet from State Highway Engineer's Station "E" 21+79.8 P.T. (Point of Tangency), as shown on said plan; thence continuing North 36° 51' 50" West a distance of 214.35 feet; thence North 37° 24' 30" West a distance of 69.65 feet to a point on the North margin of said Marine View Drive, which North margin is 30.00 feet Northerly of said center line, as measured at right angles thereto, and which point is the TRUE POINT OF BEGINNING of this description; thence North 37° 24' 30" West a distance of 342.52 feet; thence North 38° 54' 10" West a distance of 219.56 feet; thence North 42° 28' 10" West a distance of 219.20 feet; thence North 44° 21' 40" West a distance of 1055.80 feet; thence North 48° 07' 30" West a distance of 95.09 feet; thence North 59° 16' 00" West a distance of 136.87 feet; thence North 30° 43' 00" East a distance of 20.00 feet; thence South 59° 16' 00" East a distance of 138.83 feet; thence South 48° 07' 30" East a distance of 97.71 feet; thence South 44° 21' 40" East a distance of 1056.80 feet; thence South 42° 28' 10" East a distance of 220.15 feet; thence South 38° 54' 10" East a distance of 31.25 feet; thence South 44° 11' 22" East, along the Southerly property line of the Great Northern Railway Company right of way, a distance of 287.03 feet; thence, on a curve to the left, having a radius of 766.78 feet, through a central angle of 26° 33' 08", along said Southerly property line of the Great Northern Railway Company right of way, an arc distance of 355.34 feet to a point on the Westerly property line of that certain tract of land conveyed by the State of Washington to Weyerhaeuser Company, a Washington corporation, by Quit Claim Deed, recorded November 5, 1965, under Auditor's File No. 1822443, records of Snohomish County, Washington at which point the tangent to said curve bears South 70° 44' 30" East; thence South 40° 43' 20" West, along said Westerly property line, a distance of 161.60 feet to the Northerly Margin of Marine View Drive; thence North 43° 03' 40" West, along said Northerly Margin of Marine View Drive, a distance of 117.76 feet to the True Point of Beginning. Containing 1.70 acres, more or less.

TRACT 43:

All that portion of Government Lot 7, Section 8, Township 29 North, Range 5 East of the Willamette Meridian, Snohomish County, Washington, lying Southerly of right of way of Chicago, Milwaukee and St. Paul Railway Company and Northerly of Great Northern Railway Company right of way, except Primary State Highway No. 1. That part of Northwest Quarter of Southeast Quarter of Section 8, Township 29 North, Range 5 East of the Willamette Meridian, Snohomish

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County, Washington, lying Easterly of Great Northern Railway Company right of way and South of the right of way of Chicago, Milwaukee and St. Paul Railway Company. Containing 0.91 acres, more or less.

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