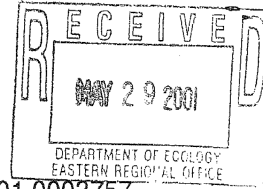


WHEN RECORDED RETURN TO:

Ozzie Wilkinson
Northwest Alloys
P O Box 115
Addy, Wa 99101



Auditor File #: 2001 0003757

Recorded at the request of:

STEVENS COUNTY TITLE COMPANY

on 04/27/2001 at 14:50

Total of 7 page(s) Fee: \$ 64.00
STEVENS COUNTY, WASHINGTON
TIM GRAY, AUDITOR

AGAGNON

DOCUMENT TITLE:

ORDER/REF:

Restrictive Covenants

GRANTOR(S):

1. Northwest Alloys

GRANTEE(S):

1. The Public
2.

LEGAL DESCRIPTION:

Section : 23
Township : 32
Range : 40

Additional Legal Description on page 5 & 6 of document.

ASSESSOR'S PROPERTY TAX PARCEL ACCOUNT NUMBER(S):

Parcel No. : 2600950 (inc. 2600500), 2600700
Parcel No. : 2601050, 2600800, 2600000

The Recorder will rely on the information provided on the form. The staff will not read the document to verify the accuracy or completeness of the indexing information provided hereon.

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STEVENS COUNTY, WASHINGTON

RESTRICTIVE COVENANT

L-BAR SITE – CHEWELAH, WA

TAX PARCEL NOS. 2600950 (includes 2600500), 2600700, 2601050, 2600800, and 2600000

The property that is the subject of this Restrictive Covenant is the subject of remedial action under Chapter 70.105D RCW. The work that will be done to clean up the property and conduct long-term operation and maintenance (hereafter the "Cleanup Action") is described in Agreed Order No. DE 00TCPER-984 and in attachments to the Order and in documents referenced in the Order. This Restrictive Covenant is required by the Department of Ecology under Ecology's rule WAC 173-340-440 because the Cleanup Action on the Site will result in Method C Commercial cleanup levels for chloride, ammonia, barium, manganese, selenium, and thallium in soils that exceed Method B residential cleanup levels, and a conditional point of compliance is established for ground water.

The undersigned, Northwest Alloys, Inc., is the fee owner of real property (hereafter "the Property") in Stevens County, State of Washington (legal description attached), that is subject to this Restrictive Covenant. Northwest Alloys, Inc. makes the following declaration as to limitations, restrictions, and uses to which the Property 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 Property (hereafter "Owner").

Section 1. The Property shall be used only for industrial or commercial land uses, as described in WAC 173-340-740(1)(c), and defined in and allowed under any applicable Stevens County zoning regulations, except for Tax Parcel No. 2600000 which shall be used only for agricultural purposes unless specifically authorized otherwise, in writing, by Ecology. Such a change in use must be in accordance with applicable law and may be approved by Ecology only after public notice and comment.

Section 2. No changes in current land use activities (i.e., industrial and agricultural) shall occur that may result in the release or exposure to the environment of contaminated soil or create a new exposure pathway without prior written approval from Ecology.

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L-Bar Site – Restrictive Covenant

Section 3. Shallow site groundwater from the Shallow Water Bearing Unit (SWBU) is not suitable for potable water supply purposes based on its limited yield. Results of the RI and subsequent routine monitoring indicate that the SWBU on site locally contains indicator hazardous substances (chloride, ammonia, nitrate, nitrite, TDS, barium, manganese, selenium and thallium) that exceed MTCA groundwater cleanup levels. Therefore, withdrawal of shallow site groundwater is not allowed unless specifically approved in writing by Ecology. No new water supply well(s) can be drilled on the property to obtain water from deeper confined water-bearing zones/aquifers (located at depths greater than 70 feet bgs) until prior notification of such intended activities is provided to, and approved in writing by, the Department of Ecology, and a well drilling and installation plan is developed which describes the procedures and measures that will be taken to prevent potential water quality impacts due to site-related indicator hazardous substances.

Section 4. Any activity on the Property that may result in the release or exposure to the environment of a hazardous substance or creates a new exposure pathway for a hazardous substance that remains on the Property as part of the Cleanup Action is prohibited without prior written approval from Ecology.

Section 5. Any activity on the Property that may interfere with the integrity of the Cleanup Action and continued protection of human health and the environment is prohibited.

Section 6. The Owner of the Property must give thirty (30) days advance written notice to Ecology of the Owner's intent to convey any interest in the Property. No conveyance of title, easement, lease, or other interest in the Property shall be consummated by the Owner without adequate and complete provision for continued monitoring, operation, and maintenance of the Cleanup Action on the Property.

Section 7. The Owner must restrict leases to uses and activities consistent with the Restrictive Covenant and notify all lessees of the restrictions herein on the use of the Property.

Section 8. The Owner must notify and obtain approval from Ecology prior to any use of the Property that is inconsistent with the terms of this Restrictive Covenant. Ecology may approve any inconsistent use only after public notice and comment.

Section 9. The Owner shall allow authorized representatives of Ecology the right to enter the Property at reasonable times for the purpose of evaluating the Cleanup

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L-Bar Site -- Restrictive Covenant

Action; to take samples, to inspect remedial actions conducted at the Property, and to inspect records that are related to the Cleanup Action.

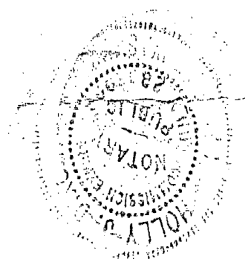
Section 10. The Owner of the Property reserves the right under WAC 173-340-440 to record an instrument that provides that this Restrictive Covenant shall no longer limit use of the Property or be of any further force or effect. However, such an instrument may be recorded only if Ecology, after public notice and comment, concurs.

Gerald D. Turnbow

[NAME OF PROPERTY OWNER]

4/6/01

[DATE SIGNED]



DATED THIS 06TH DAY OF APRIL 2001. NOTARY PUBLIC IN AND FOR THE
STATE OF WASHINGTON, RESIDING IN STEVENS COUNTY, COLVILLE,
WASHINGTON.

Harry J. D. Turner

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STEVENS COUNTY, WASHINGTON

EXHIBIT A

PARCEL 1:

That part of the E1/2 of the SE1/4 of Section 23, Township 32 North, Range 40 East, W.M., in Stevens County, Washington, described as follows:

Commencing at the Southeast corner of said Section 23; thence North 0°09'21" East along the East line thereof for 235.73 feet; thence South 89°55'25" West for 95.64 feet to the West right of way of the Burlington Northern-Santa Fe Railroad, and to the Southeast corner of a parcel designated as Short Plat SP 8-81 and the Point of Beginning; thence South 89°55'25" West along the South line of said parcel for 60.94 feet; thence North 0°04'35" West along the West line of said parcel for 28.0 feet to the Southeast corner of a tract described in Real Estate Contract recorded under Auditor's File No. 9005553; thence North 89°31'42" West along the South line thereof for 526.04 feet to the Southwest corner of said tract; thence North 0°09'21" East along the West line thereof for 294.0 feet to the Northwest corner of said tract; thence continuing North 0°09'21" East for 52.51 feet to a rebar; thence North 82°32'34" East for 163.17 feet to a rebar; thence South 87°27'04" East for 226.01 feet to a rebar; thence North 0°09'17" East for 177.65 feet to a rebar; thence North 38°40'55" West for 205.62 feet to a rebar; thence South 89°55'12" West for 42.95 feet to a rebar; thence North 19°22'08" West for 126.74 feet to the South line of a tract described in Quit Claim Deed recorded under Auditor's File No. 480347; thence North 87°12'29" East along said South line for 48.02 feet to the Southeast corner of said tract; thence North 0°04'35" West along the East line thereof, and the West line of a tract described under Auditor's File No. 423384, known as the Celestial Homes Tract for 1056.55 feet; thence North 89°55'25" East along the North line of the Celestial Homes Tract for 362.39 feet to the West right of way of the Burlington Northern-Santa Fe Railroad; thence South 0°04'35" East along said right of way for 1900 feet, more or less, to the Point of Beginning.

PARCEL 2:

Together with that part of the E1/2 of the SE1/4 of Section 23, Township 32 North, Range 40 East, W.M., in Stevens County, Washington, described as follows:

Beginning at the Southeast corner of said Section 23; thence South 89°56'18" West along the South line thereof for 1324.80 feet; thence North 0°11'43" East along the West line of said E1/2 of the SE1/4 for 2142.34 feet to the Point of Beginning; thence North 89°55'24" East for 506.22 feet; thence North 43°49'34" West 628 feet, more or less, to the center of the Colville River; thence Southwesterly along the center of said Colville River for 80 feet, more or less, to the West line said E1/2 of the SE1/4; thence South 0°11'43" West for 30 feet, more or less, to a 5/8 inch rebar with an aluminum cap; thence continuing South 0°11'43" West along said West line for 391.64 feet to the Point of Beginning.

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PARCEL 3:

That portion of the E1/2 of the SE1/4 of Section 23, Township 32 North, Range 40 East, W.M., in Stevens County, Washington, described as follows:

Commencing at the Northeast corner of said E1/2 of the SE1/4 of Section 23; thence South along the East line thereof for 1028.31 feet; thence North $89^{\circ}09'23''$ West for 463.83 feet to the West line of property described under Auditor's File No. 423384, hence forth called the Celestial Homes Property and the true point of beginning; thence North $0^{\circ}14'51''$ West along the West line of the Celestial Homes Property to the Northwest corner of said property; thence South $89^{\circ}43'$ West to the West line of the NE1/4 of the SE1/4 of Section 23; thence South along said West line to a point which bears North $89^{\circ}09'23''$ West from the point of beginning; thence South $89^{\circ}09'23''$ East 875 feet more or less to the point of beginning.

PARCEL 4:

That part of the E1/2 of the NE1/4 and that part of the E1/2 of the SE1/4, in Section 23, Township 32 North, Range 40 East, W.M., in Stevens County, Washington, lying South of the center of the Colville River, lying West of the Burlington Northern Railroad right of way and lying North and East of the following described line:

Beginning at the Northeast corner of said SE1/4; thence South $0^{\circ}09'21''$ West along the East line thereof, for 494.91 feet; thence South $89^{\circ}55'25''$ West, at right angles to said railroad right of way, for 102.76 feet to the Northeast corner of a tract described under Auditor's File No. 423384; henceforth called the CELESTIAL HOMES PROPERTY and Point of Beginning; thence South $89^{\circ}55'25''$ West, along the North line of said CELESTIAL HOMES PROPERTY, for 362.39 feet; to the Northwest corner thereof; thence continuing South $89^{\circ}55'25''$ West along the North line of a tract described in Statutory Warranty Deed, recorded under Auditor's File No. 8706830, for 351.95 feet to the Southeast corner of tract described in Statutory Warranty Deed, recorded under Auditor's File No. 9008605; thence North $43^{\circ}49'34''$ West, along the Northeasterly line of said tract, for 630 feet, more or less, to the center of the Colville River.

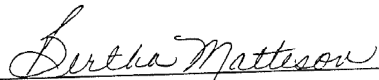
END OF EXHIBIT A

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STEVENS COUNTY, WASHINGTON

TO: Stevens County Auditor's Office
Recording Department

I am requesting an emergency nonstandard recording for an additional fee as provided in RCW 36.18.010. I understand that the recording processing requirements may cover up or otherwise obscure some part of the text of the original document.


signature of requestor

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