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NOV 03 1998
COUNTY AUDITOR
SPOKANE COUNTY WN.

After Recording Return to:

F.J. DULLANTY, JR
WITHERSPOON, KELLEY, DAVENPORT
422 W. Riverside Avenue, 1100 US Bank
SPOKANE, WA 99201

Recording # 4288923

RESTRICTIVE COVENANT

Grantor: Liberty Lake Land Company, L.L.C., a Washington Limited Liability Corporation

Grantee: Liberty Lake Land Company, L.L.C., a Washington Limited Liability Corporation

Abbreviated Legal Description: Portion of N.E. 1/4 Section 16, T.25N., R45E, W.M.
Portion of S.W. 1/4 Section 16, T. 25N., R45W, W.M.
Full legal on Attachment 1

Assessor's Property Tax Parcel/Account Number: 55166.9030, 55161.9031, 55163.9009

Liberty Lake Land Company, L.L.C., a Washington Limited Liability Corporation ("LLC"), owns real property in Spokane County, Washington. Underlying a portion of its property is a hydraulic plume ("Plume") which contains pollutants from the Greenacres Landfill. The "Plume Property" is legally described in Attachment 1 and a map (for illustrative purposes) of the Plume Property is provided as Attachment 2.

LLC, on behalf of itself, and its assigns, successors and heirs, does pursuant to RCW §82.02.020 hereby voluntarily impose on the Plume Property the following restrictive covenants as a covenant running with and burdening that Plume Property.

1. There shall be no well drilling for or extraction of ground water from below the surface of the Plume Property. However, the State of Washington Department of Ecology ("DOE"), Spokane County ("County"), or LLLC may drill wells within the Plume Property for the sole purpose of monitoring the Plume pollutant constituents, provided that any such well shall be located so as not to unreasonably interfere in LLLC's sole discretion with the use of the Plume Property for development or operation in compliance with applicable County zoning and building code requirements.

2. LLLC does grant DOE reasonable access (subject to reasonable notice being provided to LLLC as to when, where, and for what purpose) to the Plume Property. LLLC will provide DOE a license upon request to install facilities and conduct activities on the Plume Property which are reasonably related to remedial actions for the Greenacres Landfill so long as DOE and LLLC each take such steps to avoid unreasonable interference with the activities of the other.

3. LLLC shall not conduct nor allow any activities within the Plume Property which shall directly cause or contribute to the release or exposure to the environment of a hazardous substance as defined by RCW §70.105D.020 from the Plume. Construction activities, including footings, utilities, pilings, parking areas or other requirements associated with ground level structures, shall be deemed non-interference activities within the meaning of this Paragraph so long as such activities do not involve any ground disturbance more than 90 feet between the existing surface.

4. LLLC shall provide DOE with a 30-day advance notice of any fee conveyance of an interest in the Plume Property. LLLC shall assure that the recipient of any such conveyance shall be provided a copy of this Restrictive Covenant with that conveyance.

Plume Area**SITE "A"**

That portion of the N.E. ¼ of Section 16, T.25N., R.45E., W.M. in Spokane County, Washington described as follows:

Commencing at the Southwest corner of the N.E. ¼ of said Section 16; thence N.00°30'50"W., along the West line of said N.E. ¼, 595.40 feet to the Point of Beginning of this description; thence continue N.00°30'50"W., along the West line of said N.E. ¼, 260.28 feet; thence S.53°43'31"E., 33.35 feet; thence S.39°41'16"E., 80.63 feet; thence S.00°04'09"E., 71.64 feet; thence S.28°40'14"W., 110.72 feet; thence S.67°07'40"W., 24.97 feet, to the Point of Beginning.

TOGETHER WITH:

SITE "B"

That portion of the N.E. ¼ of Section 16, T.25N., R.45E., W.M. in Spokane County, Washington described as follows:

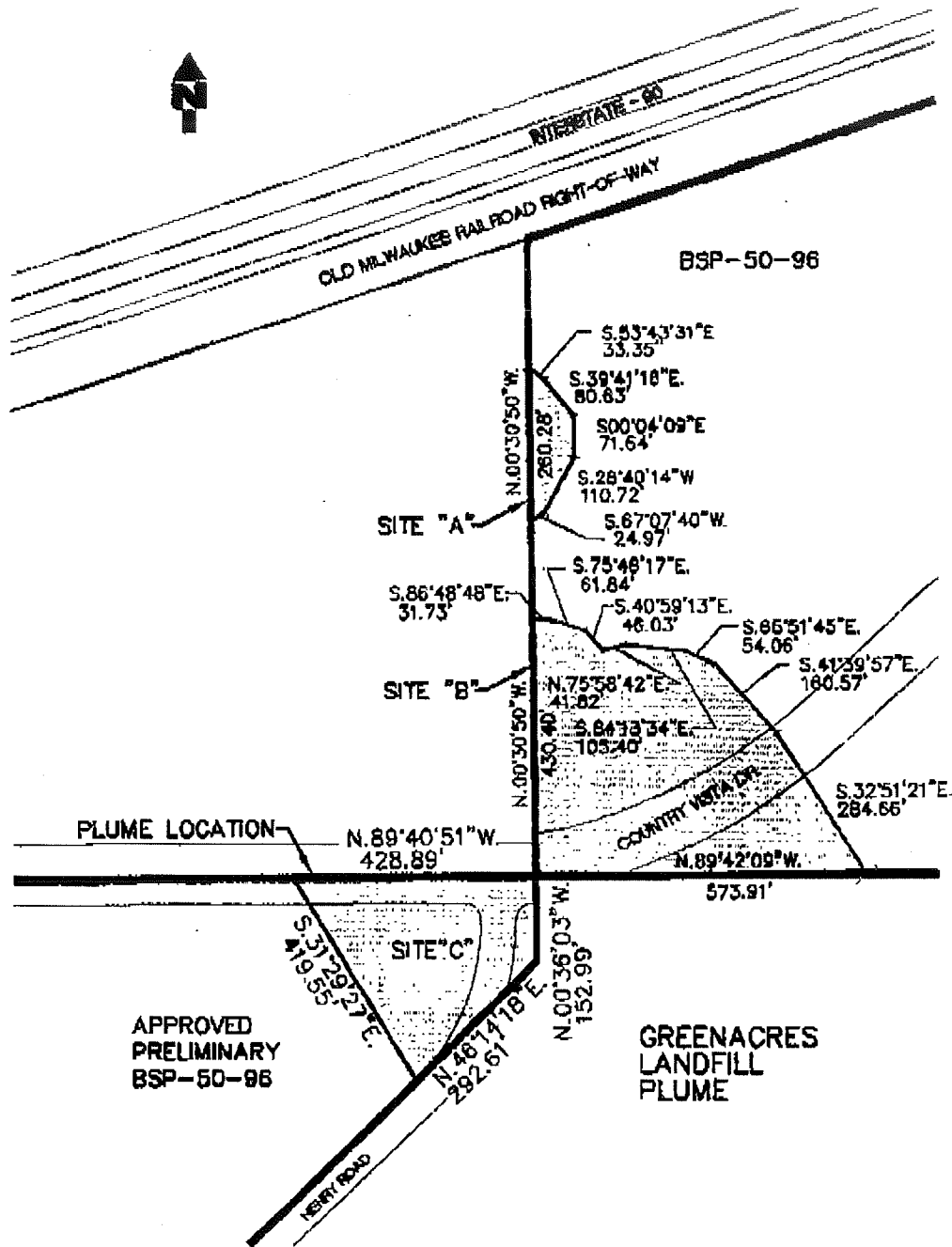
Beginning at the Southwest corner of the N.E. ¼ of said Section 16; thence N.00°30'50"W., along the West line of said N.E. ¼, 430.40 feet; thence S.86°48'48"E., 31.73 feet; thence S.75°46'17"E., 61.84 feet; thence S.40°59'13"E., 46.03 feet; thence N.75°58'42"E., 41.82 feet; thence S.84°13'34"E., 105.40 feet; thence S.65°51'45"E., 54.06 feet; thence S.41°39'57"E., 160.57 feet; thence S.32°51'21"E., 284.66 feet, to the South line of said N.E. ¼; thence N.89°42'09"W., along the South line of said N. E. ¼, 573.91 feet to the Point of Beginning.

TOGETHER WITH:

SITE "C"

That portion of the S.W. ¼ of Section 16, T.25N., R.45E., W.M. in Spokane County, Washington described as follows:

Beginning at the Northeast corner of the S.W. ¼ of said Section 16; thence N.89°40'51"W., along the North line of said S.W. ¼, 428.89 feet; thence S.31°29'27"E., 419.55 feet; thence N.46°14'18"E., 292.61 feet, to the East line of said S.W. ¼; thence N.00°36'03"W., along the East line of said S.W. ¼, 152.99 feet to the Point of Beginning.



Attachment 2