

DECLARATION OF RESTRICTIVE COVENANT

This Declaration of Restrictive Covenant is made this 1st day of MAY, 2006, by , Briggs Village, LLC ("BVLLC"), the fee title owner of the real property described below, in favor of the State of Washington Department of Ecology ("Ecology").

The Properties that are the subject of this Restrictive Covenant are the subject of remedial action under the Washington Model Toxics Control Act ("MTCA"), chapter 70.105D RCW. This Restrictive Covenant is required by RCW 70.105D.030(1)(g), WAC 173-340-430, and WAC 173-340-440, because the portions of the Site subject to this Covenant exceed Ecology's residential cleanup standards.

This covenant shall pertain to the premises described in Exhibit A to this Covenant ("the Properties"). BVLLC makes the following declarations as to limitations, restrictions, and uses to which the Properties 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 Properties. No conveyance of title, easement, lease, or other interest in the Properties shall be consummated by the Properties owner without adequate and complete provision for the continued observation of this Restrictive Covenant.

It is the purpose of this instrument to give Ecology the right to ensure that the Properties will be used consistent with the restrictions stated herein and in a manner that will not pose a threat to human health or the environment. It is the further purpose of this instrument to give Ecology the right to determine whether and to what extent the deed restrictions set forth below may be removed from all of any portion of the Properties.

The following covenants, conditions, and restrictions apply to the use, occupancy, and maintenance of the Properties. They are intended to run with the land, and be binding on and its successors and assigns.

Section 1. Limitations, Restrictions and Uses.

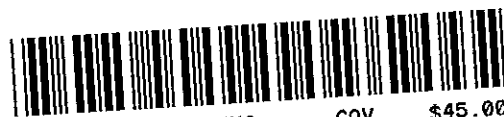
1.a The Properties shall not be developed or used for any industrial, commercial, or residential activity. The Properties shall be set aside as open space and preserved in their natural state. Any other human activity within the Properties is prohibited unless expressly approved in writing by Ecology.

1.b Public access to the Properties shall be prohibited. The Properties shall be fenced off from surrounding properties to prevent access and signs shall be posted in accordance with Exhibit B to this Covenant.

1.c The grantor shall be responsible for installing the signage and fencing as described in Exhibit B to this Covenant. The signage and fencing shall be permanently maintained by the grantor, heirs, successors, and assigns.

Section 2. Government Access. The owner shall allow authorized representatives of Ecology, or of a successor agency, the right to enter the Site at reasonable times for the purpose of:

- a. monitoring and enforcing this Restrictive Covenant;
- b. verifying data or information submitted to Ecology;



- c. monitoring future investigations or cleanup actions, if any, on the Properties, performed in connection with a request for modification or termination of deed restrictions, including, without limitation, obtaining split or duplicate samples.

Section 3. Modification or Termination. BVLLC or its successors and assigns reserve the right under WAC 173-340-440 to record an instrument that provides that this Restrictive Covenant shall no longer limit the use of the Properties or be of any further force or effect. However, such an instrument may be recorded only with the consent of Ecology or of a successor agency. Ecology or its successor may consent to the recording of such an instrument only after public notice and comment. Any application to modify this restriction shall be submitted to Ecology and shall include soil sampling and/or analytical data for the real property with respect to which the application is made, and a description of the use of the real property that is planned by the applicant. In making any determination to modify or terminate the deed restrictions with respect to the Properties, Ecology shall rely on applicable provisions of MTCA and the regulations promulgated thereunder.

Section 4. Reserved Rights. BVLLC reserves unto itself and its successors and assigns all rights and privileges in and to the use of the Properties that are not incompatible with the restrictions and rights granted herein.

Section 5. No Public Access and Use. No right of access or use by the general public to any portion of the Properties is conveyed by this instrument.

Section 6. Notice Requirement. BVLLC and its successors and assigns agree to include in any instrument conveying any interest in any portion of the Properties, including, but not limited to, deeds, leases, and mortgages, a notice in substantially the following form.

NOTICE: THE INTEREST CONVEYED HEREBY IS SUBJECT TO THE EFFECT OF A RESTRICTIVE COVENANT, DATED _____, RECORDED IN THE PUBLIC LAND RECORDS ON _____ IN BOOK _____, PAGE _____, IN FAVOR OF, AND ENFORCEABLE BY, THE STATE OF WASHINGTON.

Within thirty (30) days of the date that any instrument conveying a fee title interest in the Site is executed, the grantor must provide Ecology with a certified true copy of the instrument and, if it has been recorded in the public land records, its recording reference.

Section 7. Enforcement. Ecology shall be entitled to enforce the terms of this instrument by resort to specific performance or legal process. All remedies available hereunder shall be in addition to any and all remedies at law or in equity, including chapter 70.105D RCW. Enforcement of the terms of this instrument shall be at the discretion of Ecology, and any forbearance, delay, or omission to exercise its rights under this instrument in the event of a breach of any term thereof shall not be deemed to be a waiver by Ecology of such term or of any subsequent breach of the same or any other term, or of any rights of Ecology under this instrument.

Section 8. Waiver of Certain Defenses. BVLLC hereby waives any defense of laches, estoppel, or prescription.

Section 9. Covenants. BVLLC hereby covenants to Ecology that is the fee simple owner of the Properties.

Section 10. Notices. Any notice, demand, request, consent, approval, or communication that either party desires or is required to give the other shall be in writing and shall be



addressed and personally delivered or sent by first-class mail, postage prepaid, addressed as follows:

Washington State Department of Ecology
Toxics Cleanup Program
P.O. Box 47600
Olympia, WA 98504-7775

Joseph Amoroso
Briggs Village, LLC

5-1-06
Date Signed

By: JOSEPH T. AMOROSO
VICE PRESIDENT
Its: ADC REAL ESTATE GROUP, LTD.

STAT OF CALIFORNIA)
County of VENTURA) SS.

On this day personally appeared before me JOSEPH T. AMOROSO
Known to be the individual described in and who executed the within
and foregoing instrument, and acknowledged that he signed the same as
his free and voluntary act and deed, for the uses and purposes therein
mentioned.

Given under my hand and official seal this 1st day of MAY
2006.



Billie H. Trop
Print Name BILLIE H. TROP
NOTARY PUBLIC in and for the State of
California, residing at MOORPARK CA
Commission expires: 12-15-09

EXHIBIT "A-1"
NORTHWEST KETTLE

THAT PORTION OF TRACT F1 AS SHOWN ON A RECORD OF SURVEY, RECORDED AT AUDITOR'S FILE No. 3133008, RECORDS OF THURSTON COUNTY, STATE OF WASHINGTON; EXCEPTING THEREFROM THAT PORTION OF LAND DESCRIBED IN A JUDGMENT QUIETING TITLE, RECORDED AT AUDITOR'S FILE No. 3231434; DESCRIBED AS FOLLOWS (REFER TO EXHIBIT B-1):

COMMENCING AT THE NORTHEAST CORNER OF PARCEL "B" OF THURSTON COUNTY BLAD 972049 TC, AS RECORDED UNDER RECORDING NUMBER 3131820, ALSO BEING THE NORTHEAST CORNER OF TRACT F1 AS SHOWN ON A RECORD OF SURVEY, RECORDED AT AUDITOR'S FILE No. 3133008;

THENCE SOUTH 60°38'45" WEST, 1243.80 FEET TO THE POINT OF BEGINNING;

THENCE NORTH 25°42'36" EAST, 30.91 FEET;

THENCE NORTH 63°41'40" EAST, 49.72 FEET;

THENCE NORTH 42°19'28" EAST, 54.30 FEET;

THENCE NORTH 13°47'55" EAST, 4.42 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE WEST HAVING A RADIUS OF 140.00 FEET;

THENCE ALONG SAID CURVE AN ARC LENGTH OF 93.63 FEET, THROUGH A CENTRAL ANGLE OF 38°19'12", AND A CHORD BEARING OF NORTH 05°21'41" WEST, 91.90 FEET;

THENCE NORTH 24°31'18" WEST, 29.11 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE SOUTHWEST HAVING A RADIUS OF 115.00 FEET,

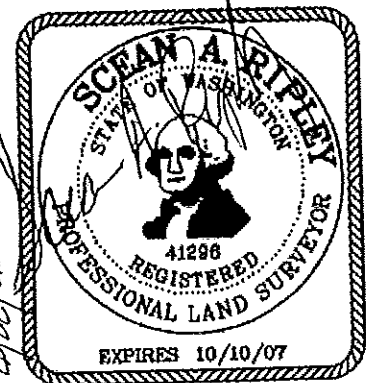
THENCE ALONG SAID CURVE AN ARC LENGTH OF 71.26 FEET, THROUGH A CENTRAL ANGLE OF 35°30'12", AND A CHORD BEARING OF NORTH 42°16'23" WEST, 70.12 FEET;

THENCE NORTH 60°01'29" WEST, 19.63 FEET;

THENCE NORTH 64°02'42" WEST, 65.57 FEET;

THENCE NORTH 77°48'51" WEST, 112.30 FEET;

THENCE SOUTH 76°07'08" WEST, 28.12 FEET;



THENCE SOUTH 63°08'59" WEST, 18.03 FEET TO THE EAST LINE OF A JUDGMENT QUIETING TITLE, RECORDED AT AUDITOR'S FILE No. 3231434;

THENCE SOUTH 63°08'59" WEST, 17.13 FEET TO THE EAST LINE OF SAID TRACT F1;

THENCE SOUTH 63°08'59" WEST, 55.82 FEET;

THENCE SOUTH 89°05'51" WEST, 32.65 FEET;

THENCE SOUTH 70°04'13" WEST, 88.73 FEET;

THENCE SOUTH 63°52'32" WEST, 39.74 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE SOUTHEAST HAVING A RADIUS OF 50.00 FEET;

THENCE ALONG SAID CURVE AN ARC LENGTH OF 56.04 FEET, THROUGH A CENTRAL ANGLE OF 64°13'14", AND A CHORD BEARING OF SOUTH 31°45'55" WEST, 53.16 FEET;

THENCE SOUTH 00°20'43" EAST, 25.52 FEET;

THENCE SOUTH 18°52'39" EAST, 38.57 FEET;

THENCE SOUTH 25°53'18" EAST, 51.85 FEET;

THENCE SOUTH 21°49'35" EAST, 70.04 FEET TO THE NORTH LINE OF SAID TRACT F1;

THENCE SOUTH 21°49'35" EAST, 27.27 FEET;

THENCE SOUTH 21°49'35" EAST, 26.62 FEET;

THENCE SOUTH 41°30'21" EAST, 68.08 FEET;

THENCE SOUTH 89°36'56" EAST, 158.60 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE NORTH HAVING A RADIUS OF 75.00 FEET;

THENCE ALONG SAID CURVE AN ARC LENGTH OF 39.12 FEET, THROUGH A CENTRAL ANGLE OF 29°52'57", AND A CHORD BEARING OF NORTH 75°26'35" EAST, 38.67 FEET;

THENCE NORTH 60°30'07" EAST, 60.19 FEET;

THENCE NORTH 64°58'23" EAST, 66.35 FEET;

THENCE NORTH 25°42'36" EAST, 25.75 FEET TO THE POINT OF BEGINNING.

SITUATE IN THE CITY OF OLYMPIA, THURSTON COUNTY, STATE OF WASHINGTON.

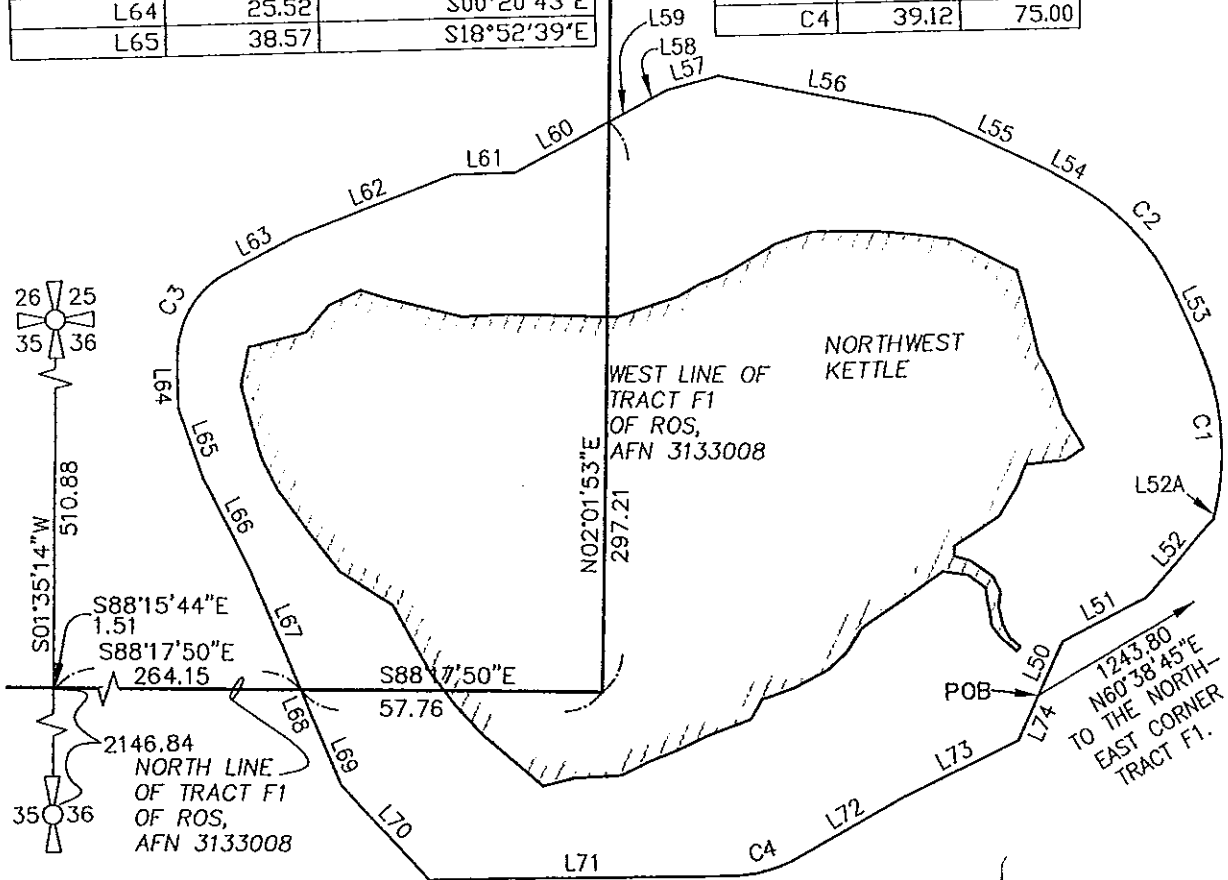


Parametrix, Inc.

LINE TABLE		
LINE	LENGTH	BEARING
L50	30.91	N25°42'36"E
L51	49.72	N63°41'40"E
L52	54.30	N42°19'28"E
L52A	4.42	N13°47'55"E
L53	29.11	N24°31'18"W
L54	19.63	N60°01'29"W
L55	65.57	N64°02'42"W
L56	112.30	N77°48'51"W
L57	28.12	S76°07'08"W
L58	18.03	S63°08'59"W
L59	17.13	S63°08'59"W
L60	55.82	S63°08'59"W
L61	32.65	S89°05'51"W
L62	88.73	S70°04'13"W
L63	39.74	S63°52'32"W
L64	25.52	S00°20'43"E
L65	38.57	S18°52'39"E

LINE TABLE		
LINE	LENGTH	BEARING
L66	51.85	S25°53'18"E
L67	70.04	S21°49'35"E
L68	27.27	S21°49'35"E
L69	26.62	S21°49'35"E
L70	68.08	S41°30'21"E
L71	158.60	S89°36'56"E
L72	60.19	N60°30'07"E
L73	66.35	N64°58'23"E
L74	25.75	N25°42'36"E

CURVE TABLE		
CURVE	LENGTH	RADIUS
C1	93.63	140.00
C2	71.26	115.00
C3	56.04	50.00
C4	39.12	75.00



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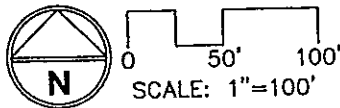


EXHIBIT B-1 BRIGGS VILLAGE NORTHWEST KETTLE



3848091
 Page: 7 of 14
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 BRIGGS NURSERY INC COV \$45.00 Thurston Co. Wa.

EXHIBIT "A-2"
CENTRAL KETTLE

THAT PORTION OF TRACT F2 AS SHOWN ON A RECORD OF SURVEY, RECORDED AT AUDITOR'S FILE No. 3133008, RECORDS OF THURSTON COUNTY, STATE OF WASHINGTON; EXCEPTING THEREFROM THAT PORTION OF LAND DESCRIBED IN A JUDGMENT QUIETING TITLE, RECORDED AT AUDITOR'S FILE No. 3231434; DESCRIBED AS FOLLOWS (REFER TO EXHIBIT B-2):

COMMENCING AT THE NORTHEAST CORNER OF PARCEL "B" OF THURSTON COUNTY BLAD 972049 TC, AS RECORDED UNDER RECORDING NUMBER 3131820, ALSO BEING THE NORTHEAST CORNER OF TRACT F1 AS SHOWN ON A RECORD OF SURVEY, RECORDED AT AUDITOR'S FILE No. 3133008;

THENCE SOUTH 50°18'32" WEST, 1928.61 FEET TO THE POINT OF BEGINNING;

THENCE NORTH 24°41'57" WEST, 111.31 FEET;

THENCE NORTH 17°31'41" WEST, 85.60 FEET;

THENCE NORTH 07°51'23" WEST, 93.44 FEET;

THENCE NORTH 03°44'07" EAST, 77.68 FEET;

THENCE NORTH 22°21'00" WEST, 68.80 FEET;

THENCE NORTH 64°57'32" WEST, 28.95 FEET;

THENCE NORTH 79°24'33" WEST, 104.46 FEET;

THENCE SOUTH 71°23'43" WEST, 22.10 FEET TO THE WEST LINE OF NORTHWEST QUARTER OF SECTION 36, TOWNSHIP 18 NORTH, RANGE 2 WEST, WILLAMETTE MERIDIAN;

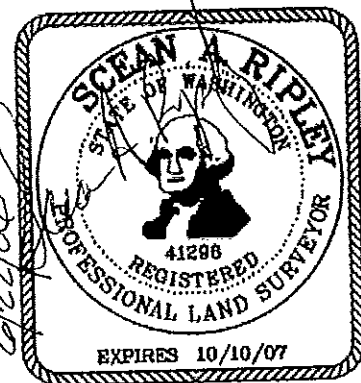
THENCE SOUTH 71°23'43" WEST, 34.91 FEET;

THENCE SOUTH 40°45'09" WEST, 61.46 FEET TO THE BEGINNING OF A CURVE CONCAVE TO THE NORTHWEST HAVING A RADIUS OF 100.00 FEET;

THENCE ALONG SAID CURVE AN ARC LENGTH OF 91.46 FEET, THROUGH A CENTRAL ANGLE OF 52°24'18", AND A CHORD BEARING OF SOUTH 66°57'18" WEST, 88.31 FEET;

THENCE NORTH 86°50'33" WEST, 44.26 FEET;

THENCE SOUTH 72°20'53" WEST, 113.25 FEET;



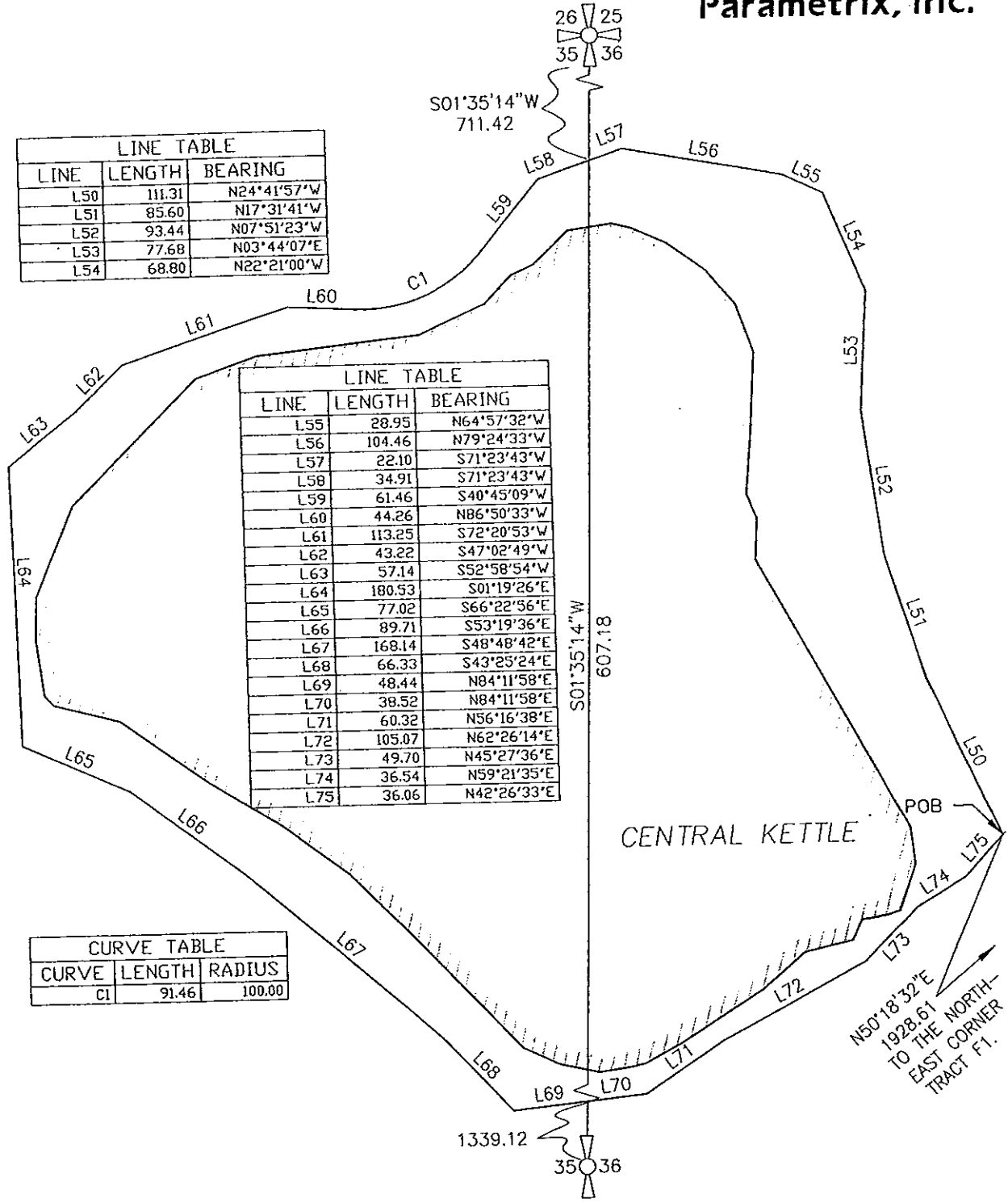
THENCE SOUTH 47°02'49" WEST, 43.22 FEET;
THENCE SOUTH 52°58'54" WEST, 57.14 FEET;
THENCE SOUTH 01°19'26" EAST, 180.53 FEET;
THENCE SOUTH 66°22'56" EAST, 77.02 FEET;
THENCE SOUTH 53°19'36" EAST, 89.71 FEET;
THENCE SOUTH 48°48'42" EAST, 168.14 FEET;
THENCE SOUTH 43°25'24" EAST, 66.33 FEET;
THENCE NORTH 84°11'58" EAST, 48.44 FEET TO THE SAID WEST
LINE OF NORTHWEST QUARTER OF SECTION 36;
THENCE NORTH 84°11'58" EAST, 38.52 FEET;
THENCE NORTH 56°16'38" EAST, 60.32 FEET;
THENCE NORTH 62°26'14" EAST, 105.07 FEET;
THENCE NORTH 45°27'36" EAST, 49.70 FEET;
THENCE NORTH 59°21'35" EAST, 36.54 FEET;
THENCE NORTH 42°26'33" EAST, 36.06 FEET TO THE POINT OF
BEGINNING.
SITUATE IN THE CITY OF OLYMPIA, THURSTON COUNTY, STATE OF
WASHINGTON.



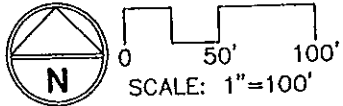
LINE TABLE		
LINE	LENGTH	BEARING
L50	111.31	N24°41'57"W
L51	85.60	N17°31'41"W
L52	93.44	N07°51'23"W
L53	77.68	N03°44'07"E
L54	68.80	N22°21'00"W

LINE TABLE		
LINE	LENGTH	BEARING
L55	28.95	N64°57'32"W
L56	104.46	N79°24'33"W
L57	22.10	S71°23'43"W
L58	34.91	S71°23'43"W
L59	61.46	S40°45'09"W
L60	44.26	N86°50'33"W
L61	113.25	S72°20'53"W
L62	43.22	S47°02'49"W
L63	57.14	S52°58'54"W
L64	180.53	S01°19'26"E
L65	77.02	S66°22'56"E
L66	89.71	S53°19'36"E
L67	168.14	S48°48'42"E
L68	66.33	S43°25'24"E
L69	48.44	N84°11'58"E
L70	38.52	N84°11'58"E
L71	60.32	N56°16'38"E
L72	105.07	N62°26'14"E
L73	49.70	N45°27'36"E
L74	36.54	N59°21'35"E
L75	36.06	N42°26'33"E

CURVE TABLE		
CURVE	LENGTH	RADIUS
C1	91.46	100.00



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 DATE: 06/22/06



**EXHIBIT B-2
 BRIGGS VILLAGE
 CENTRAL KETTLE**

EXHIBIT "A-3"
SOUTH KETTLE

THAT PORTION OF TRACT F2 AS SHOWN ON A RECORD OF SURVEY, RECORDED AT AUDITOR'S FILE No. 3133008, RECORDS OF THURSTON COUNTY, STATE OF WASHINGTON; EXCEPTING THEREFROM THAT PORTION OF LAND DESCRIBED IN A JUDGMENT QUIETING TITLE, RECORDED AT AUDITOR'S FILE No. 3231434; DESCRIBED AS FOLLOWS (REFER TO EXHIBIT B-3):

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THENCE SOUTH 33°57'35" WEST, 2766.21 FEET TO THE POINT OF BEGINNING;

THENCE NORTH 58°06'20" WEST, 42.95 FEET;

THENCE NORTH 87°52'29" WEST, 109.63 FEET;

THENCE SOUTH 50°31'22" WEST, 118.96 FEET TO THE WEST LINE OF NORTHWEST QUARTER OF SECTION 36, TOWNSHIP 18 NORTH, RANGE 2 WEST, WILLAMETTE MERIDIAN;

THENCE SOUTH 50°31'22" WEST, 125.19 FEET;

THENCE SOUTH 38°20'50" WEST, 108.28 FEET;

THENCE SOUTH 11°26'39" WEST, 88.81 FEET;

THENCE SOUTH 00°44'03" EAST, 31.41 FEET;

THENCE SOUTH 41°38'26" EAST, 27.41 FEET;

THENCE SOUTH 80°37'54" EAST, 77.14 FEET;

THENCE NORTH 71°44'46" EAST, 60.25 FEET;

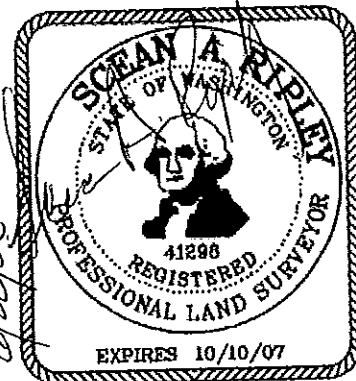
THENCE NORTH 82°48'53" EAST, 21.50 FEET TO THE SAID WEST LINE OF NORTHWEST QUARTER OF SECTION 36;

THENCE NORTH 82°48'53" EAST, 82.94 FEET;

THENCE SOUTH 79°33'58" EAST, 8.05 FEET;

THENCE SOUTH 41°19'27" EAST, 30.78 FEET;

THENCE SOUTH 36°49'36" EAST, 29.35 FEET;

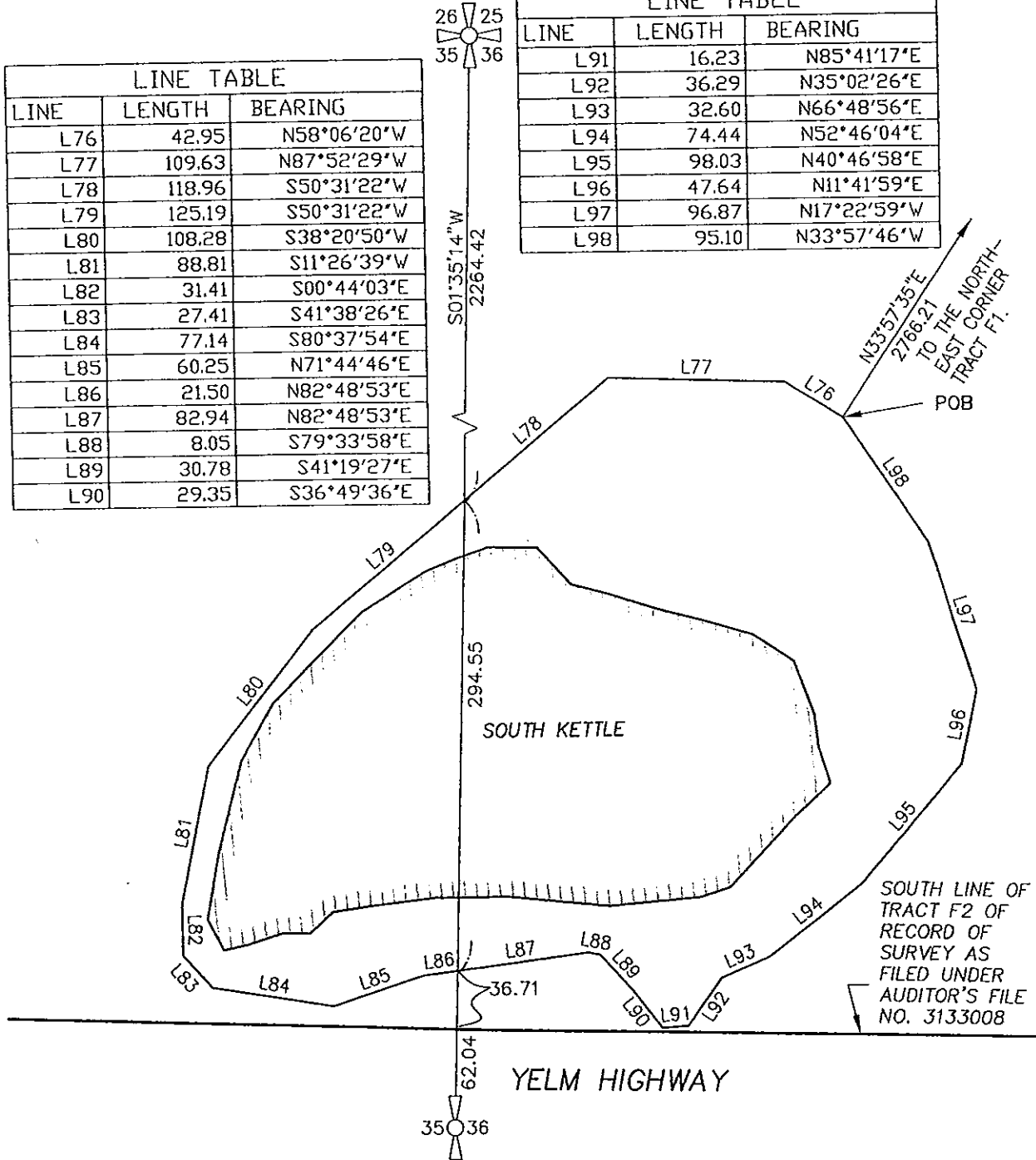


THENCE NORTH 85°41'17" EAST, 16.23 FEET;
THENCE NORTH 35°02'26" EAST, 36.29 FEET;
THENCE NORTH 66°48'56" EAST, 32.60 FEET;
THENCE NORTH 52°46'04" EAST, 74.44 FEET;
THENCE NORTH 40°46'58" EAST, 98.03 FEET;
THENCE NORTH 11°41'59" EAST, 47.64 FEET;
THENCE NORTH 17°22'59" WEST, 96.87 FEET;
THENCE NORTH 33°57'46" WEST, 95.10 FEET TO THE POINT OF
BEGINNING.
SITUATE IN THE CITY OF OLYMPIA, THURSTON COUNTY, STATE OF
WASHINGTON.

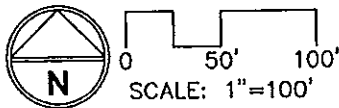


LINE	LENGTH	BEARING
L76	42.95	N58°06'20"W
L77	109.63	N87°52'29"W
L78	118.96	S50°31'22"W
L79	125.19	S50°31'22"W
L80	108.28	S38°20'50"W
L81	88.81	S11°26'39"W
L82	31.41	S00°44'03"E
L83	27.41	S41°38'26"E
L84	77.14	S80°37'54"E
L85	60.25	N71°44'46"E
L86	21.50	N82°48'53"E
L87	82.94	N82°48'53"E
L88	8.05	S79°33'58"E
L89	30.78	S41°19'27"E
L90	29.35	S36°49'36"E

LINE	LENGTH	BEARING
L91	16.23	N85°41'17"E
L92	36.29	N35°02'26"E
L93	32.60	N66°48'56"E
L94	74.44	N52°46'04"E
L95	98.03	N40°46'58"E
L96	47.64	N11°41'59"E
L97	96.87	N17°22'59"W
L98	95.10	N33°57'46"W



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 DATE: 06/22/06



**EXHIBIT B-3
 BRIGGS VILLAGE
 SOUTH KETTLE**



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 Thurston Co. Wa.

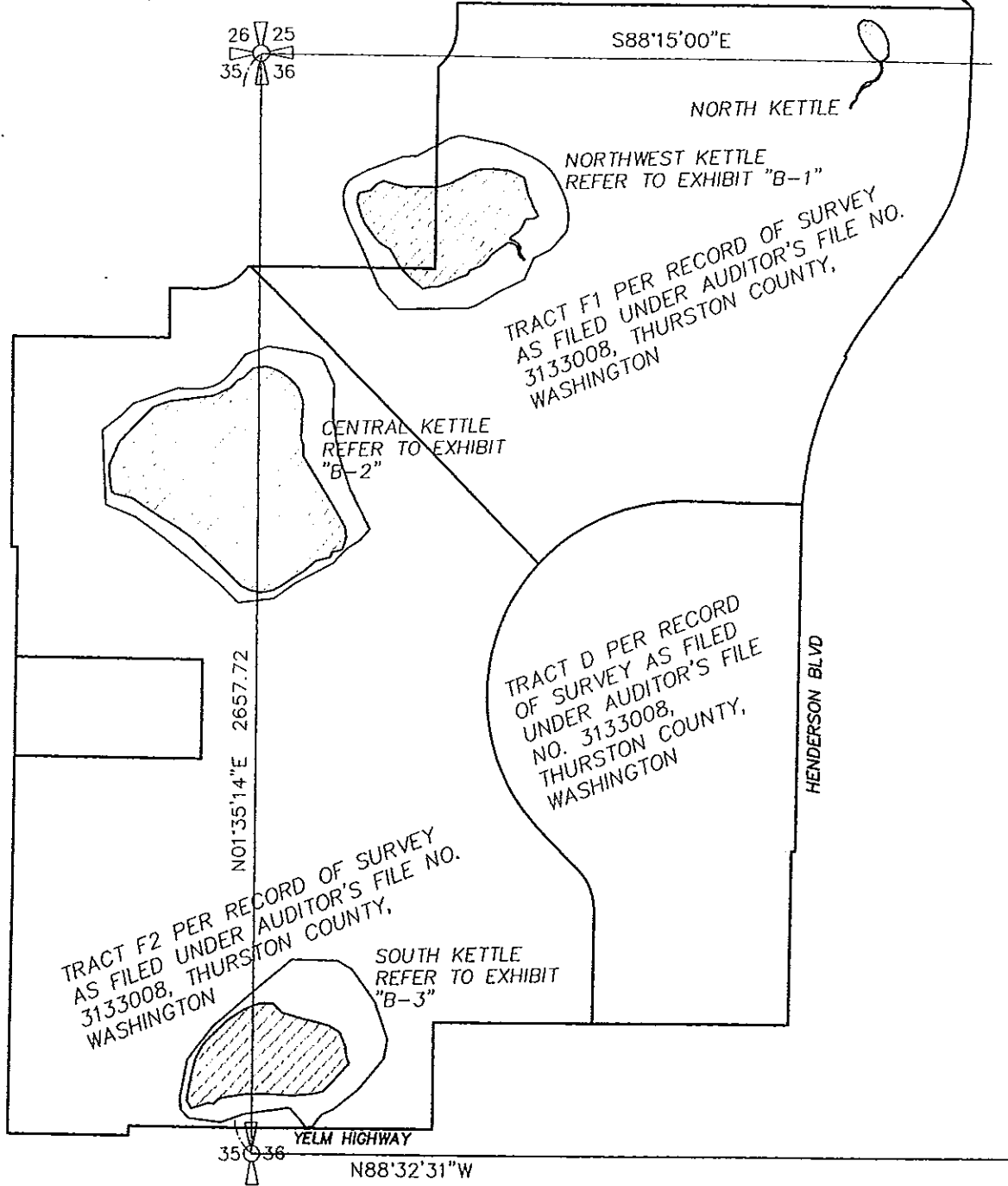
BRIGGS NURSERY INC

COV

\$45.00

Parametrix, Inc.

NORTHEAST CORNER OF PARCEL "B" OF THURSTON COUNTY BLAD 972049 TC, AS RECORDED UNDER RECORDING NUMBER 3131820, ALSO BEING THE NORTHEAST CORNER OF TRACT F1 AS SHOWN ON A RECORD OF SURVEY, RECORDED AT AUDITOR'S FILE No. 3133008.



FILE: 01755003P01T02SV_KETTLE_UPDATE062106.DWG
DATE: 06/22/06

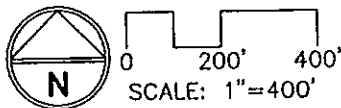


EXHIBIT "B" BRIGGS VILLAGE KETTLES



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Thurston Co. Wa.

BRIGGS NURSERY INC

COV

\$45.00