

FILED FOR RECORD AT THE REQUEST

of *ITT Rayonier*

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MARY HENRY, AUDITOR
CLALLAM COUNTY, WASH.

BY *DL* DEPUTY

AFTER RECORDING RETURN TO:

Donald L. Schwandian
ITT Rayonier, Inc.
P.O. Box 34162
Seattle, WA 98134

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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 Department of Ecology's Enforcement Order DE 92-701029 and in attachments to the Order, documents referenced in the Order and the site Cleanup Action Plan. Because hazardous substances are being left on the property, this restrictive covenant is required.

The undersigned, ITT Rayonier Incorporated, fee owner of real property in Port Angeles, County of Clallam, State of Washington, legally described as follows:

Lots 3 through 9, Block 12, Lots 1 through 9, Block 12 $\frac{1}{2}$ and Lots 1 through 7, Block 13 lying northerly of railroad right-of-way, all in Norman R. Smith Subdivision; Suburban Lot 1 $\frac{1}{2}$ lying northerly of railroad right-of-way together with abutting tidelands in front of Suburban Lot 1 $\frac{1}{2}$ and abutting vacated Railroad Avenue and Liberty Street; portion Ennis Creek Waterway lying southerly of Inner Harbor Line.

hereafter referred to as the "Property", 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 Property. The "Property" restricted by this Covenant is the Property depicted as the site in Exhibit A attached hereto.

Section 1. Any activity on this Property that may interfere with the Cleanup Action, including operation and maintenance, monitoring, or other measures necessary to assure the integrity of the Cleanup Action and continued protection of human health and the environment, is prohibited. In addition, any activity on this Property that may result in the release of a hazardous substance that was contained as a part of the Cleanup Action is prohibited.

Section 2. The owner of the Property 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 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 the continued operation, maintenance and monitoring of the Cleanup Action.

Section 3. The owner must notify and obtain approval from the Department of Ecology, or to a successor agency, prior to any use of the Property that is inconsistent with the terms of this Restrictive Covenant. The Department of Ecology or its successor agency may approve such use only after public notice and comment. If the Department of Ecology approves the proposed changes of use this restrictive covenant must be amended to reflect the change.

Section 4. The owner shall allow authorized representatives of the Department of Ecology, or of a successor agency, the right to enter the Property at reasonable times for the purpose of evaluating compliance with the Enforcement Order and to take samples, to inspect Cleanup Actions conducted at the Property, and to inspect records that are related to the Cleanup Action.

Section 5. The owner of the Property and the owner's assigns and successors in interest reserve the right under WAC 173-340-720, WAC 173-340-730, WAC 173-340-740, WAC 173-340-745, and WAC 173-340-440 to record an instrument providing that the restrictive covenants contained in this instrument shall no longer limit the use of the Property 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 of a 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.

ITT RAYONIER INCORPORATED

Donald L. Schwendiman
 By: Donald L. Schwendiman
 Assistant Secretary
 Date: April 10, 1992

STATE OF WASHINGTON

County of King

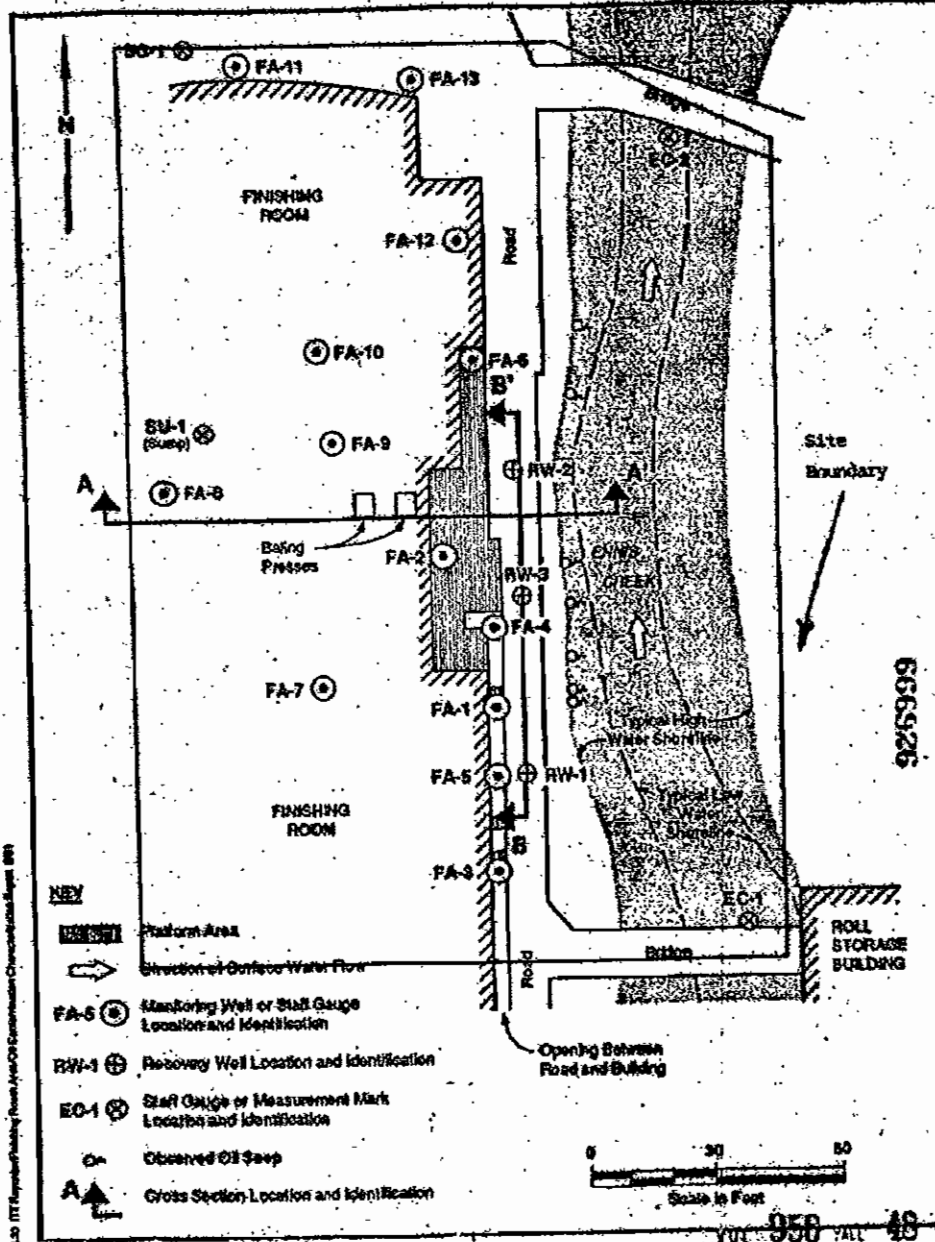
} ss.

On this 10th day of April, 1992, before me personally appeared Donald L. Schwendiman to me known to be the Assistant Secretary of ITT Rayonier Incorporated, the corporation that executed the foregoing instrument and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath, stated that he was authorized to execute said instrument and that the seal affixed is the corporate seal of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Jack K.B.
NOTARY PUBLIC in and for the
State of Washington.
My commission expires: 11/9/93

EXHIBIT A



LD ITT Prepared by: [unreadable] Date: [unreadable] Scale: [unreadable]

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