

**RESTRICTIVE COVENANT
RELATING TO
U.S. PATENT NO. 1213671**

Alaska Pulp Corporation, an Alaskan Corporation (APC), as fee holder of all land within U.S. Patent No. 1213671, comprising approximately 143.87 acres, dated October 18, 1960, granted by the Bureau of Land Management to Alaska Lumber & Pulp Co., Inc., as recorded at Book 15, Pages 271-273, Sitka Recording District, on November 9, 1960 (the property), in consideration of having received approval from the Alaska Department of Environmental Conservation (ADEC) to allow to persist on the property concentrations of contaminants that are consistent with risks attendant to industrial use of the property but inconsistent with risks attendant to residential use, hereby creates an equitable servitude, to be held in gross by the City - Borough of Sitka and the State of Alaska Department of Law, for the benefit of all residents of the State of Alaska. Said servitude shall run appurtenant to the property, binding APC and its successors in title except for the United States Department of Agriculture, Forest Service, to the extent it holds a preexisting interest in the property pursuant to United States Land Patent No. 1213671 (October 18, 1960). The servitude is as follows:

The property shall not, at any time, be used, in whole or in part, for human habitation, schooling of children, hospital care, child care or any purpose necessitating around-the-clock residency by humans unless said property is first investigated for the presence of dioxins/furans and any such dioxins/furans are reduced to a concentration, or determined to be present at a concentration, which is at or below a site-specific, risk-based, cleanup level established by ADEC, based upon actual or reasonably foreseeable exposure pathways for children.

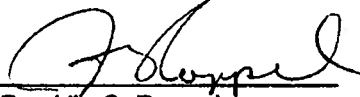
This servitude is intended to benefit all residents of the State of Alaska and the benefits of this servitude shall be enforceable through injunction by the City - Borough of Sitka, Alaska and the State of Alaska Department of Law, without regard to the existence or nonexistence of any dominant estate.

This servitude shall exist until July 11, 2097 or until dioxins and furans are no longer present on the property in concentrations exceeding site-specific, risk-based,

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residential cleanup levels, whichever comes first. This servitude may be modified by joint agreement of the Alaska Attorney General and APC, or their successors in interest, which shall be the only entities with authority to modify this servitude.

August 31, 1997
Date


Franklin C. Roppel
Executive Vice Pres.
Alaska Pulp Corporation, Grantor

Upon recording please return to: James F. Clark
Robertson, Monagle & Eastaugh, P.C.
P.O. Box 21211
Juneau, Alaska 99802

97-1555

REC.	18.00
S. Hca	REC. DIST.
DATE 9-4	19 97
TIME 1:31	P.M.
Requested By	Al Pulp Corp
Address	

Restrictive Covenant
U.S. Patent 1213671