

This agreement is hereby made by and between David P. Fairclo, Susan E. House, formerly known as Susan E. Fairclo, and Richard S. Fairclo, herein referred to as "Owner" and Bar CL, Inc., herein referred to as "Neighbor."

The parties agree as follows:

This agreement is made to comply with Article 81.010 A. of the Klamath County Land Development Code and Order of the Klamath County Commissioners as regards public hearing held by Klamath County for the Rolling Rock Pit site on April 25, 1995.

Neighbor owns real property adjacent to Owner generally located to the West of real property owned by Owner; Neighbor's property includes portion of Sections 10 and 15, Township 39 South, Range 10, East of the Willamette Meridian.

Potential applicant (s), or their successors in interest, for conflicting or potentially conflicting uses are prohibited from filing complaints concerning the Goal 5 inventory resource and/or operations pertaining to the resource according to the operation specifications contained within said order and the regulations of the Oregon Department of Geology & Mineral Industries and the Department of Environmental Quality. The real property owned by Fairclo is located in portion of the NW 1/4 of Section 14 and portion of West 1/2 of Section 11 in Township 39 South, Range 10, East of the Willamette Meridian.

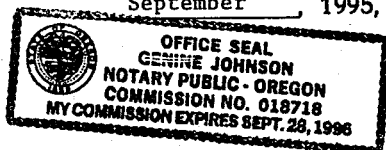
The parties agree that this agreement satisfies requirements of said Section 81.010 A. and further state that presently there are no sensitive or conflicting uses on Neighbor's property pursuant to said ordinance; this agreement applies to possible future sensitive or conflicting uses, and shall run with the land.

Bar C-L Inc.
Stephen T. Lorenz, V.P.
Susan E. Fairclo House
Richard S. Fairclo

David P. Fairclo

STATE OF OREGON |
 | ss.
 County of Klamath |

The foregoing instrument was acknowledged before me this 19th day of
 September, 1995, by GLENN T. LORENZ, VICE PRESIDENT OF BAR CL, INC.



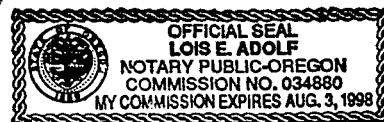
Gennine Johnson
 Notary Public for Oregon
 My Commission expires: September 28, 1996

STATE OF OREGON |
 | ss.
 County of Klamath |

The foregoing instrument was acknowledged before me this 13 day of
October, 1995, by Susan E. Fairclough, FKA Susan E. Fairclough

Lois E. Adolf
 Notary Public for Oregon
 My Commission expires:

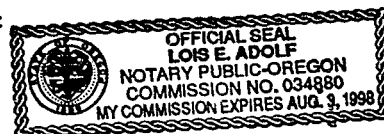
STATE OF OREGON |
 | ss.
 County of Klamath |



The foregoing instrument was acknowledged before me this 13 day of
October, 1995, by David P. Fairclough and Richard S. Fairclough

Lois E. Adolf
 Notary Public for Oregon
 My Commission expires:

STATE OF OREGON |
 | ss.
 County of Klamath |



On this _____ day of _____, 199__, personally appeared
 _____, who, being duly sworn, did say that he is the
 _____ of _____ and
 that said instrument was signed and sealed on behalf of said Corporation by
 authority of its board of directors; and acknowledged said instrument to be its
 voluntary act and deed. Before me:

 Notary Public for Oregon
 My Commission expires:

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Richard Fairclough the 6th day
 of November A.D., 19 95 at 2:19 o'clock P M., and duly recorded in Vol. M95
 of Deeds on Page 30313

FEE \$15.00

Return: Richard Fairclough
 280 Main Street
 Klamath Falls, OR 97601

By Bernetha G. Letsch, County Clerk
Annette Mueller