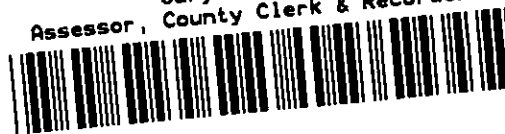


RECORDING REQUESTED BY:

DOC # 2002-261305  
05/17/2002 08:00A Fee:16.00  
Page 1 of 4  
Recorded in Official Records  
County of Riverside  
Gary L. Orso  
Assessor, County Clerk & Recorder



WHEN RECORDED, MAIL TO:

CITY CLERK  
City of Riverside  
City Hall, 3900 Main Street  
Riverside, California 92522

Project: Parcel Map 30369

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**COVENANT AND AGREEMENT AND  
DECLARATION OF RESTRICTIONS ON  
FUTURE USES OF THE PROPERTY**

This Covenant and Agreement and Declaration of Restrictions is made and entered into this 18<sup>th</sup> day of April, 2002, by ORANGECREST HILLS, L.P., a Washington limited partnership ("**Declarant**"), with reference to the following facts:

A. Declarant is the fee owner of that certain real property (the "**Property**") in the City of Riverside, County of Riverside, State of California, described as follows:

Parcels 1 through 9 of Parcel Map 30369 as shown by map on file in Book 201 of Parcel Maps at Pages 77 through 79 thereof, Records of Riverside County, California.

B. The Property consists of 25.09 acres located in the Orangecrest area, south and east of Bountiful Street, north of Van Buren Boulevard and west of Trautwein Road. An application has been filed with the City of Riverside ("**City**") as Case No. PM 30369 to subdivide one (1) parcel consisting of approximately 25.09 acres into nine (9) parcels, ranging in size from 0.984 acres to 7.721 acres for commercial purposes.

C. As a condition to the approval by the City of Case No. PM 30369 Declarant is required to submit documentation prior to recordation of the final map for approval by the Planning and Legal Departments of the City to prohibit automobile oriented uses, including drive-thru restaurants, automobile services or repair, stereo installation or other similar uses, on Parcels 1, 4, 5, 8 and 9 of Parcel Map 30369. Any changes to this Covenant necessary to reflect future lot line adjustments are subject to administrative approval.

DESCRIPTION APPROVAL 5/11/02 by Walter R. Orso SURVEYOR, CITY OF RIVERSIDE

D. Declarant desires to record a covenant and agreement acceptable to the Planning and Legal Departments of City, which meets the above-referenced condition and restricts the use of the Property to the uses listed above to ensure its compatibility with the surrounding neighborhood.

**NOW, THEREFORE**, for the purpose of complying with a condition imposed by the City for the approval of Parcel Map 30369, Declarant hereby covenants and agrees with the City that the Property is, and shall hereafter be held, transferred, sold, conveyed, hypothecated, encumbered, leased, rented, used and occupied subject to the following covenants, conditions and restrictions:

1. Parcels 1, 4, 5, 8 and 9 of Parcel Map 30369 are prohibited from being developed with or having thereon any drive-thru restaurants, automobile services or repair, automobile stereo installation or other similar uses. If a non-automotive use is proposed on these parcels that requires a drive-thru (i.e., a pharmacy), the drive-thru should be designed to be screened from public view as reasonably required by the City.

2. Any person, whether an individual, corporation, association, partnership or otherwise, who now or hereafter owns or acquires any right, title or interest in or to any portion of the Property shall be deemed to have consented and agreed to the restrictions on the use of the Property as set forth hereinabove.

3. The terms of this Covenant and Agreement and Declaration of Restrictions may be enforced by City, and its successors and assigns. Should City bring an action to enforce any of the terms of this Covenant and Agreement and Declaration of Restrictions, the prevailing party shall be entitled to court costs, including reasonable attorneys' fees.

4. This Covenant and Agreement and Declaration of Restrictions shall run with the land and each and all of its terms shall be binding upon Declarants, their heirs, successors and assigns, and shall continue in effect until such time as released by the City Planning Director of the City of Riverside, California, by a writing duly recorded.

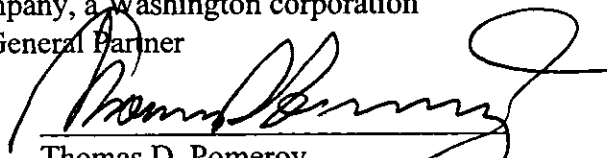
**[SIGNATURES ON FOLLOWING PAGE]**

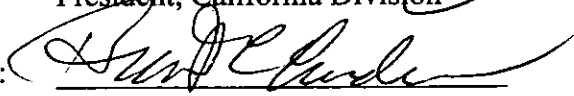


**[SIGNATURE PAGE TO COVENANT AND AGREEMENT  
AND DECLARATION OF RESTRICTIONS]**

ORANGECREST HILLS, L.P., a Washington  
limited partnership

By: CSW Development & Construction  
Company, a Washington corporation  
Its General Partner

By:   
Thomas D. Pomeroy  
President, California Division

By:   
Brent C. Anderson  
Senior Vice President Finance,  
California Division

“Declarant”

APPROVED AS TO CONTENT:

  
Planning Department

APPROVED AS TO FORM:

  
Deputy City Attorney



STATE OF CALIFORNIA        )  
  )    ss  
COUNTY OF ORANGE        )

On April 22, 2002, before me, Cathy MacKinney, a Notary Public in and for the State, personally appeared Thomas D. Pomeroy and Brent C. Anderson, personally known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities and that by their signatures on the instrument the persons, or the entities upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.



(SEAL)

*Cathy MacKinney*  
Notary Public in and for the said State

