

FRED L. BLACKBURN, SR
110 DOWNING STREET
BECKLEY, WV 25801-2673

Daniels Conoco
VRA# 04374

LAND USE COVENANT

This is an environmental covenant executed pursuant to the Voluntary Remediation and Redevelopment Act, West Virginia Code Chapter 22, Article 22, and the Uniform Environmental Covenants Act, West Virginia Code Chapter 22, Article 22B, to restrict the activities on, and uses of, the following described property, and more specifically described in Attachment A:

The northeast side of U.S. Rt. 19 (Ritter Drive) at the intersection with Regency Drive
Daniels, Raleigh County

Activities on and uses of the described property that may result in excessive human exposure or in the release of a contaminant that was contained as part of the remedial action related to this covenant are prohibited. Those activities and uses include, but are not limited to:

1. Use of groundwater beneath the site for consumption;
2. Use of the site property for residential purposes; and,
3. Use of any basements for anything other than vehicle parking or storage.

The current owner of record of the property, and their contact information, is:

Mr. Fred L. Blackburn
110 Downing Street
Beckley, West Virginia 25801
(304) 253-4275

Any person, including a person that owns an interest in the real property, the state or federal agency determining or approving the environmental response project pursuant to which an environmental covenant is created, or a municipality or other unit of local government may be a holder of an environmental covenant. The following are all of the holders of this covenant:

Mr. Fred L. Blackburn
110 Downing Street
Beckley, West Virginia 25801

The ConocoPhillips Company
420 South Keeler
Phillips Building #1344
Bartlesville, Oklahoma 74004

BETTY RIFFE
RALEIGH County 12:53:13 PM
Instrument No 50372259
Date Recorded 10/09/2009
Document Type MISC/R
Book-Page 5037-2259
Recording Fee \$14.00
Additional \$7.00

The facts regarding the remediation response project at this property are:

Source of Impact

The site was used as a retail gasoline station until its closure in 1990. Unleaded gasoline was released into the subsurface from one or more of the tanks. The tanks were removed in 1990. Phase separated material (free product) and impacted soil in the immediate vicinity of the tanks was removed when the tank area was excavated for tank removal. Excavated product and soils were transported offsite to a permitted incineration facility.

Chemicals of Concern

Based on the historical use of the site as a gas station distributing unleaded gasoline and kerosene, and following DEP guidance; benzene, toluene, ethylbenzene, xylenes (BTEX), and methyl tertiary-butyl ether (MTBE) were selected as chemicals of concern (COCs) for the site. Total petroleum hydrocarbons (TPH) and gasoline range organics (TPH-GRO) also were sampled for occasionally.

Soil Impact

Ten soil samples were collected from the site in November 2000 and were analyzed for BTEX and MTBE. The highest concentrations of COCs were detected in samples near the former tank excavation.

Groundwater Impact

A groundwater monitoring program for the site was initiated in 1992. Groundwater samples from three shallow overburden perched zone monitoring wells (MW-1, RW-1, and RW-2) and one deeper bedrock zone monitoring well (MW-2) have been collected and analyzed for BTEX and MTBE. Since 1992, eleven rounds of groundwater sampling have been conducted; the most recent round in July 2008.

Of the four monitoring wells, only the three shallow zone wells have had detectable levels of COCs, as follows for the primary COCs:

Sample Location	Sample Date	Benzene (mg/L)	MTBE(mg/L)
MW-1	09/28/06	<.005	0.051
	07/17/08	<.005	0.140
RW-1	09/28/06	<.005	0.016
	07/17/08	<.005	0.008
RW-2	09/28/06	0.320	0.120
	07/17/08	0.540	0.074
RW-2 (Duplicate)	07/17/08	0.530	0.071

Based on Site investigations, the deeper bedrock zone is not impacted and the shallow zone impacts are limited mostly to the area around RW-2.

Historical groundwater data indicate that BTEX concentrations in the source area are decreasing. Benzene was detected at its highest concentration of 0.96 mg/L in April 1996. Since then, benzene has been decreasing with the July 2008 sampling showing benzene at 0.54 mg/L. MTBE was detected at its highest concentration of 0.140 mg/L in July 2008. The highest concentration of MTBE detected prior to the July 2008 sampling event was 0.120 mg/L (September 2006 and June 1999). The highest concentrations of toluene, ethylbenzene, and xylenes were 0.62 mg/L (February 2000), 0.77 mg/L (April 1996), and 3 mg/L (February 1992), respectively. The July 2008 concentrations of these COCs are 0.026 mg/L, 0.28 mg/L, and 0.082 mg/L, respectively.

Exposure Evaluation

A risk assessment (RA) for the site was performed to support site closure under the WVDEP Voluntary Remediation Program. The current future potential receptors and pathways indicated in the table below were evaluated for acceptable risk (10⁻⁵ for industrial/commercial and 10⁻⁶ for residential exposure)

Medium of Concern	Pathway	On-site Residents	On-site workers	On-site construction worker
Surface and subsurface soil	Ingestion	X	X	X
	Inhalation	X	X	X
	Dermal			X
	Indoor inhalation	X	X	
	Leaching to GW	X (Not receptor-specific)		
Groundwater	Ingestion	X	X	
	Inhalation	X	X	X
	Dermal			X
	Indoor inhalation	X	X	

X - indicates a complete pathway

Residential, commercial/industrial, and construction worker exposures were considered and evaluated. The RA indicated that commercial/industrial and construction worker exposures through all pathways had an acceptable risk. However, potential residential exposures through groundwater use and indoor inhalation were found to have an unacceptable risk. This Land Use Covenant addresses these unacceptable risks.

The owner of the property shall provide written notice to the Secretary of the Department of Environmental Protection within 10 days following transfer of a specified interest in the property subject to this covenant, changes in use of the property, application for building permits regarding the property, or proposals for any site work affecting the contamination on the property.

The holder (ConocoPhillips) shall conduct inspections of the property to monitor compliance with this Land Use Covenant at least one (1) time per year, and shall submit two (2) signed copies of the inspection monitoring report to the WVDEP, DLR headquarters in Charleston, within thirty (30) days of the inspection.

This covenant relieves the applicant and subsequent successors and assigns from all civil liability to the state as provided under West Virginia Code Article 22 of Chapter 22 and shall remain in effect so long as the property complies with the applicable standards in effect at the time this covenant was issued.

This covenant shall not be amended, modified or terminated except by written instrument executed by and between the Owner at the time of the proposed amendment, modification or termination, and the Secretary of the West Virginia Department of Environmental Protection, or his successor in accordance with regulations promulgated by the Secretary or his successor. Within 5 days of executing an amendment, modification or termination of this Land Use Covenant, the Owner shall record such amendment, modification or termination with the Clerk of the County Commission, and within 5 days thereafter, the Owner shall provide a true copy of the recorded amendment, modification or termination to the Secretary of the Department of Environmental Protection.

The administrative record for the environmental response project reflected in this covenant is maintained in the:

Daniels Conoco
Voluntary Remediation Project Number 04374

West Virginia Department of Environmental Protection
Division of Land Restoration,
601 57th Street,
Charleston, West Virginia

The West Virginia Department of Environmental Protection is granted full right of access to the property for the purpose of implementation or enforcement of this covenant.

All restrictions and other requirements described in this covenant shall run with the land and shall be binding upon all holders and their grantees, lessees, authorized agents, employees, or persons acting under their direction or control.

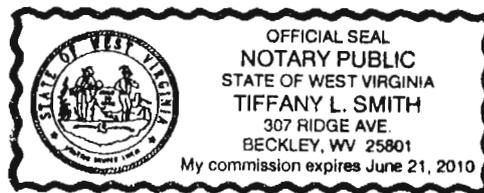
IN WITNESS WHEREOF, the following holders have executed this covenant on the dates indicated

SIGNED: Laura J. Blackburn Date: Sept. 1, 2009
Owner

I, Tiffany L. Smith, a Notary Public in and for the County of Raleigh, State of West Virginia, do hereby certify that the holder(s) whose (name is) (names are) signed above, this day executed this document in my presence or this day acknowledged same to be the true act and deed of said holder(s).

Given under my hand this the 1 day of Sept., 2009.

Notary Public



IN WITNESS WHEREOF, the following holders have executed this Covenant on the dates indicated.

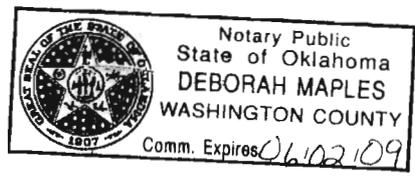
SIGNED Steve Belin / Conrad Phillips Date: 4-9-09

I, Deborah Maples, a Notary Public in and for the County of Washington, State of Oklahoma, do hereby certify that the holder(s) whose (name is) (names are) signed above, this day executed this document in my presence or this day acknowledged same to be the true act and deed of said holder(s).

Given under my hand this the 9th day of April, 2009.

Notary Public

Deborah Maples



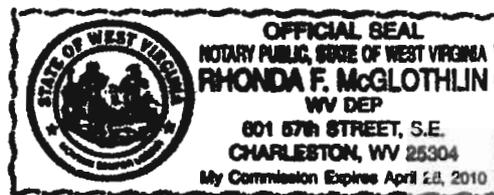
IN WITNESS WHEREOF, the following agency has executed this covenant on the dates indicated.

SIGNED: Kim Ellison Date: 9/28/09
WV Department of Environmental Protection

I, Rhonda F. McGlothlin, a Notary Public in and for the County of Kanawha, State of West Virginia, do hereby certify that the holder(s) whose (name is) (names are) signed above, this day executed this document in my presence or this day acknowledged same to be the true act and deed of said holder(s).

Given under my hand this the 28th day of September, 2009.

Notary Public
Rhonda F. McGlothlin



ATTACHMENT A

SITE DESCRIPTION

The Site is located on the northeast side of U.S. Highway 19 (Ritter Drive) at the intersection of Regency Drive, within a mixed residential and commercial area in Daniels, West Virginia. A legal description is included as Attachment B. The Site location is shown on Figure 1.

The Site was formerly used as a retail gasoline service station and currently operates as a used car dealership. Former operations reportedly included retail sales of unleaded gasoline and kerosene products.

The Site is predominantly covered with asphalt pavement and gravel, with a sales office located in the central area of the Site. The Site formerly contained three underground storage tanks (USTs) used to store unleaded gasoline, which were removed in December 1990. Four monitoring wells (MW-1, MW-2, RW-1, and RW-2) are associated with monitoring activities at the Site. A Site plan showing the current Site conditions, approximate utility locations, former UST locations, and groundwater monitoring well locations is presented as Figure 2.

ATTACHMENT B

Legal description
SMF
4-20-91
042128

EXHIBIT A

The surface only of what certain tracts situate in Shady Springs District, Raleigh County, West Virginia and more particularly bounded and described as follows:

Beginning at a stake in the intersection of the south right of way line of the present highway 19-21, and the north right of way line of the old road; thence with said right of way line of highway 19-21 N. 58 degrees 51 minutes West 71.28 feet, N. 56 degrees 48 minutes West 50.09 feet, N. 55 degrees 15 minutes West 49.91 feet, N. 52 degrees 56 minutes West 49.80 feet, N. 51 degrees 01 minutes West 49.61 feet, N. 48 degrees 22 minutes West 50.04 feet, thence leaving said right of way line of present highway and with north right of way line of old road S. 36 degrees 25 minutes E. 188.08 feet, S. 62 degrees 51 minutes E. 57.64 feet, S. 84 degrees 20 minutes E. 97.15 feet to the beginning, and containing 0.19 acres.

Being the same property described in Deed dated May 25, 1959 from Kendall, Inc. to Kayo Oil Company, of record in Raleigh County Deed Book 387, at page 444.

STATE TAX COMMISSIONER OF WEST VIRGINIA
SALES LISTING FORM

ST 12-33 W. Va. Code § 11-22-611983

County Raleigh District Shady Springs
Tax Map No. (s) 14 Parcel(s) 5D
Grantor's Name Kayo Oil Company
Grantee's Name Fred L. Blackburn and Lannia J. Blackburn
Most Recent Previous Deed Book No. 387 Page No. 444
Grantor's Source of Title: _____
(If not by "Previous Deed" referenced above)
Mailing Address of the new owner: PO Box 226 Daniels, WV 25832
Consideration/Value (a) Real Estate \$ 23,000.00 (b) Other Valuable Goods/Services: \$ _____
(If applicable)
Estate(s) Transferred: _____
(Examples: Fee, Surface, Mineral, Coal, etc.)
Financing Arrangements Materially Affecting Consideration: Yes _____ No _____
If "Yes," use Appropriate Word or Phrase to Describe: _____
To be completed by Clerk: _____
Stamp Fee Paid \$ 10.00 Date Received 10/9/91 Name of Person Who Prepared this Document James Willis
New Deed Book No.: Ball Page No.: 70
Pink Copy - Tax Commissioner's Copy
White Copy - Assessor's Copy
Canary Copy - Sheriff's Copy

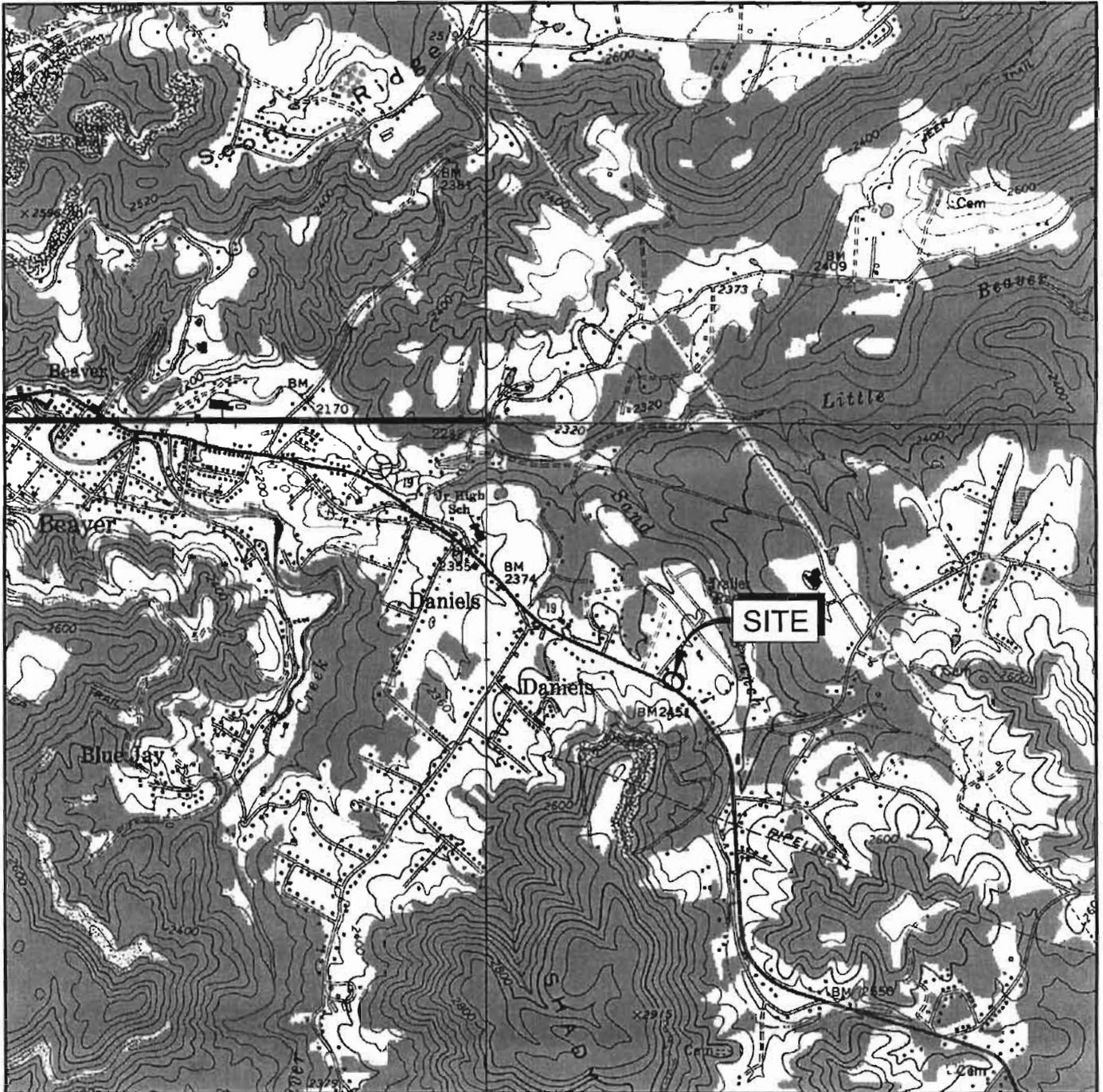
OFFICE OF THE CLERK OF THE COUNTY COMMISSION
OF RALEIGH COUNTY, WEST VIRGINIA
The foregoing Instrument of Writing, together with the certificate of acknowledgement thereof, was this day presented in said office and admitted to record.

Return To:
Fred Blackburn
P.O. Box 226
Daniels, WV 25832

Betty Riffe
of E R R

9:37 A.M.
Oct 9 1991

FIGURES

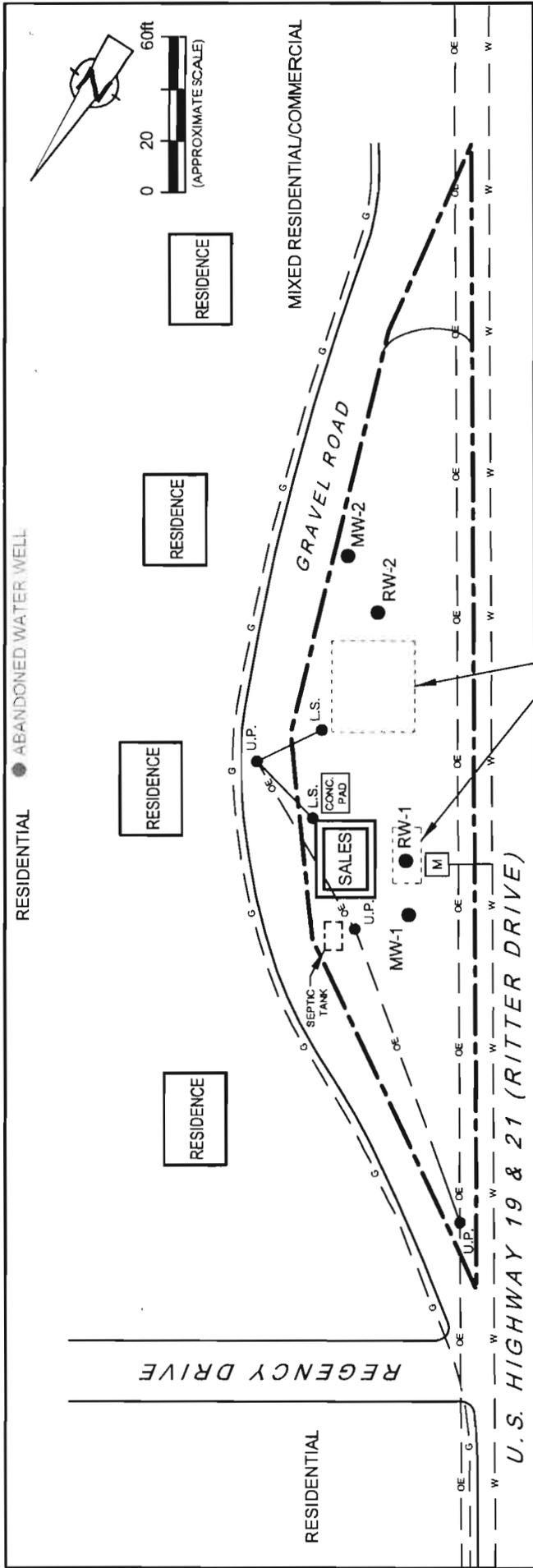


SOURCE:
 US DEPARTMENT OF INTERIOR GEOLOGICAL SURVEY 7.5" TOPOGRAPHICAL QUADRANGLES
 TOPO QUAD NAMES: BECKLEY, PRINCE, SHADY SPRINGS, AND CRAB ORCHARD, WV

SCALE: 1:24,000



FIGURE 1
 SITE LOCATION MAP
 FORMER CONOCOPHILLIPS STATION #48003
 WVDEP VRA PROJECT ID #04374
 US HIGHWAY 19
 DANIELS, WEST VIRGINIA



**FIGURE 2
SITE PLAN**

**FORMER CONOCOPHILLIPS STATION #48003
WVDEP VRA PROJECT ID #04374
US HIGHWAY 19**

DANIELS, WEST VIRGINIA

RESIDENTIAL ● ABANDONED WATER WELL

RESIDENCE

MIXED RESIDENTIAL/COMMERCIAL

GRAVEL ROAD

REGENCY DRIVE

U.S. HIGHWAY 19 & 21 (RITTER DRIVE)

FORMER UNDERGROUND STORAGE TANK AREAS

BASEBALL BATTING PARK (IN DEVELOPMENT)

HEINER'S BAKERY SURPLUS

DOLLAR GENERAL

VIDEO VAULT

MOUNTAIN STATE FITNESS

LEGEND

- PROPERTY BOUNDARY
- OE— OVERHEAD ELECTRICAL LINE
- G— UNDERGROUND GAS
- W— BECKLEY WATER DEPARTMENT 14" WATER MAIN
- MW-2 MONITORING WELL LOCATION
- WATER METER LOCATION
- [M] U.P. UTILITY POLE
- L.S. LIGHT STANDARD

NOTE: 1) SITE IS CURRENTLY OPERATED AS JORDAN USED AUTO SALES
2) UTILITIES AND FEATURES SHOWN ON FIGURE ARE APPROXIMATE LOCATIONS.

SOURCE: SECOR INTERNATIONAL, INC. FIGURE 2, SITE PLAN, 06/26/02

