

36444

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WHEN RECORDED MAIL TO:

Latham & Watkins  
555 South Flower Street  
Los Angeles, California 90071  
Attn: Thomas L. Harnsberger, Esq.

MEMORANDUM OF STUMPAGE AND  
LOG PURCHASE AND SALE AGREEMENT

This Memorandum of Stumpage and Log Purchase and Sale Agreement is made and entered into as of this \_\_\_\_ day of May, 1984 by and between Diamond Group Inc., a Delaware corporation ("Seller") and DAW Forest Products Company, L.P., a Delaware limited partnership ("Buyer").

Pursuant to the terms of that certain Stumpage and Log Purchase and Sale Agreement of even date herewith between Buyer and Seller ("Agreement"), Buyer and Seller agree as follows:

1. During the term of the Agreement, Seller will offer for sale to Buyer any and all timber that Seller desires to have harvested from the real property described in Schedule A hereto (which, together with real property located in certain other counties in the State of Oregon, is referred to in the Agreement as the "Timberlands"), subject to the terms of the Agreement. Seller further covenants and agrees, for the term of the Agreement, that it will not use, or offer to sell, or sell or agree to sell to any other

party, any timber cut or to be cut from the Timberlands, which has not first been offered for sale to Buyer in accordance with the Agreement.

2. The Agreement shall become effective on the date first above written and extend through June 30, 1991. Thereafter, the Agreement shall remain in effect but may be terminated by either party upon one year's written notice.

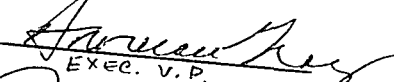
3. Seller and Buyer agree that at the expiration of the Agreement, they will execute and deliver a Notice of Termination of the Agreement in recordable form.

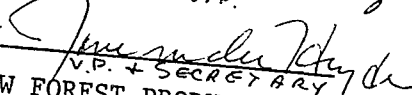
4. This Memorandum is subject to the conditions, covenants and provisions in the Agreement. The incomplete statement of any such condition, covenant or provision in this Memorandum shall not be deemed to modify or amend any

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of the provisions of the Agreement, which shall be the  
controlling instrument.

DIAMOND GROUP, INC.,  
a Delaware corporation

By   
EXEC. V.P.

By   
V.P. + SECRETARY  
DAW FOREST PRODUCTS COMPANY,  
L.P., a Delaware limited  
partnership

By: DAGP Associates, L.P.  
a Delaware limited  
partnership, General  
Partner

By: KKR Associates, a  
New York limited  
partnership,  
General Partner

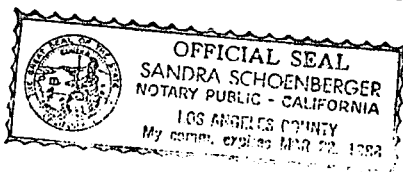
By   
General Partner

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STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES )

On this the 25<sup>th</sup> day of April 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared GEORGE R. ROBERTS personally known to me or proved to me on the basis of satisfactory evidence to be one of the general partners of KKR Associates, said partnership being known to me to be the general partner of DAGP Associates, L.P., said second named partnership being known to me to be the general partner of DAW Forest Products Company L.P., the partnership that executed the within instrument, and acknowledged to me that the partnership first named executed the same as the general partner of the partnership second named and that the partnership last named executed the same.

WITNESS my hand and official seal.



*Sandra Schoenberger*

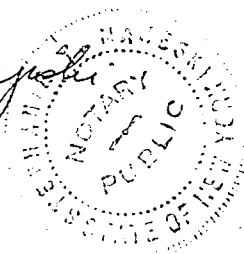
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STATE OF New York )  
COUNTY OF New York ) ss.

On April 26, 1984 before me, the undersigned, a Notary Public in and for said County and State, personally appeared BOWMAN GRAY, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the <sup>EXECUTIVE VICE</sup> President, and JANE VONDER HEYDE personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the VICE PRESIDENT & Secretary of Diamond Group, Inc., the corporation that executed the within instrument, and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its board of directors.

WITNESS my hand and official seal.

Stephanie T. Majeski  
STEPHANIE T. MAJESKI  
NOTARY PUBLIC, State of New York  
No. 52-2483250, Suffolk County  
Term Expires March 30, 1985



*Klamath*

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DESCRIPTION

PARCEL 1

Township 25 South, Range 6 East of the Willamette Meridian, in the  
County of Klamath, State of Oregon:

Section 13: E $\frac{1}{2}$

Section 24: NE $\frac{1}{4}$ , E $\frac{1}{2}$ W $\frac{1}{2}$ , N $\frac{1}{2}$ SE $\frac{1}{4}$ , SW $\frac{1}{4}$ SE $\frac{1}{4}$

Section 25: NW $\frac{1}{4}$ , SE $\frac{1}{4}$ SW $\frac{1}{4}$

Township 25 South, Range 7 East of the Willamette Meridian, in the  
County of Klamath, State of Oregon:

Section 18: Lots 1, 2, 3 and 4

Section 19: Lots 2 and 3

AND

The Northwest quarter of the Northeast quarter of Section 33,  
Township 28 South, Range 10 East of the Willamette Meridian, in the  
County of Klamath, State of Oregon.

PARCEL 2

The S $\frac{1}{2}$ SE $\frac{1}{4}$ , NE $\frac{1}{4}$ SE $\frac{1}{4}$ , SE $\frac{1}{4}$ NE $\frac{1}{4}$  Section 24, Township 23 South, Range 10 East  
of the Willamette Meridian, in the County of Klamath, State of Oregon.

The NE $\frac{1}{4}$ NW $\frac{1}{4}$ , NW $\frac{1}{4}$ NE $\frac{1}{4}$  Section 25, Township 23 South, Range 10 East of the  
Willamette Meridian, in the County of Klamath, State of Oregon.

The W $\frac{1}{2}$ NE $\frac{1}{4}$ , NE $\frac{1}{4}$ NE $\frac{1}{4}$  Section 36, Township 23 South, Range 10 East of the  
Willamette Meridian, in the County of Klamath, State of Oregon.

Government Lots 4 and 5 Section 19, Township 23 South, Range 11 East  
of the Willamette Meridian, in the County of Klamath, State of Oregon.

Government Lots 7, 10 and 15, Section 18, Township 23 South, Range 11  
East of the Willamette Meridian, in the County of Klamath, State of  
Oregon.

The NW $\frac{1}{4}$ SW $\frac{1}{4}$ , SW $\frac{1}{4}$ NW $\frac{1}{4}$  Section 2, Township 23 South, Range 9 East of the  
Willamette Meridian, in the County of Klamath, State of Oregon.

Government Lots 2, 3, 4 SW $\frac{1}{4}$ NW $\frac{1}{4}$ , SE $\frac{1}{4}$ SW $\frac{1}{4}$ , SE $\frac{1}{4}$  Section 3, Township 23  
South, Range 9 East of the Willamette Meridian, in the County of Klamath,  
State of Oregon.

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The N $\frac{1}{2}$ , E $\frac{1}{2}$ SW $\frac{1}{2}$ , NW $\frac{1}{2}$ SW $\frac{1}{2}$ , NW $\frac{1}{2}$ SE $\frac{1}{2}$  Section 4, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The N $\frac{1}{2}$  Section 5, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The SW $\frac{1}{2}$ , SE $\frac{1}{2}$ NW $\frac{1}{2}$ , S $\frac{1}{2}$ SE $\frac{1}{2}$ , NE $\frac{1}{2}$ SE $\frac{1}{2}$  Section 9, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The E $\frac{1}{2}$ NW $\frac{1}{2}$ , NE $\frac{1}{2}$ SW $\frac{1}{2}$ , NE $\frac{1}{2}$ , SE $\frac{1}{2}$ , S $\frac{1}{2}$ SW $\frac{1}{2}$  Section 10, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The SE $\frac{1}{2}$ NW $\frac{1}{2}$ , W $\frac{1}{2}$ SW $\frac{1}{2}$ , SW $\frac{1}{2}$ NW $\frac{1}{2}$  Section 11, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The E $\frac{1}{2}$ SE $\frac{1}{2}$ , W $\frac{1}{2}$ NW $\frac{1}{2}$ , SW $\frac{1}{2}$ SW $\frac{1}{2}$  Section 14, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The W $\frac{1}{2}$ SE $\frac{1}{2}$ , W $\frac{1}{2}$ , W $\frac{1}{2}$ NE $\frac{1}{2}$  Section 15, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The N $\frac{1}{2}$ , E $\frac{1}{2}$ SE $\frac{1}{2}$  Section 20, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The N $\frac{1}{2}$ N $\frac{1}{2}$  Section 21, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The SE $\frac{1}{2}$ , W $\frac{1}{2}$ NE $\frac{1}{2}$ , N $\frac{1}{2}$ SW $\frac{1}{2}$ , S $\frac{1}{2}$ NW $\frac{1}{2}$  Section 22, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The E $\frac{1}{2}$ E $\frac{1}{2}$ , NW $\frac{1}{2}$ NW $\frac{1}{2}$  Section 23, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The W $\frac{1}{2}$ SW $\frac{1}{2}$  Section 24, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The SE $\frac{1}{2}$ SW $\frac{1}{2}$  Section 25, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon; NE $\frac{1}{2}$ NE $\frac{1}{2}$ , S $\frac{1}{2}$ NE $\frac{1}{2}$ , NW $\frac{1}{2}$ SE $\frac{1}{2}$ , SW $\frac{1}{2}$ SE $\frac{1}{2}$ , Portion of SE $\frac{1}{2}$ SE $\frac{1}{2}$  lying Northwest of Road and SE $\frac{1}{2}$ SW $\frac{1}{2}$  lying East of River, Section 26, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The NW $\frac{1}{2}$ , W $\frac{1}{2}$ SW $\frac{1}{2}$ , SE $\frac{1}{2}$ SW $\frac{1}{2}$  Section 28, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The SE $\frac{1}{2}$ SE $\frac{1}{2}$ , E $\frac{1}{2}$ NE $\frac{1}{2}$ , NE $\frac{1}{2}$ SE $\frac{1}{2}$  Section 29, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The E $\frac{1}{2}$ NE $\frac{1}{2}$  Section 32, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.



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The W $\frac{1}{2}$ NW $\frac{1}{4}$ , SW $\frac{1}{4}$ SW $\frac{1}{4}$ , NW $\frac{1}{4}$ SE $\frac{1}{4}$ , NE $\frac{1}{4}$ NW $\frac{1}{4}$  Section 33, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The S $\frac{1}{4}$ SE $\frac{1}{4}$  Section 34, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The N $\frac{1}{4}$ NE $\frac{1}{4}$ , SW $\frac{1}{4}$ NE $\frac{1}{4}$ , SE $\frac{1}{4}$ NW $\frac{1}{4}$ , SE $\frac{1}{4}$ , E $\frac{1}{4}$ SW $\frac{1}{4}$ , SW $\frac{1}{4}$ SW $\frac{1}{4}$  Section 35, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The W $\frac{1}{2}$ SE $\frac{1}{4}$ , NE $\frac{1}{4}$ , SE $\frac{1}{4}$ NW $\frac{1}{4}$  Section 36, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

Lots 1, 2, 7 and 8, W $\frac{1}{2}$ SE $\frac{1}{4}$  Section 8, Township 24 South, Range 8 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

SE $\frac{1}{4}$ SW $\frac{1}{4}$  Section 11, Township 24 South, Range 8 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The S $\frac{1}{4}$ NE $\frac{1}{4}$ , NW $\frac{1}{4}$ NE $\frac{1}{4}$ , NE $\frac{1}{4}$ NW $\frac{1}{4}$ , W $\frac{1}{2}$ SW $\frac{1}{4}$  Section 21, Township 24 South, Range 8 East of the Willamette Meridian, and NW $\frac{1}{4}$ NW $\frac{1}{4}$  Section 28, Township 24 South, Range 8 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The W $\frac{1}{2}$ NE $\frac{1}{4}$  Section 2, Township 25 South, Range 8 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The S $\frac{1}{4}$ SE $\frac{1}{4}$ , NW $\frac{1}{4}$ SE $\frac{1}{4}$  Section 25, Township 25 South, Range 7 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The W $\frac{1}{2}$ NE $\frac{1}{4}$ , E $\frac{1}{4}$ NW $\frac{1}{4}$ , NE $\frac{1}{4}$ SW $\frac{1}{4}$  Section 1, Township 24 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The W $\frac{1}{2}$ NW $\frac{1}{4}$ , NE $\frac{1}{4}$ NW $\frac{1}{4}$  Section 2, Township 24 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

The N $\frac{1}{4}$ , SW $\frac{1}{4}$  Section 2, Township 24 South, Range 11 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

All Section 5, Township 24 South, Range 11 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

PARCEL 3

The W $\frac{1}{2}$ SE $\frac{1}{4}$  EXCEPT any portion lying within Little River Ranch Plat and the E $\frac{1}{4}$ SW $\frac{1}{4}$  Section 2, Township 23 South, Range 9 East of the Willamette Meridian; and NW $\frac{1}{4}$ NE $\frac{1}{4}$  Section 11, Township 23 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

STATE OF OREGON: COUNTY OF KLAMATH:ss  
I hereby certify that the within instrument was received and filed for record on the 9th day of May A.D., 1984 at 11:11 o'clock 4 M, and duly recorded in Vol MB4, of Deeds on page 7722.

Fee: \$ 32.00

EVELYN BIEHN, COUNTY CLERK  
by: [Signature], Deputy