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K-36692
ACKNOWLEDGMENT OF TERMINATION OF
MEMORANDUM OF AGREEMENT AND
MEMORANDA OF ASSIGNMENT

Vol. 1985 Page 11813

This Acknowledgment is executed by and between Crown Zellerbach Corporation, a Nevada corporation ("Crown"), Valley Power Associates, a California limited partnership ("Valley Power"), comprised of Valley Power Corporation, a California corporation as sole general partner and the limited partners thereby, and UTCC Finance Corporation, formerly known as PWA-C, Ltd., a Delaware corporation ("UTCC"), assignee of Valley Power, to acknowledge the termination of the Agreement of Sale and Purchase of Mazama Properties ("Mazama Agreement"), executed February 28, 1984 between Crown and Valley Power, as evidenced by the Memorandum of Agreement recorded in Volume M84 at Pages 3527 through 3535, Klamath County Records, and termination of the Mazama Assignment and Security Agreements, dated March 1, 1984, between Valley Power and UTCC (hereinafter "Mazama Assignment"), as evidenced by Memoranda of Assignment recorded in Volume M84 at Pages 3536 through 3549, Klamath County Records, the Memoranda of Assignment having been amended by Amendment to Memorandum of Assignment, dated March 30, 1984, recorded in Volume M84 at Page 5768 et seq, Klamath County Records.

The parties hereto acknowledge that all rights of Valley Power, UTCC, its assignee, and any and all parties claiming rights from Valley Power and UTCC to buy the Mazama Properties have been and are now terminated, and that Valley Power and UTCC have no further interest in the Mazama Properties described in Exhibit A to the Memorandum of Agreement.

W.R. Corbin
Crown Zellerbach Corporation

STATE OF Oregon)
COUNTY OF Multnomah) SS.

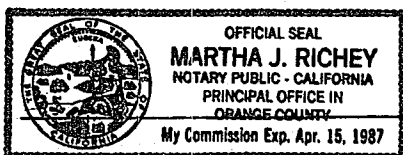
The foregoing instrument was acknowledged before me this 23rd day of July, 1985, by W.R. Corbin of Crown Zellerbach Corporation, a Nevada corporation, on behalf of the corporation.

Bonnie K. Martin
Notary Public
My Commission Expires: 5-2-86

Valley Power Associates by Valley Power Corporation, General Ptnr.

STATE OF CALIFORNIA)
COUNTY OF ORANGE) SS.

The foregoing instrument was acknowledged before me this 1st day of July, 1985, by KENNETH L. HANSEN, President of Valley Power Corporation, a California corporation, as General Partner of Valley Power Associates.



Notary Public Martha J. Richey
My Commission Expires: April 15, 1985

Scott W. Cleveland
UTCC Finance Corporation
Scott W. Cleveland, Vice Pres.

STATE OF CONNECTICUT)
COUNTY OF HARTFORD) SS. HARTFORD

The foregoing instrument was acknowledged before me this 28th day of June, 1985, by Scott W. Cleveland, Vice Pres. of UTCC Finance Corporation a Delaware corporation, on behalf of the corporation.

Robert L. Larkin
Notary Public
My Commission Expires: Mar 31, 1987

Return to
Klamath County Title Company

It is proposed by the Crown that the "Crown" is the Crown in right of the Province of Ontario.

STATE OF OREGON: COUNTY OF KLAMATH: SS.

Filed for record at request of _____
of July A.D., 19 85 at 2:51 o'clock P M., and duly recorded in Vol. 26th day
of Deeds on Page 11813 M85

FEE \$9.00

Evelyn Biehn
By

County Clerk

By

[illegible]

1. The Government of the United States of America, hereinafter referred to as the "Government", and the Government of the Republic of China, hereinafter referred to as the "Government of China", have agreed to the following terms of agreement:

Strom Selbstbach Corporation

1. I, W. H. C. C. C., do hereby certify that the foregoing is a true and correct copy of the original as the same appears in the records of the State of New York, and that the same is a true and correct copy of the original as the same appears in the records of the State of New York.

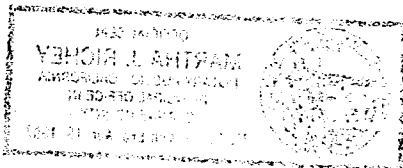
38-5-3

Power Corporation, General part,
Valley Power Associates by Valley

1. 1987, by KENNETH L. HANSEN, President,
of Valley Power Association, a California corporation,
before me on this

My Commission Expires: April 10, 1964

Robert W. Cleveland, Vice President, Cleveland Corporation



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... by Scott M. Cleveland, Vice President,
... Corporation a Delaware corporation, on behalf of

NY 100-108100-1000