

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.

STATE OF Oregon)
COUNTY OF Multnomah) SS.

W. R. Corbin
Crown Zellerbach Corporation

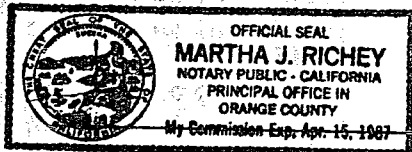
The foregoing instrument was acknowledged before me this 23rd day of July, 1985, by W. R. Corbin of Crown Zellerbach Corporation, a Nevada corporation, on behalf of the corporation.

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

STATE OF CALIFORNIA)
COUNTY OF ORANGE) SS.

Valley Power Associates by Valley Power Corporation, General Ptnr.

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.



Martha J. Richey
Notary Public Martha J. Richey
My Commission Expires: April 15, 1987

STATE OF CONNECTICUT)
COUNTY OF HARTFORD) SS. HARTFORD

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

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.

Return to

Crown Zellerbach
1500 S.W. First Avenue
Portland, Oregon 97201
Attn: Howard B. Mellors

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

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