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Recording requested by and
when recorded mail to:

O'MELVENY & MYERS
153 E 53rd Street
New York, New York 10022
Attn: Francis J. Burgweger, Jr., Esq.

K-40835
AMENDMENT AND SUPPLEMENT TO
TIMBERLAND DEED OF TRUST,
ASSIGNMENT OF RENTS AND
FIXTURE FILING FINANCING STATEMENT

THIS AMENDMENT AND SUPPLEMENT TO TIMBERLAND DEED OF TRUST, ASSIGNMENT OF RENTS AND FIXTURE FILING FINANCING STATEMENT (herein called the "Amendment and Supplement") is made effective as of this 16th day of September, 1988 between Crown Pacific, Ltd., an Oregon Subchapter S Corporation ("Trustor") and Bankers Trust Company, a New York banking corporation ("Agent") for the benefit of Agent and such other financial institutions (collectively "Beneficiary") as become parties to that certain Acquisition Loan Agreement identified below.

RECITALS

A. Beneficiary has previously made a loan (the "Loan") to Trustor evidenced by promissory notes dated April 8, 1988 (the "Notes") in the original principal amount of THIRTY-THREE MILLION and NO/100ths DOLLARS (\$33,000,000.00) (the "Loan").

B. The Loan is secured by, among other things, a Timberland Deed of Trust, Assignment of Rents and Fixture Filing Financing Statement (the "Deed of Trust") dated April 8, 1988 executed by Trustor as trustor thereunder, in favor of Agent for Beneficiary, and recorded in the Official Records of the following counties in the State of Oregon on the dates and in the books at pages indicated:

<u>County</u>	<u>Recordation</u>		
	<u>Book and Page</u>	<u>or</u>	<u>Inst. No.</u>
			<u>Date</u>
		87019	4/ 8/88
			4/ 8/88
			7/ 6/88
			4/ 8/88
			4/ 8/88
		M-25-116	4/ 8/88
		880804	4/ 8/88
Crook	161 1832		
Deschutes	166 1262		
rerecorded	59 276		
Grant			
Wheeler			
Jefferson			
Klamath	M88 5199		

SEP 16 AM 9 48

C. The Loan is governed by the terms of a certain secured Acquisition Loan Agreement executed by Trustor as borrower and Agent on behalf of Beneficiary as lender and dated April 8, 1988, as amended.

D. The amount of the Loan has been decreased by a partial payment and Trustor and Beneficiary desire to amend and supplement the Deed of Trust to reflect the change in the amount of indebtedness secured by the Deed of Trust and to extend the maturity date of the indebtedness evidenced by the Notes as amended and restated on September 16, 1988.

AGREEMENT

NOW THEREFORE, for valuable consideration, the Deed of Trust is hereby amended and supplemented as follows:

1. Decrease in Amount of Indebtedness. The indebtedness evidenced by the Notes and as evidenced and secured by the Deed of Trust and other Loan documents is decreased from \$33,000,000 to \$25,000,000.

2. Extension of Maturity. The maturity dated of the Notes (as amended and restated on September 16, 1988) secured by the Deed of Trust is extended from April 8, 1989 to September 1, 1993.

3. Obligations Secured. In addition to the obligations specified in the Trust Deed, the Trust Deed shall secure performance and payment of every obligation, covenant and agreement of Trustor contained in that certain Assignment of Rents, Leases, Timber Cutting and Purchase Contracts and Authorizations, dated as of even date herewith, from Trustor, as assignor, to Agent, for its benefit and the ratable benefit of the Beneficiary, as assignee, and that certain Timberland Deed of Trust, Assignment of Rents and Fixture Filing Financing Statement dated as of even date herewith, between Trustor, as trustor, Ticor Title Insurance Company of California, as trustee, and Agent, as Beneficiary, covering lands in Lake County and Klamath County, Oregon.

3. Full Force and Effect. Except as amended and supplemented hereby the terms, covenants and agreements of the Deed of

Trust remain unchanged, and as amended and supplemented continue in full force and effect.

TRUSTOR:

CROWN PACIFIC, LTD.
an Oregon corporation

By: Roger L. Krage

Roger L. Krage, Secretary

BENEFICIARY:

BANKERS TRUST COMPANY
a New York banking corporation
as Agent on behalf of Beneficiary

By: Donald R. KaseTitle: Vice President

STATE OF OREGON)

County of Multnomah)

ss.

The foregoing instrument was acknowledged before me this 14th day of September, 1988 by Roger L. Krage as Secretary of CROWN PACIFIC LIMITED, an Oregon corporation, on behalf of the corporation.

Joyce V. Demme
Notary Public for Oregon

My commission Expires: August 30, 1990

STATE OF OREGON)

County of Multnomah)

ss.

The foregoing instrument was acknowledged before me this 14th day of September, 1988 by Donald R. Kase, Vice President of BANKERS TRUST COMPANY, a New York banking corporation, as Agent on behalf of Beneficiary.

Joyce V. Demme
Notary Public for Oregon

My Commission Expires: August 30, 1990

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Klamath County Title Co. the 16th day of Sept. A.D. 19 88 at 9:48 o'clock A.M., and duly recorded in Vol. M88 of Mortgages on Page 15270

FEE \$18.00

Evelyn Biehn, County Clerk

By Pauline Mullins