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Vol. 1798 Page 21038 KC

AFTER RECORDING, RETURN TO:
BRUCE R. COALWELL, ATTORNEY
P. O. BOX 1205
ROSEBURG, OR 97470

UNTIL FURTHER NOTICE, SEND
ALL TAX STATEMENTS TO:

NO CHANGE

ASSIGNMENT AND CONVEYANCE

ASSIGNMENT OF FINANCING STATEMENTS

Reference is made to original financing statements--Form UCC-1A--listed on Exhibit "A" attached hereto and incorporated herein in full by this reference (the financing statements). The name of the secured party of record and the debtor, the file number (recording information) and the date of filing (recording) of the financing statements, the name and address of the assignee and a description of the collateral assigned are also all set forth on Exhibit "A".

NOW THEREFORE, ROSEBURG FOREST PRODUCTS CO., as secured party under the financing statements, hereby assigns to SCOTT TIMBER CO., Assignee, all secured party's rights under the financing statements.

ASSIGNMENT OF TRUST DEEDS BY BENEFICIARY

ROSEBURG FOREST PRODUCTS CO., which is the beneficiary under those certain Trust Deeds set forth and described in Exhibit "B" attached hereto and incorporated herein in full by this reference (the Trust Deeds), covering real property located in Klamath County, Oregon, described in the Trust Deeds, hereby grants, assigns, transfers and sets over to SCOTT TIMBER CO., hereinafter called "Assignee", and Assignee's successors and assigns, all of the beneficial interest in and under the Trust Deeds, together with the notes, monies and obligations therein described or referred to, with the interest thereon, and all rights and benefits whatsoever accrued or to accrue under the Trust Deeds.

CONVEYANCE OF ALL INTERESTS

ROSEBURG FOREST PRODUCTS CO., Grantor, conveys and specially warrants to SCOTT TIMBER CO., Grantee, any and all interests in the properties described in the documents set forth in Exhibit "C" attached hereto and incorporated herein in full by this reference, free of encumbrances created or suffered by the Grantor except as specifically set forth herein.

The true consideration for this instrument is \$250,000.00.

This instrument will not allow use of the property described in this instrument in violation of applicable land use laws and regulations. The property described in this instrument may not be

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within a fire protection district protecting structures. The property is subject to land use laws and regulations, which, in farm or forest zones, may not authorize construction or siting of a residence. Before signing or accepting this instrument, the person acquiring fee title to the property should check with the appropriate city or county planning department to verify approved uses and existence of fire protection for structures and to determine any limits on lawsuits against farming or forest practices as defined in ORS 30.930.

DATE: 6/16/98

ROSEBURG FOREST PRODUCTS CO.

By: Scott Nelson
Title: Treasurer

STATE OF OREGON)
) ss.
County of Douglas)

This instrument was acknowledged before me this 16
day of June, 1998, by Scott Nelson
Treasurer (title), of ROSEBURG FOREST
PRODUCTS CO., on behalf of said corporation.

Lisa L Fairchild
Notary Public for Oregon
My Commission Expires: 2/4/00



EXHIBIT "A"

Financing Statements Form UCC-1A, recorded in the records of Klamath County, Oregon, as follows:

1. Secured Party: Roseburg Forest Products Co.
Debtor: Robert R. Guches, George E. Myers, and Jerry L. Winningham
File/Recording Number(s): Volume M93, Page 15320, Instrument No. 63758
Date of Filing/Recording: June 28, 1993
Name and Address of Assignee: Scott Timber Co.
P. O. Box 1088
Roseburg, OR 97470
Description of Collateral Assigned: Timber, logs, lumber, wood products, and products and proceeds thereof located on the real property described in said Instrument No. 63758.

EXHIBIT "B"

Trust Deed recorded in the records of Klamath County, Oregon, as follows:

1. Grantor: Robert R. Guches, George E. Myers, and Jerry L. Winningham
Beneficiary: Roseburg Forest Products Co.
File/Recording Number(s): Volume M93, Page 15313, Instrument No. 63755
Filing/Recording Date: June 28, 1993

EXHIBIT "C"

Any and all interests in the parcels of property described in the following documents recorded in the records of Klamath County, Oregon, together with any and all appurtenant easements and rights-of-way, and any and all interests in timber, logs, lumber, and wood products situated on such parcels:

1. Document: Memorandum of Sale of Timber
Parties: Robert R. Guches, George E. Myers, and
Jerry L. Winningham
and Roseburg Forest Products Co.
File/Recording Number(s): Volume M93, Page 15316, Instrument
No. 63756,
Filing/Recording Date: June 28, 1993

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of BRUCE COALWELL the 18TH day
of JUNE A.D., 19 98 at 2:36 o'clock P M., and duly recorded in Vol. M98
of MORTGAGES/DEEDS on Page 21038.

FEE 40.00

By Bernetha G. Letsch, County Clerk
Kathleen Rosen