

STATE OF OREGON
STATEMENTS OF CONTINUATION, RELEASE, ASSIGNMENTS, TERMINATIONS AND AMENDMENT

mtc 54198

Real Property - FORM UCC-3A
THIS FORM FOR COUNTY FILING OFFICER USE ONLY

This STATEMENT is presented to the county filing officer pursuant to the Uniform Commercial Code

1A. Debtor Name(s): U.S. Timberlands Yakima L.L.C. 1B. Debtor Mailing Address(es): Suite 10-B 625 Madison Avenue New York, NY 10022	2A. Secured Party Name(s): Bank of Montreal, as Agent 2B. Address of Secured Party from which security information is obtainable: 115 South LaSalle Street Chicago, IL 60603	4A. Assignee of Secured Party (if any): 4B. Address of Assignee:
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This statement refers to original Financing Statement number: M99, Page 39510 Dated Filed: October 4, 1999

- TERMINATION The Secured Party no longer claims a security interest under the financing statement bearing the file number shown above.
- ASSIGNMENT The Secured Party assigns to the Assignee whose name and address is shown, Secured Party's rights under the financing statement bearing the file number shown above in the following property. (Describe below)
- CONTINUATION The original financing statement bearing the file number shown above is still effective.
Effective only if submitted within six months prior to expiration date.
- RELEASE From the collateral described in the financing statement bearing the file number shown above, the Secured Party releases the following: (describe below). Choose one Release of all collateral Partial Release -
RELEASE DOES NOT TERMINATE DEBT
- AMENDMENT Financing statement bearing the file number shown above is amended as described below:

Add to Schedule I the new property described on Schedule II attached hereto and made a part hereof by reference.

Debtor hereby authorizes the Secured Party to record a carbon, photographic or other reproduction of this form, financing statement or security agreement as a financing statement under ORS Chapter 79.

By: John M. Rudey
 Name: John M. Rudey, President
 Title: _____
 Required signature(s)

INSTRUCTIONS

- PLEASE TYPE THIS FORM.
- If the space provided for any item(s) on this form is inadequate, the item(s) should be continued on additional sheets. Only one copy of such additional sheets need to be presented to the county filing officer. DO NOT STAPLE OR TAPE ANYTHING TO THIS FORM.
- This form (UCC-1A) should be recorded with the county filing officers who record real estate mortgages. This form cannot be filed with the Secretary of State. Send the Original to the county filing officer. The Recording Party Copy is for your use.
- After the recording process is completed the county filing officer will return the document to the party indicated. The printed termination statement below may be used to terminate this document.
- The RECORDING FEE must accompany the document. The fee is \$5 per page.
- Be sure that the financing statement has been properly signed. Do not sign the termination statement (below) until this document is to be terminated.

Return to: (name and address)

Daniel W. Baker
 Chapman and Cutler
 111 West Monroe Street
 Chicago, IL 60603

Please do not type outside of bracketed area

Recording Party contact name: _____
 Recording Party telephone number: _____

NEW PROPERTY DESCRIPTION

Exhibit A: Land

Exhibit B: Timber Stands

Exhibit C: Maps

SCHEDULE II

NEW PROPERTY DESCRIPTION

Exhibit A: Land

Exhibit B: Timber Stands

Exhibit C: Maps

STANDING TIMBER ON THE FOLLOWING DESCRIBED PROPERTY,

ALL LOCATED IN TOWNSHIP 35 SOUTH, RANGE 15 EAST, W.M.:

SECTION 11	THE SOUTH HALF OF THE SOUTH HALF
SECTION 13	THE SOUTHWEST QUARTER OF THE NORTHWEST QUARTER
SECTION 14	ALL
SECTION 15	THE EAST HALF OF THE NORTHEAST QUARTER; THE SOUTH HALF
SECTION 21	THE SOUTHEAST QUARTER
SECTION 22	ALL
SECTION 23	THE NORTHWEST QUARTER OF THE NORTHEAST QUARTER; THE WEST HALF
SECTION 26	THE NORTHWEST QUARTER OF THE NORTHEAST QUARTER; THE WEST HALF; THE WEST HALF OF THE SOUTHEAST QUARTER
SECTION 27	ALL
SECTION 28	ALL
SECTION 29	THE SOUTHEAST QUARTER OF THE NORTHEAST QUARTER; THE SOUTH HALF OF THE NORTHEAST QUARTER OF THE SOUTHWEST QUARTER; THE SOUTH HALF OF THE SOUTHWEST QUARTER; THE SOUTHEAST QUARTER
SECTION 32	GOVERNMENT LOTS 1, 2, 3 AND 4; THE NORTH HALF OF THE SOUTH HALF; THE NORTH HALF
SECTION 33	GOVERNMENT LOTS 1, 2, 3 AND 4; THE NORTH HALF OF THE SOUTH HALF; THE NORTH HALF
SECTION 34	GOVERNMENT LOTS 1, 2, 3 AND 4; THE NORTH HALF OF THE SOUTH HALF; THE NORTH HALF
SECTION 35	GOVERNMENT LOTS 3 AND 4; THE NORTHWEST QUARTER OF THE SOUTHWEST QUARTER; THE NORTHWEST QUARTER

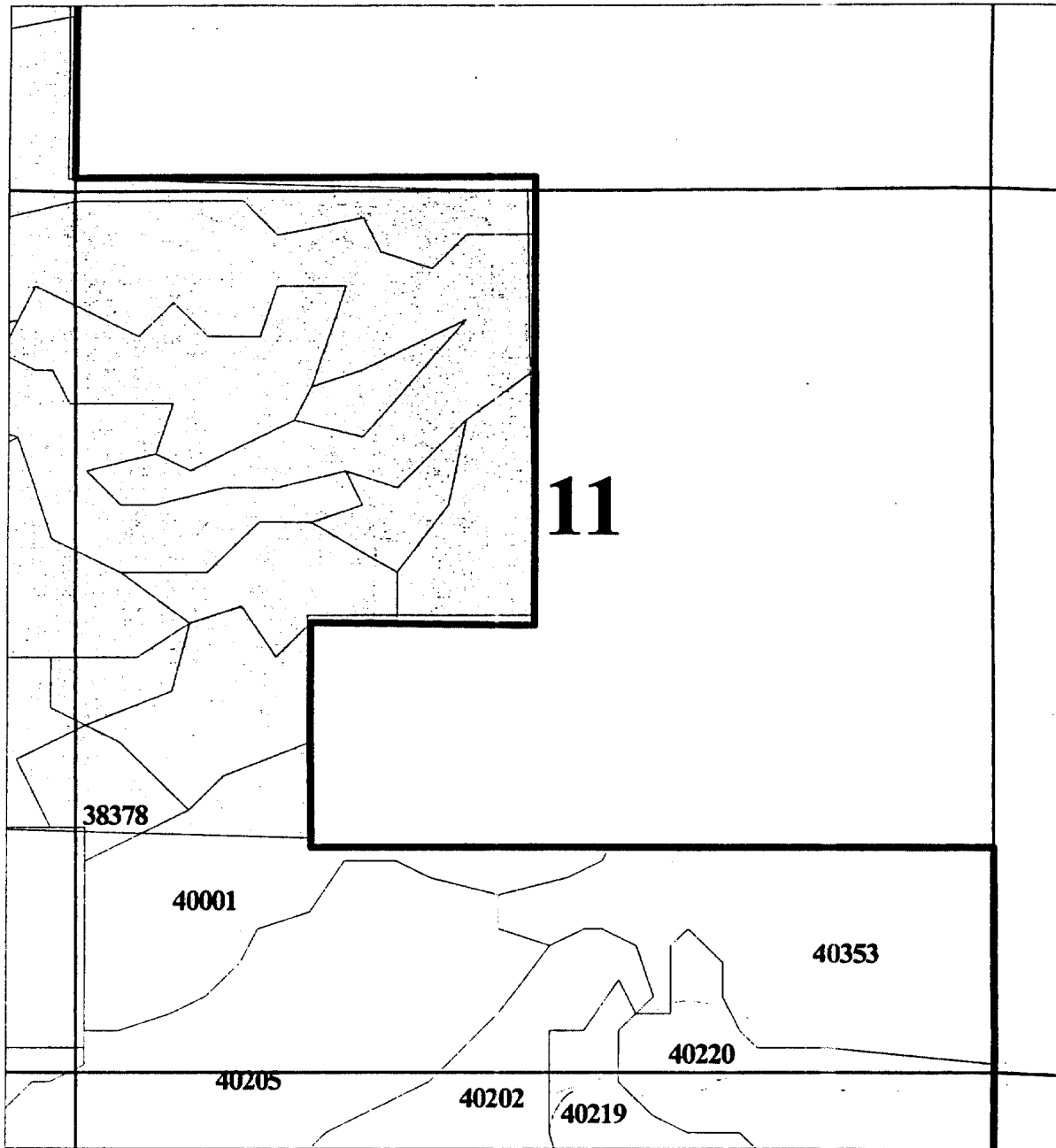
EXHIBIT B

33836

Sprague River
Timber
Data Source: kfwrk_1200





<u>Stand</u>	<u>Approximate Gross Acres</u>	<u>Stand</u>	<u>Approximate Gross Acres</u>	<u>Stand</u>	<u>Approximate Gross Acres</u>	<u>Stand</u>	<u>Approximate Gross Acres</u>
40001	39.8	40175	18.8	40243	35.7	40308	24.6
40061	33.6	40176	62.8	40244	112.3	40309	10.6
40102	1.6	40177	50.4	40245	17.1	40310	9.6
40104	33.1	40178	80.9	40246	23.8	40311	83.6
40106	10.9	40179	10.6	40247	58.2	40312	64.6
40114	67.3	40180	86.0	40248	12.2	40314	101.3
40116	76.8	40181	15.4	40249	36.5	40315	56.2
40117	17.4	40182	19.9	40251	3.2	40316	1.7
40118	59.9	40183	84.5	40252	14.1	40319	9.5
40119	79.2	40188	23.0	40253	7.0	40323	75.2
40137	25.3	40189	18.5	40254	17.6	40324	58.4
40138	74.4	40197	104.3	40255	24.4	40325	6.6
40139	42.4	40198	22.5	40256	24.2	40326	69.6
40141	9.5	40199	47.2	40259	23.5	40336	55.2
40142	11.1	40200	38.2	40260	25.1	40337	40.9
40143	19.9	40201	60.9	40261	78.9	40346	50.8
40144	29.6	40202	35.7	40262	73.7	40347	34.0
40145	65.3	40204	38.0	40263	15.5	40348	20.4
40148	50.3	40205	93.5	40264	68.0	40353	57.5
40149	5.3	40206	38.1	40269	7.2	40373	6.1
40150	55.8	40207	39.4	40270	65.8	40374	5.1
40152	7.3	40209	77.9	40271	35.4	40375	11.4
40154	13.3	40210	21.8	40272	26.9	40377	5.6
40155	33.1	40211	38.7	40273	40.2		
40156	19.4	40212	105.4	40275	93.0		
40162	19.9	40213	56.2	40276	15.5		
40169	10.9	40215	13.3	40299	3.8		
40170	29.2	40223	38.5	40300	20.9		
40171	17.8	40238	2.2	40301	31.9		
40172	97.2	40240	36.4	40305	4.6		
40173	53.5	40241	58.1	40306	11.9		
40174	14.2	40242	52.7	40307	6.5		

Sprague River Timber Deed



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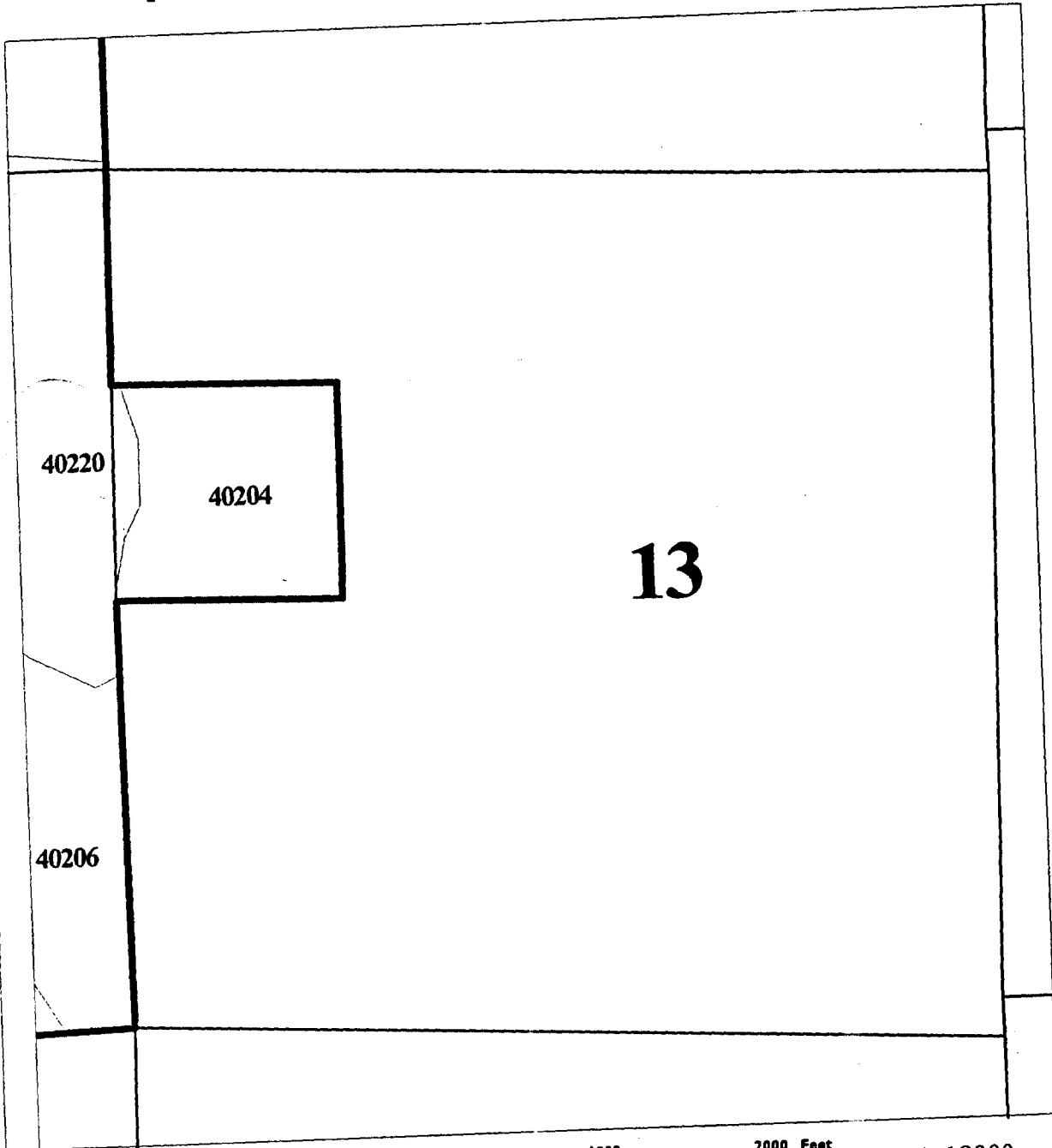
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-  Stand Boundaries Kdr101en.shp
-  SECTION LINES Edt_plss.shp
-  Property Line Kfbndry.shp
-  OUT-- NOT IN Sprague River Timber Deed Fpu2.shp



5-30-01
Jeff V.

Sprague River Timber Deed



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Twn 35S, Rng 15E -- Section 13





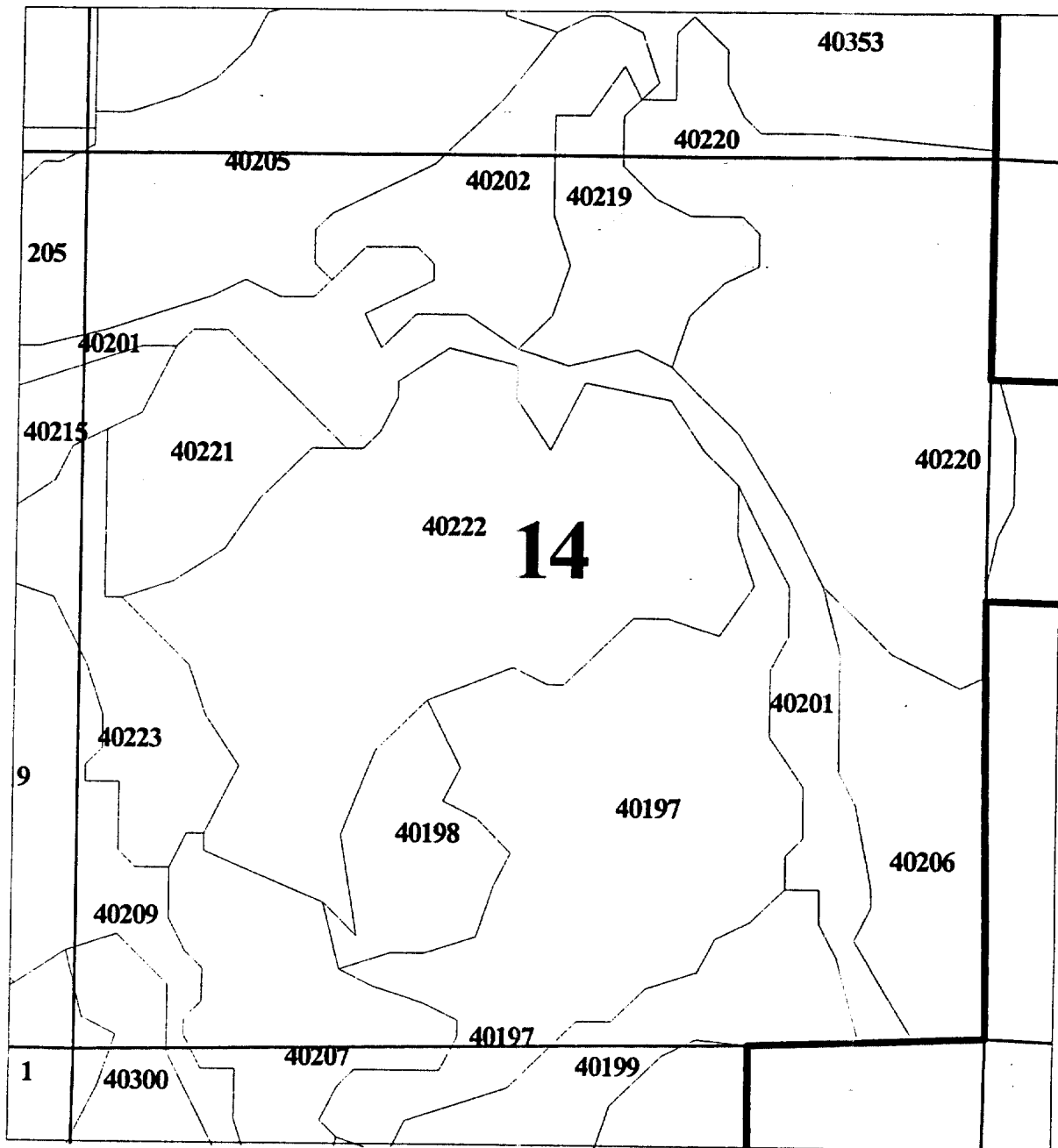
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-  SECTION LINES Edt_plss.shp
-  Property Line Kfbndry.shp
-  OUT-- NOT IN Sprague River Timber Deed Fpu2.shp



EXHIBIT C

33839

Sprague River Timber Deed



TwN 35S, Rng 15E -- Section 14





-  Stand Boundaries Kdr101en.shp
-  SECTION LINES Edt_plss.shp
-  Property Line Kfbndry.shp
-  OUT-- NOT IN Sprague River Timber Deed Fpu2.shp

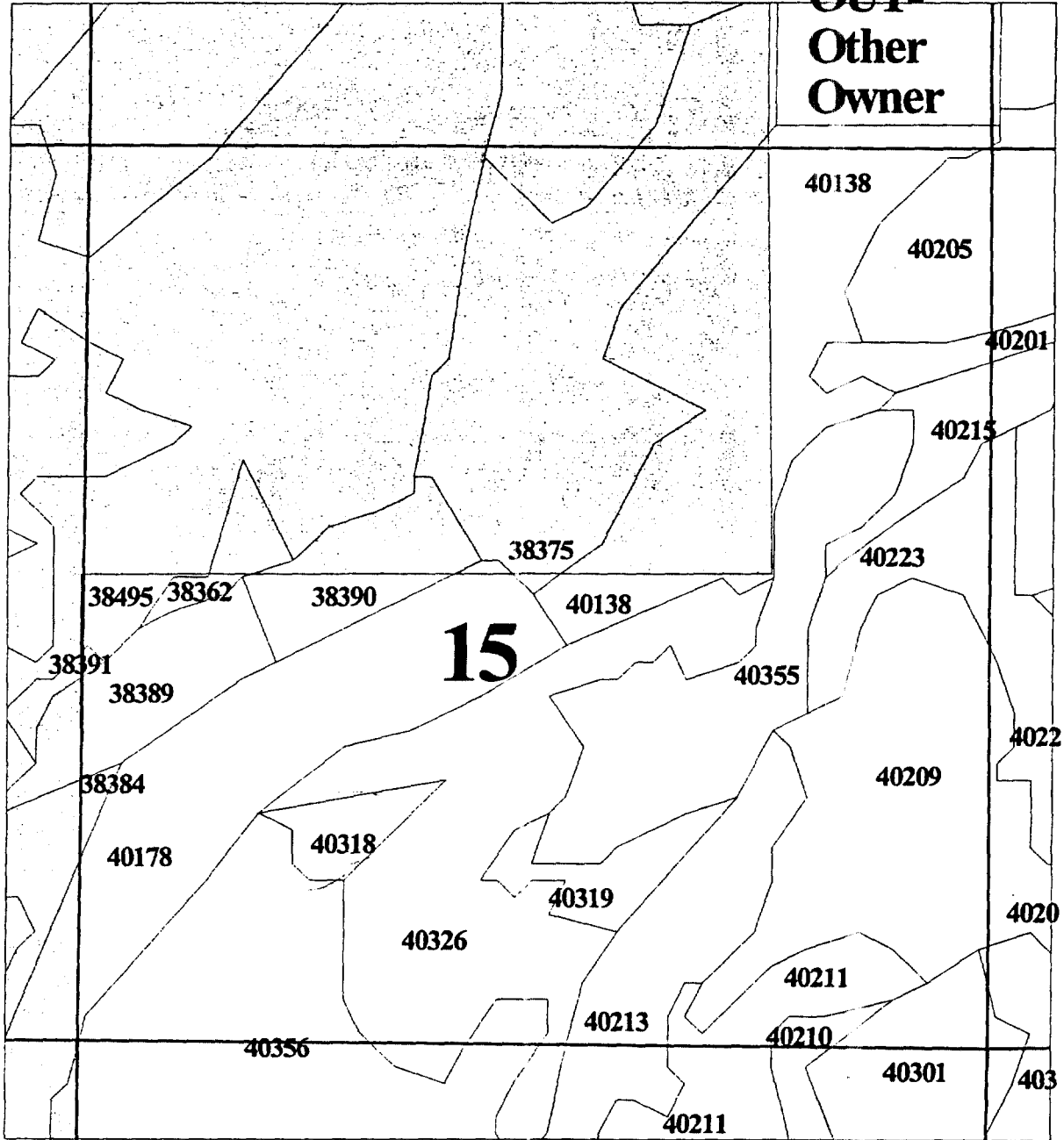


EXHIBIT C

33840

Sprague River Timber Deed

**OUT-
Other
Owner**



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Twn 35S, Rng 15E -- Section 15





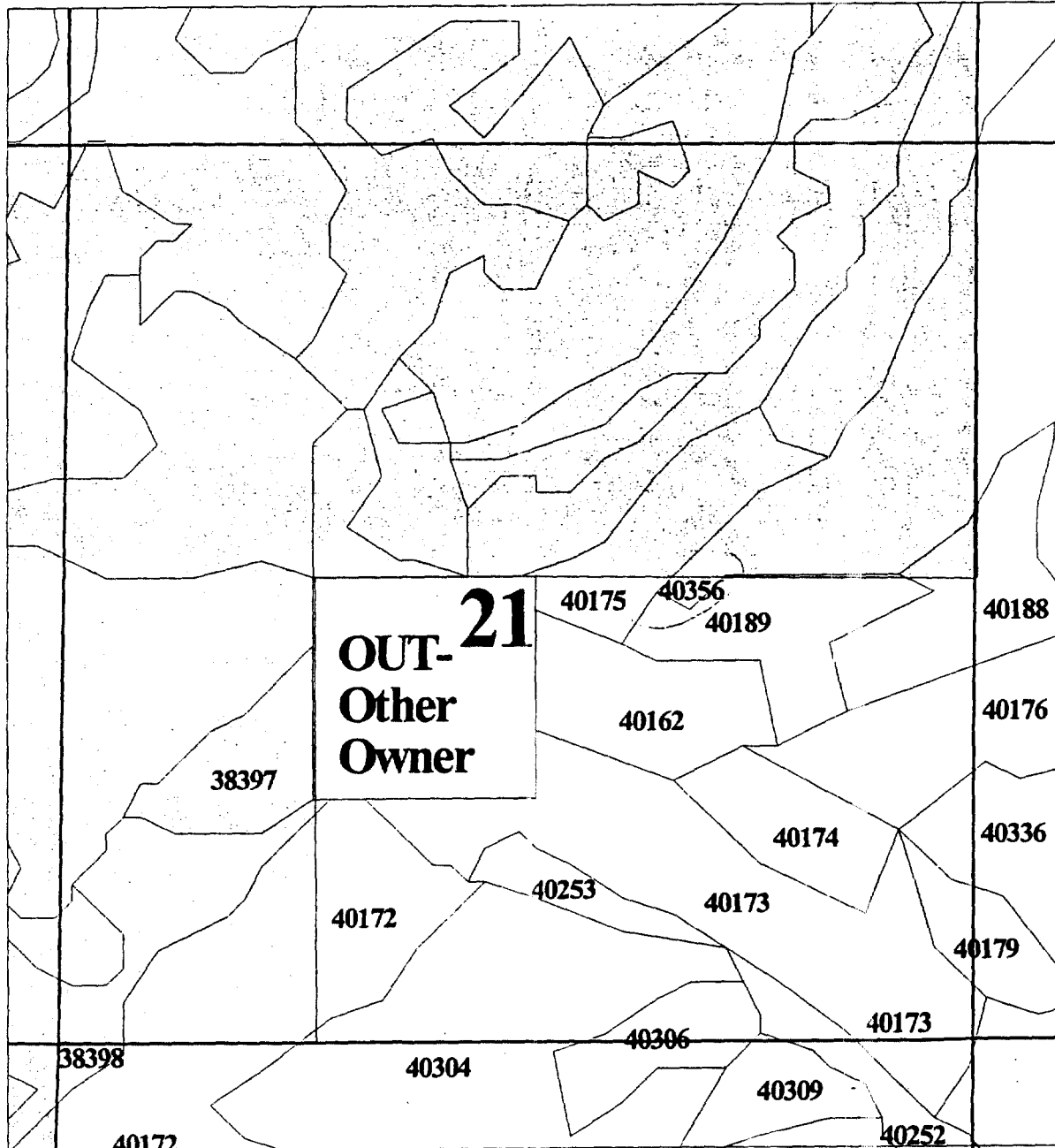
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-  SECTION LINES Edt_plss.shp
-  Property Line Kfbndry.shp
-  OUT- NOT IN Sprague River Timber Deed Fpu2.shp



EXHIBIT C

33841





Sprague River Timber Deed



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Twn 35S, Rng 15E -- Section 21

-  Stand Boundaries Kdr101en.shp
-  SECTION LINES Edt_plss.shp
-  Property Line Kfbndry.shp
-  OUT-- NOT IN Sprague River Timber Deed Fpu2.shp


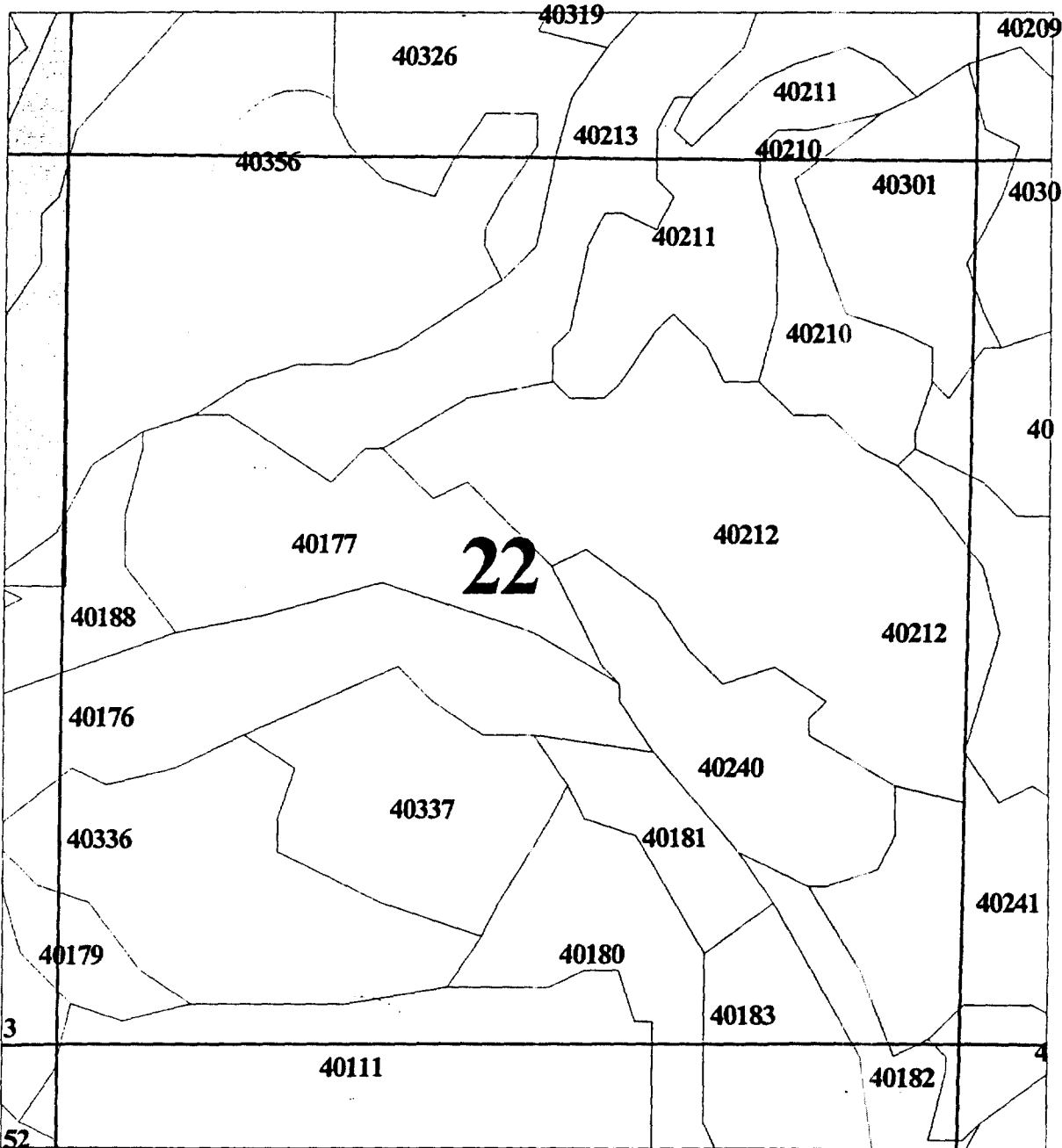
N
W  E
S
5-30-01
Jeff V.

EXHIBIT C

33842





Sprague River Timber Deed



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-  Stand Boundaries Kdr101en.shp
-  SECTION LINES Edt_plss.shp
-  Property Line Kfbndry.shp
-  OUT-- NOT IN Sprague River Timber Deed Fpu2.shp

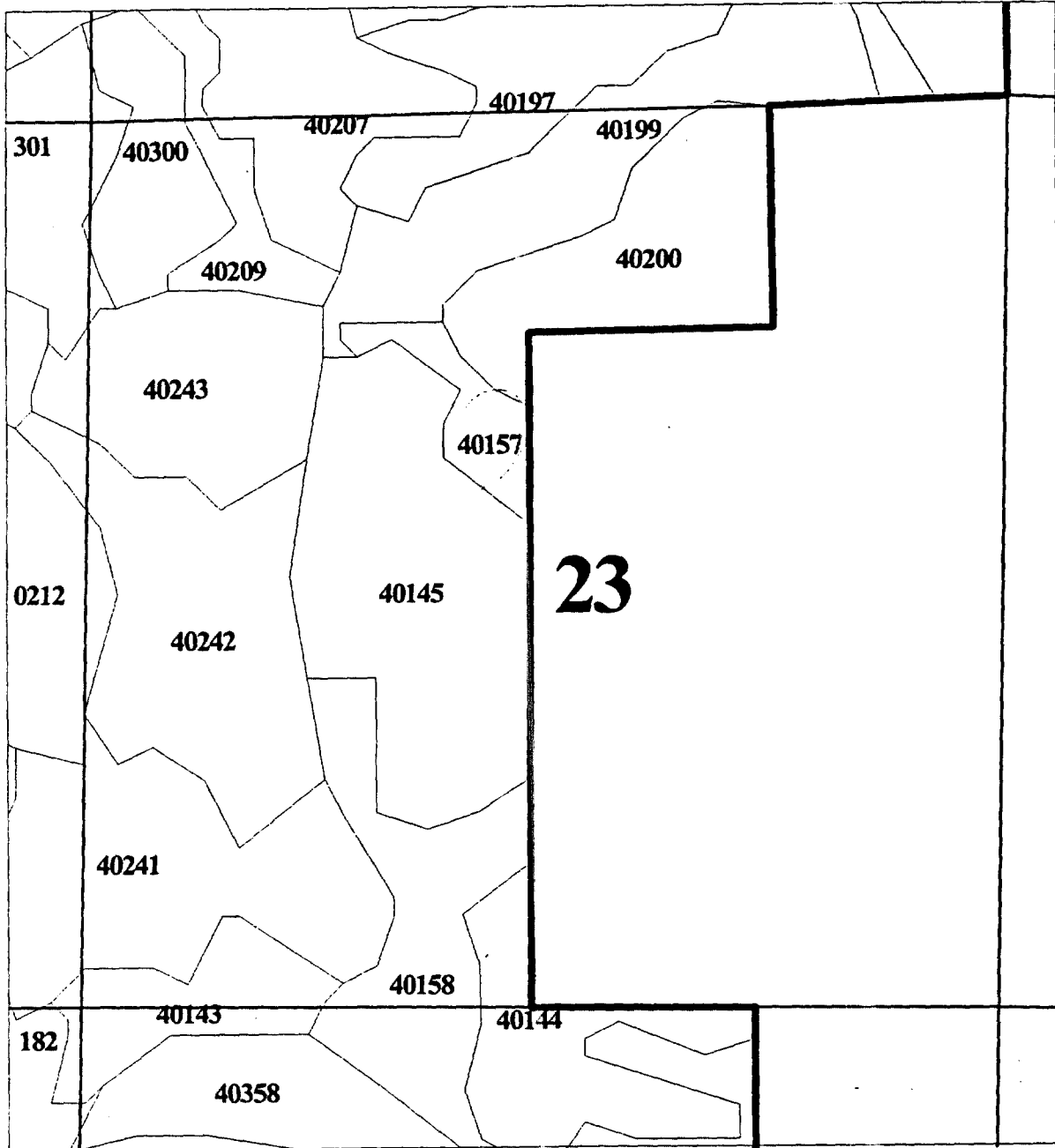


5-30-01
Jeff V.

EXHIBIT C

33843

Sprague River Timber Deed



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



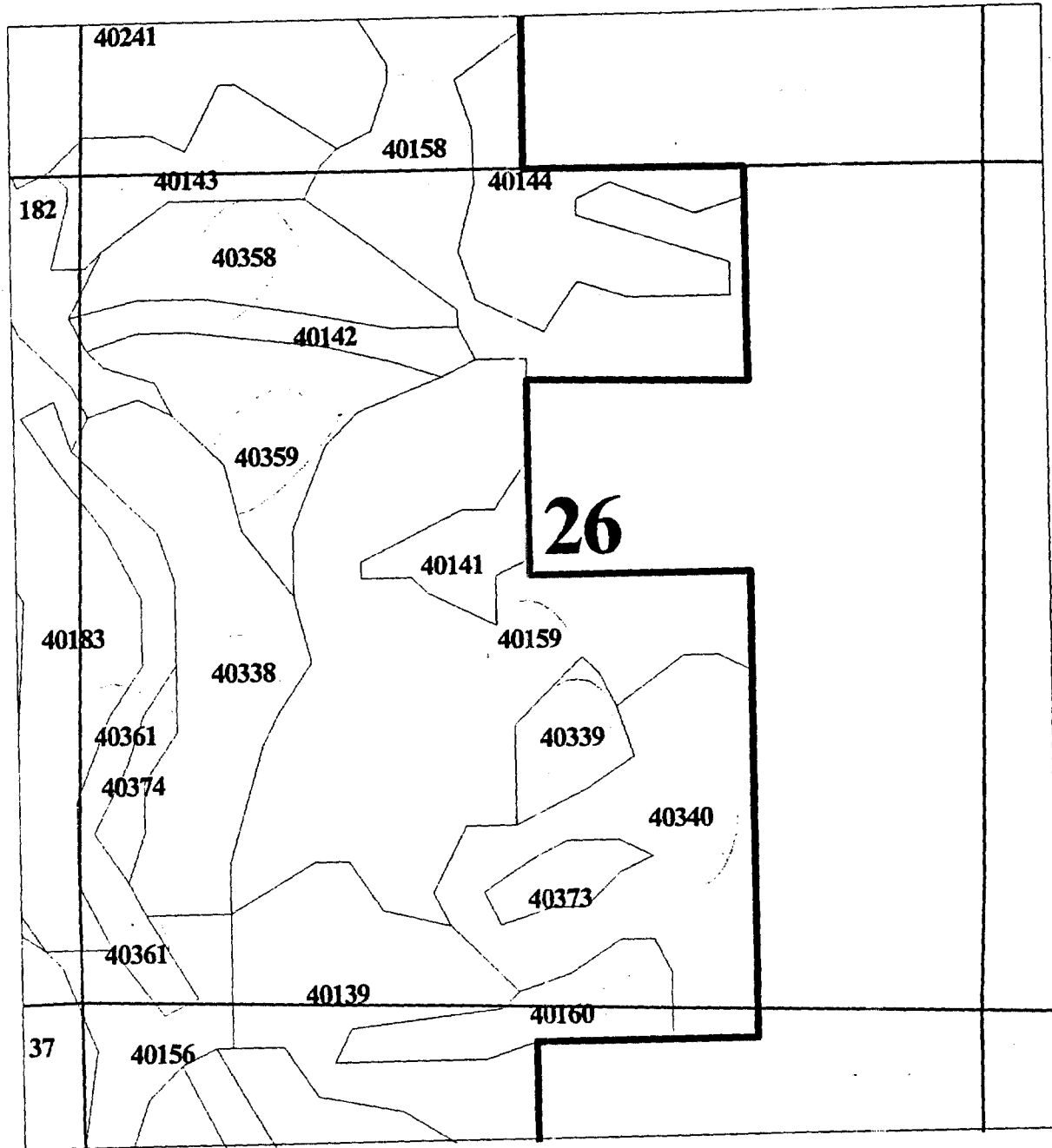
-  Stand Boundaries Kdr101en.shp
-  SECTION LINES Edt_plss.shp
-  Property Line Kfbndry.shp
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EXHIBIT C

33844

Sprague River Timber Deed



TwN 35S, Rng 15E -- Section 26





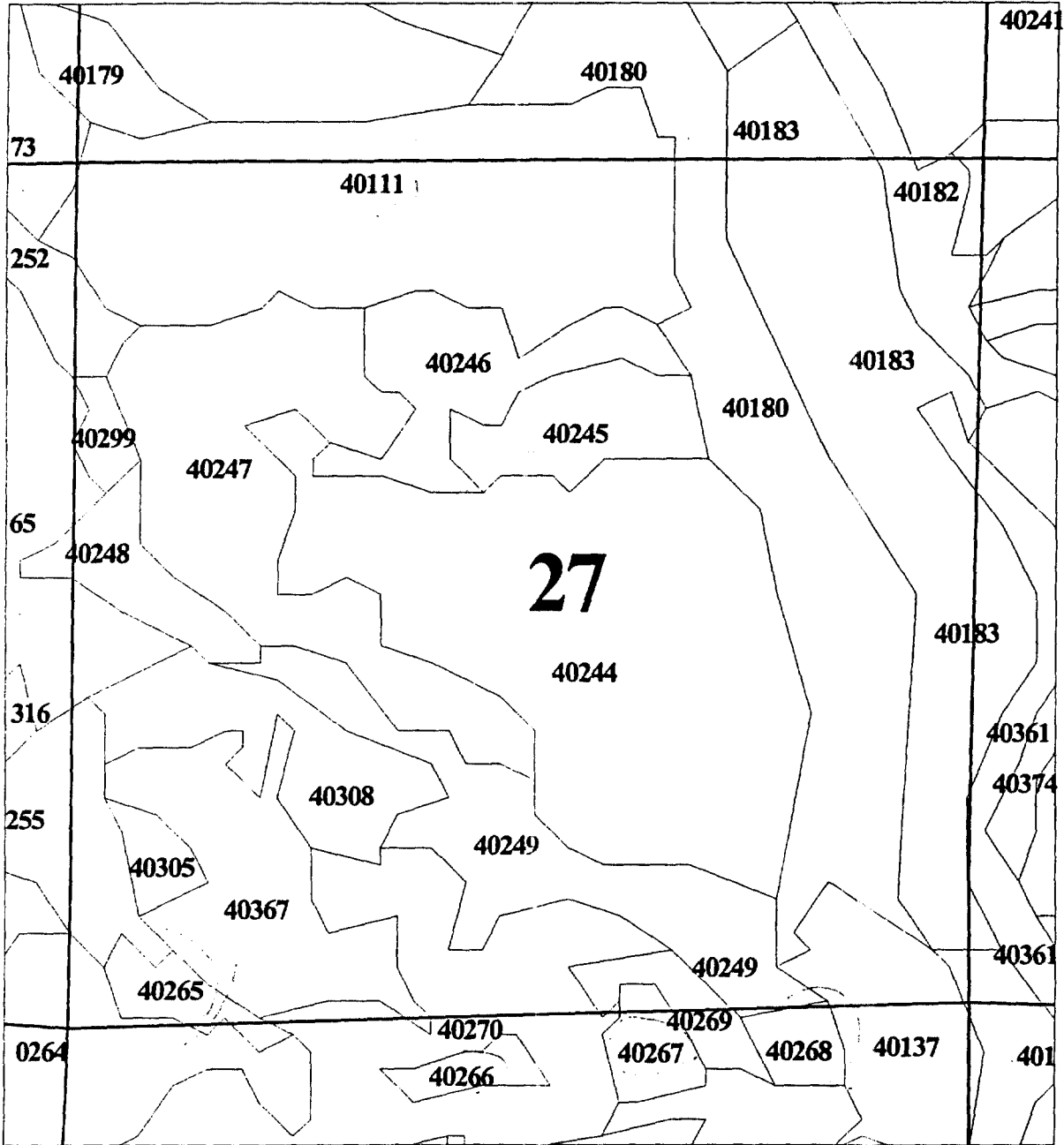
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-  SECTION LINES Edt_plss.shp
-  Property Line Kfbndry.shp
-  OUT-- NOT IN Sprague River Timber Deed Fpu2.shp



EXHIBIT C

33845

Sprague River Timber Deed



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



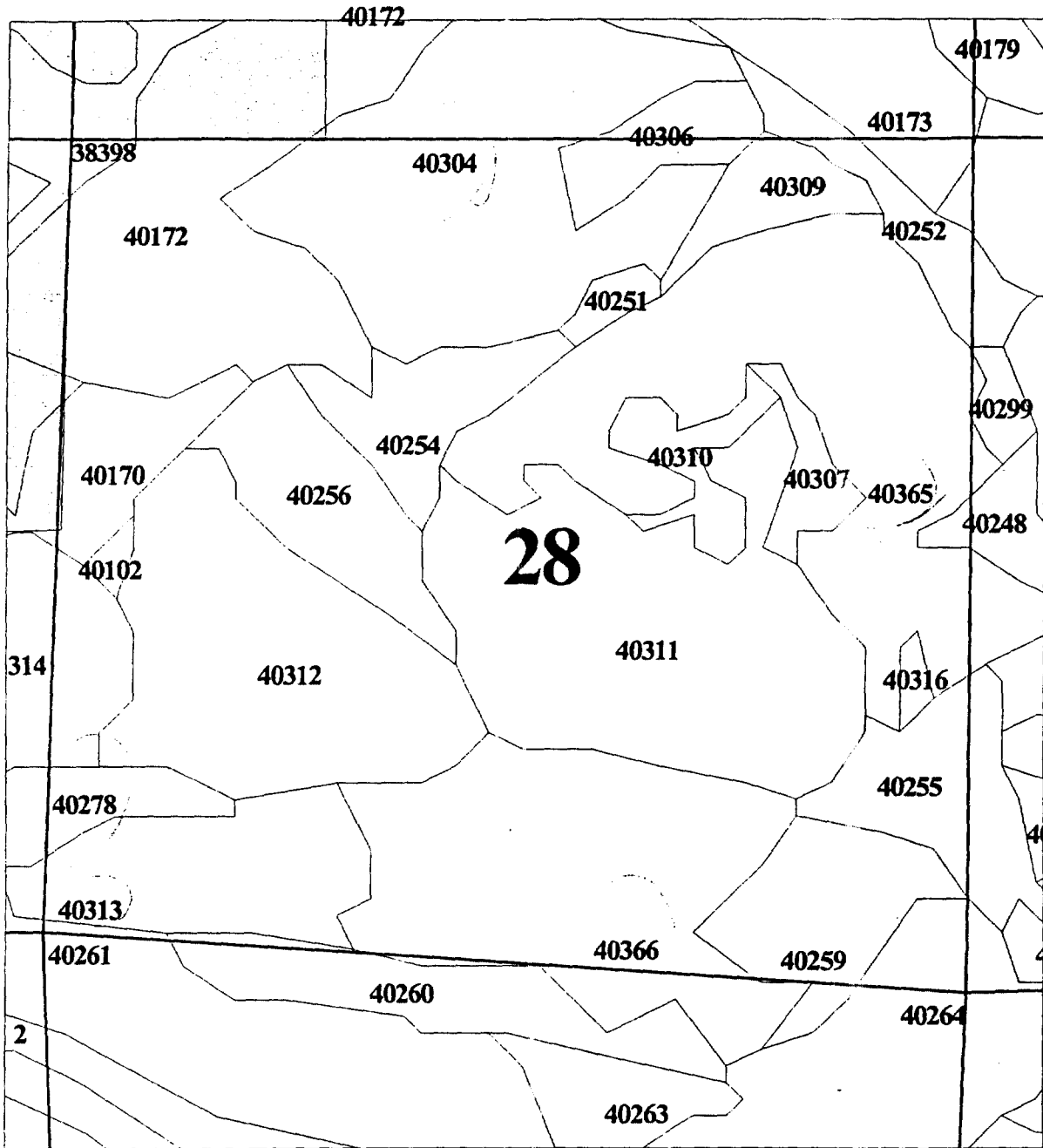
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-  Property Line Kfbndry.shp
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EXHIBIT C

33846





Sprague River Timber Deed

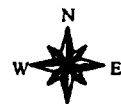


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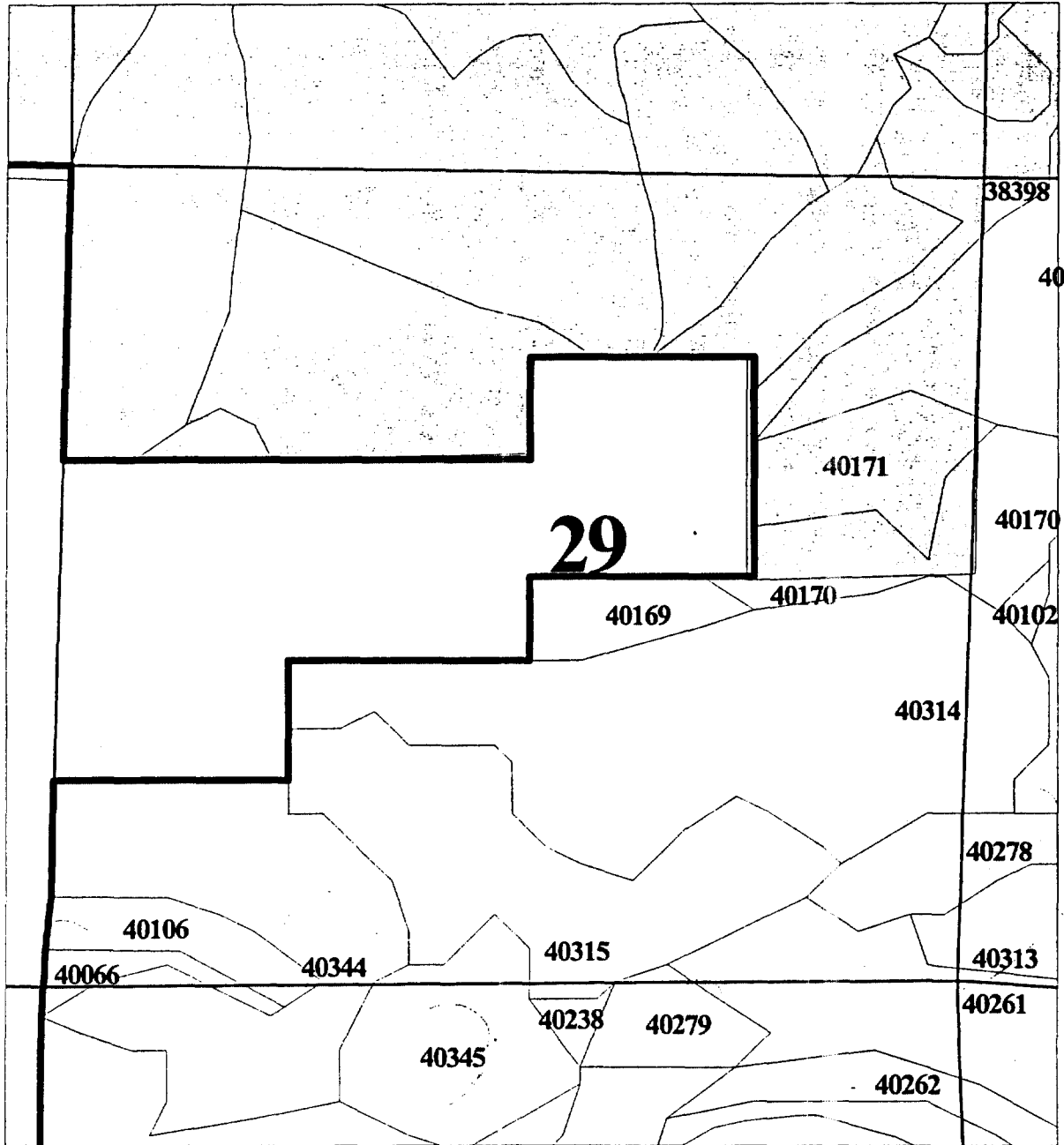
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-  SECTION LINES Edt_plss.shp
-  Property Line Kfbndry.shp
-  OUT-- NOT IN Sprague River Timber Deed Fpu2.shp



5-30-01
Jeff V.

Sprague River Timber Deed



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1:12000

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


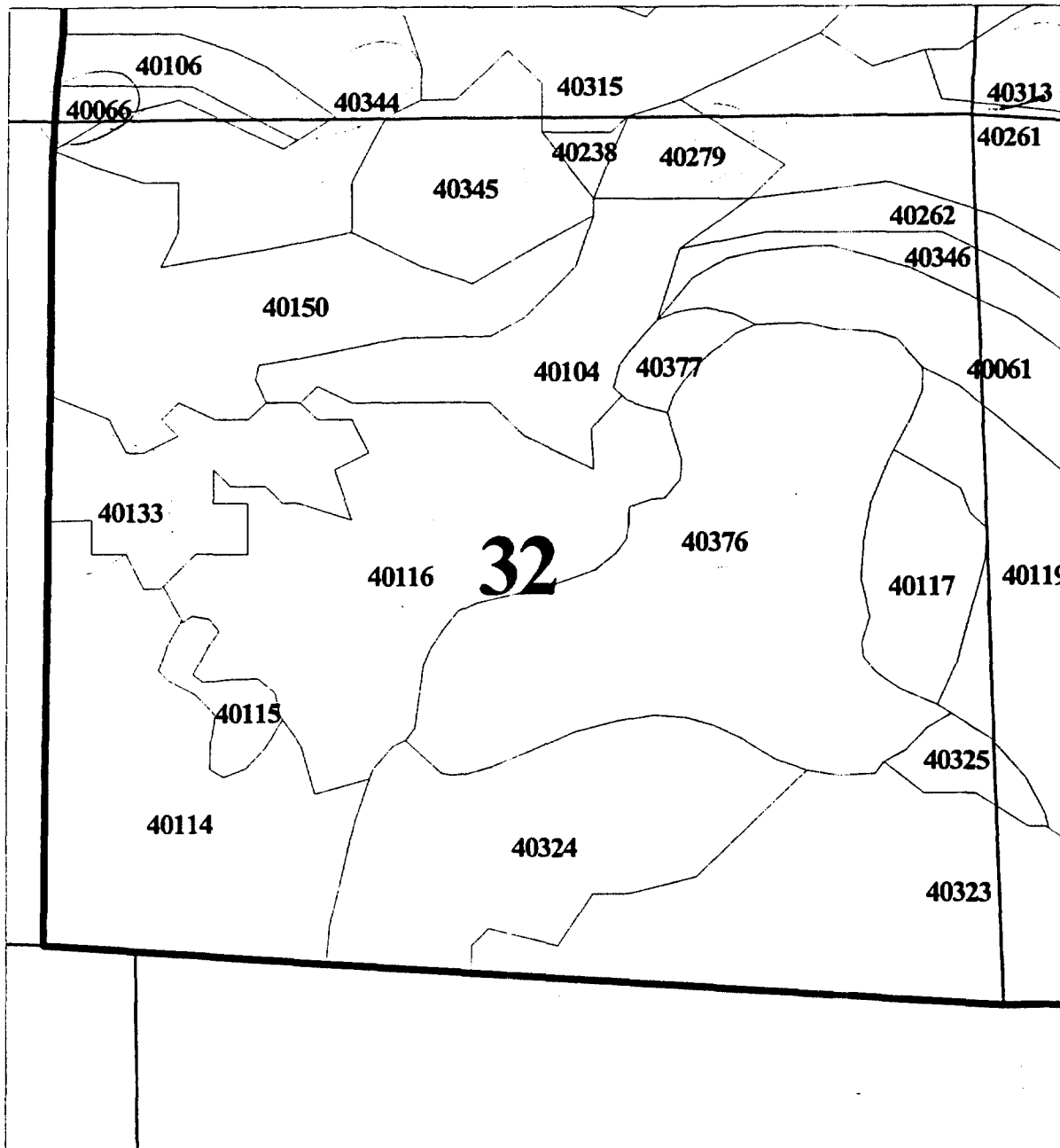
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EXHIBIT C

33848





Sprague River Timber Deed



1000 0 1000 2000 Feet

1:12000

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-  SECTION LINES Edt_plss.shp
-  Property Line Kfbndry.shp
-  OUT-- NOT IN Sprague River Timber Deed Fpu2.shp

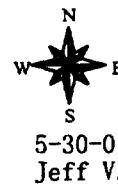
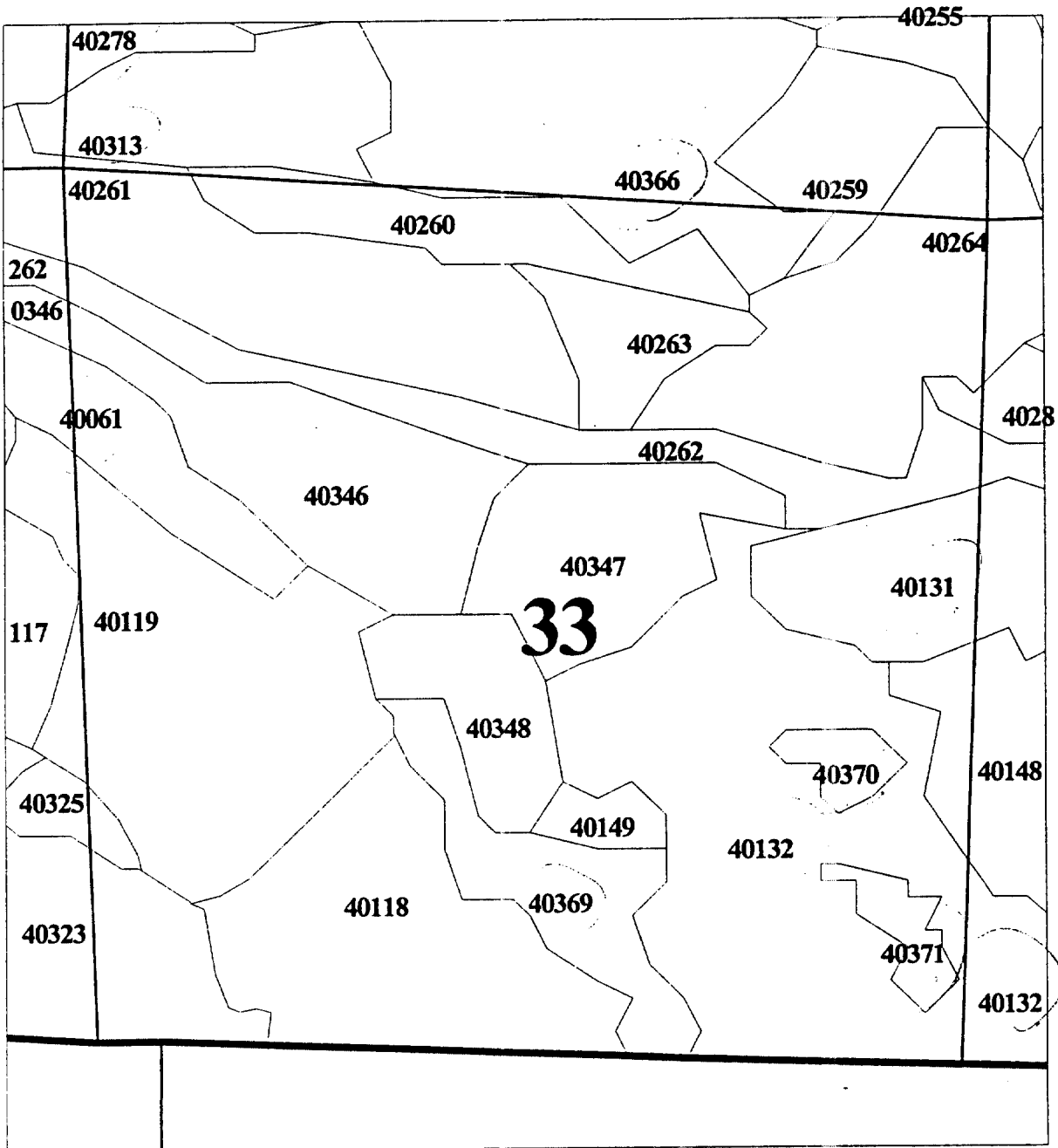


EXHIBIT C

33849





Sprague River Timber Deed



1000 0 1000 2000 Feet

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Twn 35S, Rng 15E -- Section 33

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-  SECTION LINES Edt_plss.shp
-  Property Line Kfbndry.shp
-  OUT-- NOT IN Sprague River Timber Deed Fpu2.shp

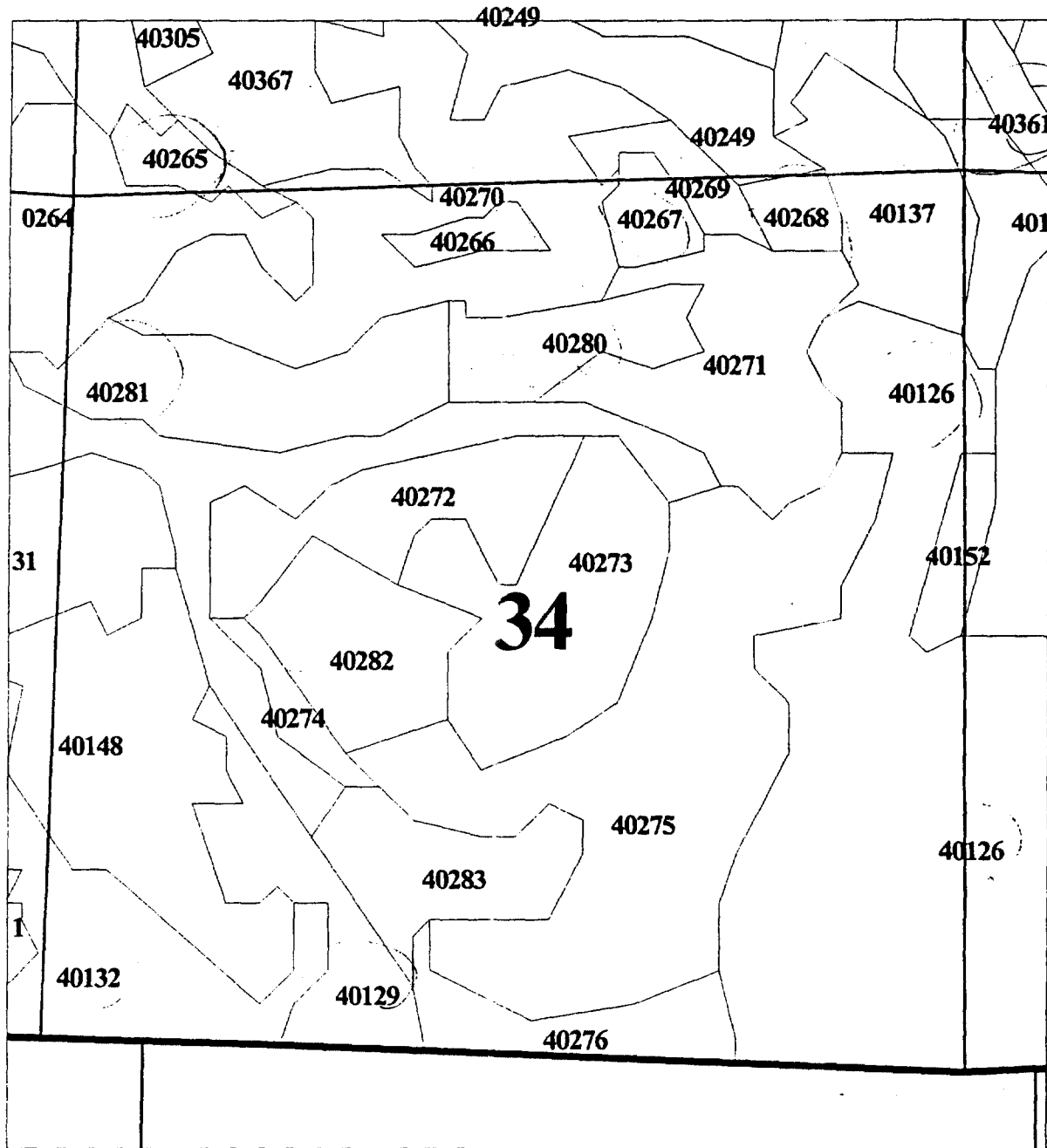


5-30-01
Jeff V.

EXHIBIT C

33850





Sprague River Timber Deed



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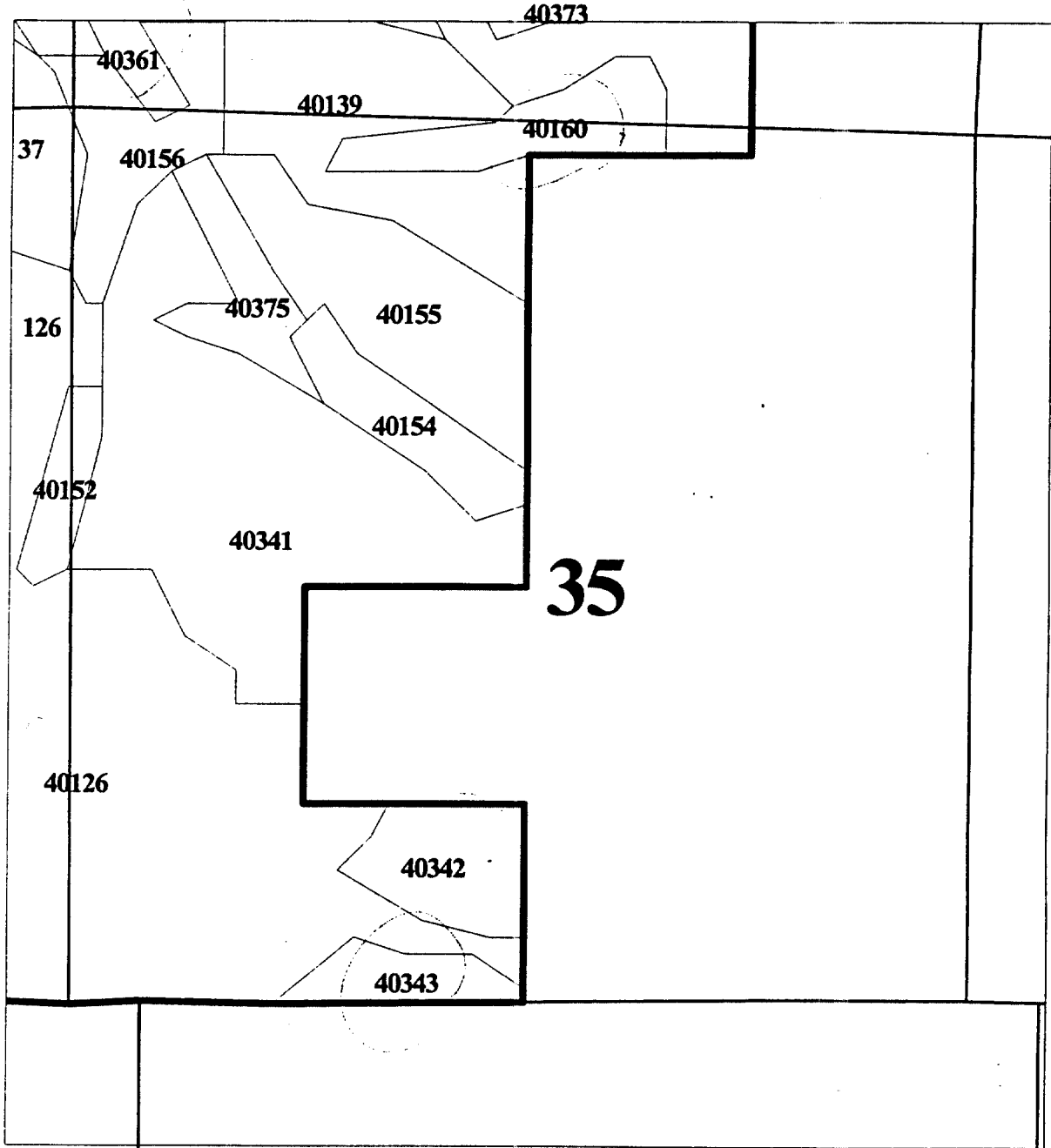
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-  Property Line Kfbndry.shp
-  OUT-- NOT IN Sprague River Timber Deed Fpu2.shp







Sprague River Timber Deed



1:12000

TwN 35S, Rng 15E -- Section 35

-  Stand Boundaries Kdr101en.shp
-  SECTION LINES Edt_plss.shp
-  Property Line Kfbndry.shp
-  OUT-- NOT IN Sprague River Timber Deed Fpu2.shp



State of Oregon, County of Klamath
 Recorded 07/11/01 at 2:59 p.m.
 In Vol. M01 Page 33832
 Linda Smith,
 County Clerk Fee\$ 116⁰⁰

State of Oregon, County of Klamath
 Recorded 05/31/01, at 8:47 a.m.
 In Vol. M01 Page 24992
 Linda Smith,
 County Clerk Fee\$ 111⁰⁰