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Vol M02 Page 44686

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

RV
CSC
P.O. Box 5828
Tallahassee, FL 32314
(800) 342-8086

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690108-S

State of Oregon, County of Klamath

Recorded 08/08/2002 10:10 a.m.

Vol M02, Pg 44686-99

Linda Smith, County Clerk

Fee \$ 76.00 # of Pgs 12

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Crown Pacific Limited Partnership					
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS 121 S.W. Morrison St., Suite 1500			CITY Portland	STATE OR	POSTAL CODE 97204
1d. ADD'L INFO RE ORGANIZATION DEBTOR			1e. TYPE OF ORGANIZATION Ltd Partnership	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any 2450513

☐ NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME					
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE
2d. ADD'L INFO RE ORGANIZATION DEBTOR			2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any

☐ NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE OF ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Bank of America, N.A., as Collateral Agent					
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS 1455 Market St., 5th Floor, CA5-701-05-19			CITY San Francisco	STATE CA	POSTAL CODE 94103-1399

4. This FINANCING STATEMENT covers the following collateral:

The personal property and fixtures more specifically described in Exhibit A, attached hereto and made a part hereof.

5. ALTERNATIVE DESIGNATION (if applicable): ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

6 ☒ This FINANCING STATEMENT is to be filed [for record] (or recorded) in the ESTATE RECORDS. Attach Addendum [if applicable] 7 Check to REQUEST SEARCH REPORT(S) on [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

8. OPTIONAL FILER REFERENCE DATA

Klamath County, Oregon

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/09/02)

Mayer, Brown, Rowe & Maw
100 S. LaSalle Street
Chicago, IL 60603

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UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT

9a. ORGANIZATION'S NAME

Crown Pacific Limited Partnership

OR

9b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME,
SUFFIX**10. MISCELLANEOUS:**

(Klamath County, Oregon)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one name (11a or 11b) - do not abbreviate or combine names

11a. ORGANIZATION'S NAME

OR

11b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

11c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

11d. TAX ID #: SSN OR EIN

ADD'L INFO RE
ORGANIZATION
DEBTOR

11e. TYPE OF ORGANIZATION

11f. JURISDICTION OF ORGANIZATION

11g. ORGANIZATIONAL ID#, if any

12. ☐ ADDITIONAL SECURED PARTY'S or ☐ ASSIGNOR S/P'S NAME - insert only one name (12a or 12b)

12a. ORGANIZATION'S NAME

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

12c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

13. This FINANCING STATEMENT covers ☐ timber to be cut or ☐ as-extracted collateral, or is filed as a ☒ fixture filing.**14. Description of real estate:**

See Schedule 2 to Exhibit A, attached hereto and made a part hereof.

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

Crown Pacific Limited Partnership

17. Check only if applicable and check only one box.Debtor is a ☐ Trust or ☐ Trustee acting with respect to property held in trust or ☐ Decedent's Estate**18. Check only if applicable and check only one box.**☐ Debtor is a TRANSMITTING UTILITY☐ Filed in connection with a Manufactured-Home Transaction — effective 30 years☐ Filed in connection with a Public-Finance Transaction — effective 30 years

Debtor: Crown Pacific Limited Partnership
Secured Party: Bank of America, N.A., as Collateral Agent
Jurisdiction: Klamath County, Oregon

EXHIBIT A

Debtor:
Crown Pacific Limited Partnership

Secured Party:
Bank of America, N.A., as Collateral Agent

Debtor has granted to the Secured Party, as Collateral Agent for certain creditors of the Debtor, a continuing security interest in, and a right to set off against:

(a) all tangible personal property (other than rolling stock and office equipment) of Debtor that is used in connection with the manufacture, processing or distribution of lumber at the locations set forth on Schedule 1 and Schedule 2 attached hereto or used in connection with the operations at such locations, whether now owned or existing or owned, acquired, or arising hereafter (collectively, the "Collateral"), including without limitation the following:

(i) Those assets more specifically described on Schedule 1 attached hereto;

(ii) All machinery, equipment, parts, supplies, apparatus, appliances, tools, patterns, molds, dies, blueprints, fittings, furniture, furnishings, fixtures and articles of tangible personal property of every description (collectively referred to hereinafter as "Equipment");

(iii) All documents, including warehouse receipts, bills of lading and other documents of title (collectively referred to hereinafter as "Documents");

(iv) All books and records relating to any of the foregoing; and

(v) All proceeds, products and replacements of, accessions to, and substitutions for, any of the foregoing, including without limitation proceeds of insurance policies insuring any of the foregoing.

Debtor: Crown Pacific Limited Partnership
Secured Party: Bank of America, N.A., as Collateral Agent
Jurisdiction: Klamath County, Oregon

44689

SCHEDULE 1 TO EXHIBIT A

Sawmill located at Gilchrist, Oregon.

That sawmill located on tracts in the Sections 19 and 30, Township 24 South, Range 9 East, Willamette Meridian, Klamath County, Oregon, more particularly described in Schedule 2 attached hereto.

Collateral used in connection with the manufacture, processing or distribution of lumber at such location includes, without limitation, the following:

CPO 2001
NET BOOK VALUE REPORT

44690

System No	Asset Number	Description	Acquired Date	Current Thru Date	Acquired Value	Depreciation This Run	Accum Deprec	Net Book Value
Location = 42								
13	001576	BIN SORTER-BUILDING	12/12/92	05/02	101,328.96	422.21	47,986.68	53,342.28
24	1593	BUILDING OVER RE-RUN INFEED	05/31/93	05/02	12,500.00	52.08	5,572.91	6,927.09
109	400000	OLD PLANT BLDGS	06/30/38	05/02	0.00	0.00	0.00	0.00
110	400002	NEW BLDGS - 1978	08/22/78	05/02	82,744.03	344.77	44,132.13	38,611.90
112	400004	NEW BLDGS - 1979	08/27/79	05/02	633,185.79	2,638.28	337,699.09	295,486.70
114	400006	FIRE PROTECT-COMP. ROOM	04/07/80	05/02	4,502.41	18.76	2,491.28	2,101.13
116	400008	NEW PLANT BUILD. - 1981	12/31/81	05/02	4,574.67	19.06	2,439.78	2,134.89
118	400010	AIR CONDITIONER - PLANT	07/10/82	05/02	26.02	0.11	13.87	12.15
119	400012	PM & DRY KILNS FIRE SHEILD	07/05/83	05/02	10,084.21	42.01	5,378.23	4,705.98
120	400014	PM ROUGHSHED	08/30/83	05/02	27,302.44	113.76	14,561.28	12,741.16
122	400016	NEW LIGHTING SYSTEM MILL	08/01/84	05/02	5,892.55	24.55	3,142.72	2,749.83
124	400018	BUILDING ADD. 1984	06/01/84	05/02	6,595.86	27.48	3,517.76	3,078.10
126	400020	20 X 20 GARAGE	09/30/91	05/02	1,408.25	5.86	751.03	657.22
4,417	0601-020	SITEWORK - PLANNER	05/01/01	05/02	34,723.57	72.34	940.43	33,783.14
4,447	0601-050	TEMP FACILITIES	05/01/01	05/02	15,583.83	32.47	422.06	15,161.77
4,450	1200-100	PREENGINEERED BUILDING	12/01/00	05/02	595,962.66	1,241.59	22,348.60	573,614.06
4,451	1200-101	EXCAVATION, FOUNDATION, STRUCT STEEL	12/01/00	05/02	1,673,265.11	3,485.97	62,747.44	1,610,517.67
4,452	1200-102	COMPRESSOR ROOM	12/01/00	05/02	23,786.43	49.55	891.99	22,894.44
4,453	1200-103	FIRE SPRINKLER SYSTEM	12/01/00	05/02	235,793.63	491.24	8,842.26	226,951.37
4,454	1200-104	BUILDING ELECTRICAL: PRIMARY FEED & SUB;	12/01/00	05/02	41,939.62	87.38	1,572.73	40,366.89
4,455	1200-105	BUILDING ELECTRICAL: FIRE ALARM EQUIPMENT	12/01/00	05/02	3,649.55	7.52	135.36	3,474.19
4,456	1200-106	BUILDING ELECTRICAL: LIGHTING, PANELS	12/01/00	05/02	89,057.37	185.54	3,339.65	85,717.72
Asset G/L acct no =								
SubTotal:								
42-045-15300								
1	001559	STELLITE SAW SYSTEM	12/12/92	05/02	3,603,866.96	9,362.53	568,837.28	3,035,029.68
2	001560	STELLITE GRINDERS	12/12/92	05/02	258,247.24	2,152.06	244,597.78	13,649.46
3	001562	EDGER CONVERSION	12/12/92	05/02	17,950.00	149.58	17,001.27	948.73
4	001563	SHAVINGS TRIM	12/12/92	05/02	42,152.00	351.27	39,924.10	2,227.90
5	001564	PLANER SORTS	12/12/92	05/02	99,958.50	832.99	94,675.31	5,283.19
6	001565	BIN SORTER-EQUIP & ELECTRICAL	12/12/92	05/02	46,871.81	390.60	44,394.44	2,477.37
7	001566	SAWMILL FLOW	12/12/92	05/02	1,174,856.90	9,790.47	1,112,761.15	62,095.75
8	001567	PAINT/CLEAN UP	12/12/92	05/02	31,305.12	260.88	29,650.50	1,654.62
					76,529.56	637.75	72,484.71	4,044.85

CPO 2001 NET BOOK VALUE REPORT

44691

System No	Asset Number	Description	Acquired Date	Current Thru Date	Acquired Value	Depreciation This Run	Accum Deprec	Net Book Value
9	001568	OSHA	12/12/92	05/02	56,383.56	469.86	53,403.50	2,980.06
10	001569	BIN SORTER RELOCATE UTILITIES	12/12/92	05/02	29,809.00	248.41	28,233.48	1,575.52
11	001570	FABRICATED CATCH BASINS	12/12/92	05/02	29,126.29	242.72	27,586.86	1,539.43
14	001577	BIN SORTER-REMOVE STACKER BLING	03/31/93	05/02	15,765.50	131.38	14,057.56	1,707.94
15	001578	BIN SORTER-KILN TRACKS	12/12/92	05/02	121,140.20	1,009.50	114,737.46	6,402.74
16	001579	BIN SORTER-INC SORTS	12/12/92	05/02	50,855.05	423.79	48,167.20	2,687.85
17	001580	BIN SORTER-SPRINKLERS	12/12/92	05/02	18,882.74	157.36	17,584.68	998.06
19	001589	TIME CLOCK SYSTEM	12/12/92	05/02	15,211.62	126.76	14,407.60	804.02
20	001590	HOG FUEL BINS	12/12/92	05/02	23,264.00	193.87	22,034.40	1,229.60
21	001591	PLANT HEATING SYSTEM	03/31/93	05/02	62,390.05	519.91	55,631.16	6,758.89
128	400043	PLANNER INFEEED EXTENSION	11/01/93	05/02	315,472.96	2,628.94	281,296.75	34,176.21
4,504	1200-154	RESIDUALS-CIP: CHUTING	12/01/00	05/02	159,062.19	1,330.13	23,388.63	135,673.56
161	410004	E.U.I.L.P. - MACHINE SHOP	04/17/78	05/02	1,315,555.00	792.50	1,256,909.78	58,645.22
165	410008	E.U.I.L.P. - 1981	12/31/81	05/02	0.00	0.00	0.00	0.00
176	410020	AIR COMPRESSOR	05/04/79	05/02	0.00	0.00	0.00	0.00
170	410014	RADIOS	08/31/70	05/02	0.00	0.00	0.00	0.00
172	410016	YOUNG, 4BB6,(D6)BRUSH BLADE	03/23/78	05/02	0.00	0.00	0.00	0.00
174	410018	TRAILER HOIST FRAME	03/12/78	05/02	0.00	0.00	0.00	0.00
178	410022	REBUILT T.H. TRANSMISSION	06/20/85	05/02	0.00	0.00	0.00	0.00
179	410024	GAS CONVERSION UNITS	01/01/66	05/02	0.00	0.00	0.00	0.00
180	410026	MOISTURE METER	12/28/87	05/02	377.99	1.72	374.55	3.44
181	410030	3/8" PLATE QUIGAR FLIGHTS	03/24/88	05/02	1,532.21	6.96	1,518.29	13.92
182	410032	MOD TO SM. LOG MAXI MILL	08/08/88	05/02	18,784.39	85.38	18,613.63	170.76
183	410036	SUN II WASTE OIL FURNACE	02/16/89	05/02	3,383.39	15.38	3,352.63	30.76
184	410038	OLD E.U.I.L.P.	01/01/67	05/02	693,632.26	252.29	665,879.96	27,752.30
186	410044	NICK MK II CHIPPER '80	12/15/91	05/02	60,000.00	84.74	55,762.71	4,237.29
187	410046	RADIOS	08/31/70	05/02	0.00	0.00	0.00	0.00
188	410048	RADIOS	09/07/78	05/02	0.00	0.00	0.00	0.00
189	410050	RADIOS	12/12/78	05/02	0.00	0.00	0.00	0.00
190	410052	MERCURY O	10/09/79	05/02	0.00	0.00	0.00	0.00
191	410054	DIESEL ST	12/12/80	05/02	0.00	0.00	0.00	0.00
192	410056	RADIOS	06/19/80	05/02	0.00	0.00	0.00	0.00
193	410058	RADIOS	01/24/80	05/02	0.00	0.00	0.00	0.00
194	410060	1250 GAL	08/06/81	05/02	0.00	0.00	0.00	0.00
195	410062	AMP-1-34	07/16/81	05/02	0.00	0.00	0.00	0.00
196	410064	FENCING	03/24/86	05/02	165.41	0.75	163.91	1.50

CPO 2001 NET BOOK VALUE REPORT

44692

System No	Asset Number	Description	Acquired Date	Current Thru Date	Acquired Value	Depreciation This Run	Accum Deprec	Net Book Value
224	422004	YOUNG 42" GRAPPLE	01/01/65	05/02	0.00	0.00	0.00	0.00
521	42410	TRUCK DUMP BLOWER SYSTEM	06/01/94	05/02	107,491.17	895.76	85,097.20	22,393.97
523	0794001	50 HP HYD UNIT	06/01/94	05/02	207.05	1.85	175.59	31.46
527	0794005	108N KILN BUN	06/01/94	05/02	4,472.31	39.93	3,793.50	678.81
544	0794022	BIG HEAD RIG - LOG CHARGER	07/01/94	05/02	149,928.23	1,249.40	118,693.15	31,235.08
545	0794023	PLANNER LUCIDYNE	07/01/94	05/02	185,153.54	1,285.79	122,149.89	63,003.65
546	0794024	KILN DOORS	07/01/94	05/02	43,969.95	366.42	34,809.58	9,160.37
556	1194003	ROUGHSHED IMPROVEMENTS	11/01/94	05/02	25,500.00	212.50	20,187.50	5,312.50
557	1194004	SCALE YARD IMPROVEMENTS	11/01/94	05/02	167,000.00	1,159.72	105,534.75	61,465.25
558	1194005	OFFICE HEATING SYSTEMS	11/01/94	05/02	16,359.34	136.32	12,951.11	3,408.23
562	1294003	SENSE -A- CUT	12/01/94	05/02	34,924.19	291.03	27,648.32	7,275.87
620	0194048	TEMCO T2520 TRACK DRIVE MOTOR	01/01/95	05/02	13,500.00	112.50	9,337.50	4,162.50
621	0194049	TENNANT MODEL 465 FLOOR SCRUBBER	01/01/95	05/02	6,800.00	56.67	4,703.33	2,096.67
980	1231003	LOG DECK CHAINS	12/31/94	05/02	34,233.40	285.28	27,101.44	7,131.96
991	0395010	SIMONDS AUTO BANDSAW LEVELR	03/01/95	05/02	52,300.00	435.83	36,174.16	16,125.84
994	0395013	RIGHT AUTO TOP/FACE GRINDER	03/01/95	05/02	13,661.00	113.84	9,448.85	4,212.15
995	0395014	LOG YARD IMPROVEMENT	03/01/95	05/02	153,416.76	1,278.47	106,113.28	47,303.48
1,035	0695028	10,000 GALLON FUEL TANK	06/01/95	05/02	1,450.49	12.08	1,003.26	447.23
1,003	0495004	35' ROLL CASE FROM SUPERIOR	04/01/95	05/02	7,583.23	63.19	5,245.04	2,338.19
1,004	0495005	HANCHETT KNIFE GRINDER	04/01/95	05/02	12,225.18	101.88	8,455.76	3,769.42
1,006	0595002	CHIP BIN SYSTEM	05/01/95	05/02	71,519.99	596.00	49,468.00	22,051.99
1,034	0695027	AIR COMPRESSOR MODEL 15	06/01/95	05/02	725.25	6.05	501.66	223.59
1,012	0695005	RAMSEY ELECTRIC GRAPPLE LOG LOADER	06/01/95	05/02	22,240.90	185.34	15,383.29	6,857.61
1,016	0695009	CHAMPION AIR COMPRESSOR	06/01/95	05/02	967.00	8.06	668.84	298.16
1,019	0695012	CLARKE HOG SHREDDER	06/01/95	05/02	17,405.92	145.05	12,039.08	5,366.84
1,020	0695013	HOG SHREADER OUTFEED CONVEYOR	06/01/95	05/02	5,318.48	44.32	3,678.62	1,639.86
1,030	0695023	20" CLARKE SCREW CONVEYOR	06/01/95	05/02	4,834.98	40.29	3,344.20	1,490.78
1,069	1195-009	RECOATING DRY KILN	11/01/95	05/02	17,200.00	143.33	11,896.66	5,303.34
1,070	1195-010	REBUILD SCHURMAN EDGE GANG SAW	11/01/95	05/02	56,680.00	472.33	39,203.66	17,476.34
1,085	110797	AIR COMP, QUINCY NW	10/28/93	11/01	11.76	0.00	11.76	0.00
1,107	0896010	LUNDEN STACKER	02/28/96	05/02	240,592.08	2,004.94	142,350.32	98,241.76
1,108	0896011	BLOWER PLANER	06/30/96	05/02	47,370.80	394.76	28,027.72	19,343.08
1,165	011600	CHAIN SAW SHARPENER	10/28/93	11/01	70.95	0.00	70.95	0.00
1,166	025500	DECK #6 & #7 TRANSFERS	10/28/93	11/01	1,987.15	0.00	1,987.15	0.00
1,168	024700	CHOP SAW	10/28/93	11/01	780.60	0.00	780.60	0.00
1,169	024900	CHOP SAW GRINDER	10/28/93	11/01	368.98	0.00	368.98	0.00

CPO 2001 NET BOOK VALUE REPORT

44693

System No.	Asset Number	Description	Acquired Date	Current Thru Date	Acquired Value	Depreciation This Run	Accum Deprec	Net Book Value
1,170	025000	LOG JAWS	10/28/93	11/01	92.29	0.00	92.29	0.00
1,180	1296-002	GSM METAL ROOF	12/01/96	05/02	20,658.00	172.15	12,222.65	8,435.35
3,185	0297-005	LOGYARD IMPROVE (PG)	02/01/97	05/02	452,000.00	3,766.67	222,233.33	229,766.67
3,186	0297-006	FIRE PROTECTION PHASE 1	02/01/97	05/02	83,197.39	693.31	40,905.38	42,292.01
3,216	110953	NEW SALEM EDGER SYSTEM	10/28/93	11/01	1,243.83	0.00	1,199.41	44.42
3,217	110954	SALEM EDGER GUIDES	10/28/93	11/01	18.78	0.00	18.09	0.69
3,240	1097-011	GSM ENGINEERING	06/01/97	05/02	125,000.00	1,041.67	61,458.33	63,541.67
3,241	1097-012	MAXI-MILL BIG SIDE	06/01/97	05/02	576,831.98	4,806.93	283,609.06	293,222.92
3,243	1097-014	DOGHOUSE EDGER	06/01/97	05/02	1,343,025.07	11,191.87	660,320.66	682,704.41
3,244	1097-015	5' TRIPLE RESAW	06/01/97	05/02	1,125,949.72	9,382.92	553,591.94	572,357.78
3,255	1097-030	GSM FIRE PROTECTION	05/31/97	05/02	751,932.00	6,266.10	369,699.90	382,232.10
3,289	1297-033	GSM FIRE PROTECTION	12/01/97	05/02	1,651.03	13.76	742.95	908.08
3,312	0398-003	BLACKTOP	03/01/98	05/02	35,211.30	293.42	13,791.09	21,420.21
3,321	0498-005	(1) TIME CLOCK	04/30/98	05/02	2,749.00	22.91	1,076.69	1,672.31
3,340	0798-004	REBUILD CHIPPER MOTOR	07/01/98	05/02	44,378.76	369.82	17,011.87	27,366.89
3,366	1198-001	PUT&TAKE DECK	11/01/98	05/02	180,427.03	1,503.56	70,667.24	109,759.79
3,369	1198-004	OPTIMIZER	11/01/98	05/02	347,931.20	2,899.43	136,273.05	211,658.15
3,393	1298-4213	BLACKTOP	12/31/98	05/02	15,010.65	125.09	5,879.18	9,131.47
4,618	1001-002	DRUM CHIPPER - GSM	10/01/01	05/02	119,370.46	994.76	7,958.03	111,412.43
3,642	599-001	BIN SORTER	05/01/99	05/02	274,153.69	2,284.62	79,961.50	194,192.19
3,647	699-004	STRAPPER	06/01/99	05/02	411,668.64	3,430.57	120,070.00	291,598.64
3,648	699-005	PLANER	06/01/99	05/02	134,914.09	1,124.29	39,349.95	95,564.14
3,649	699-006	STEAMLINE	06/01/99	05/02	205,446.99	1,712.06	59,922.04	145,524.95
3,663	899-005	STRAPPER GSM	08/01/99	05/02	13,768.53	114.73	4,015.81	9,752.72
3,665	899-007	STEAMLINE-GSM	08/01/99	05/02	24,522.30	204.35	7,152.34	17,369.96
3,689	1299-001A	INVENTORY TAGGING SYTEM	12/01/99	05/02	169,263.43	2,821.05	98,737.00	70,526.43
3,703	1299-014	BOILER UPGRADE	12/01/99	05/02	205,645.30	1,713.71	59,979.88	145,665.42
3,704	1299-015	BLACKTOP	12/01/99	05/02	139,895.74	1,165.79	40,802.91	99,092.83
3,769	0300-002	DRY KILN-GSM	03/01/00	05/02	1,089,825.28	9,081.87	203,883.17	880,942.11
3,242	1097-013	MAXI-MILL SMALL SIDE	06/01/97	05/02	422,227.95	3,518.57	207,595.43	214,632.52
4,490	1200-140	EDGER/OPTIMIZER-UNSCRAMBLER	12/01/00	05/02	292,391.45	2,445.08	42,993.48	249,397.97
4,491	1200-141	EDGER/OPTIMIZER-CONTROL SOFTWARE	12/01/00	05/02	8,716.95	72.90	1,281.75	7,435.20
4,492	1200-142	NEW EDGER/OPTIMIZER-RETURN, TRANSFER	12/01/00	05/02	32,729.58	273.69	4,812.57	27,917.01
4,493	1200-143	NEW EDGER/OPTIMIZER	12/01/00	05/02	813,158.17	6,799.91	119,567.43	693,590.74
4,494	.	NEW EDGER/OPTIMIZER-COMPUTER HARDWARE	12/01/00	05/02	187,651.89	1,569.21	27,592.49	160,059.40
4,495	1200-145	NEW EDGER/OPTIMIZER-COMPUTER SOFTWARE	12/01/00	05/02	250,345.91	2,093.48	36,811.07	213,534.84

NET BOOK VALUE REPORT

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System No	Asset Number	Description	Acquired Date	Current Thru Date	Acquired Value	Depreciation This Run	Accum. Deprec.	Net Book Value
4,496	1200-146	TRIMMER LINE-OFF TABLE/UNSCRAMBLER	12/01/00	05/02	112,418.83	940.08	16,530.16	95,888.67
4,497	1200-147	RESIDUALS-BARK: MODIFICATION	12/01/00	05/02	73,638.10	615.78	10,327.80	62,810.30
4,498	1200-148	RESIDUALS-BARK: DEBARKER COMPRESSOR	12/01/00	05/02	115,416.44	965.15	16,970.93	98,445.51
4,499	1200-149	RESIDUALS-BARK:DEBARKER AIR PIPING	12/01/00	05/02	857,407.42	7,169.94	126,073.88	731,333.54
4,500	1200-150	RESIDUALS-BARK-CONVEYORS	12/01/00	05/02	56,292.26	470.73	8,277.26	48,015.00
4,501	1200-151	RESIDUALS-CHIPS: CHIPPER OUTFEED CONVEYOR	12/01/00	05/02	736,646.54	6,160.09	106,317.10	628,329.44
4,502	1200-152	RESIDUALS-CHIPS:CONVEYORS	12/01/00	05/02	111,301.70	930.74	16,365.89	94,935.81
4,503	1200-153	RESIDUALS-CHIPS: VIBRATING CONVEYOR	12/01/00	05/02	120,385.97	1,006.71	17,701.65	102,684.32
4,472	1200-122	SMALL LOG INFEED-CUT OFF SAW	12/01/00	05/02	38,637.76	323.10	5,681.32	32,956.44
4,473	1200-123	SMALL LOG INFEED- COS OPERATORS BOOTH	12/01/00	05/02	41,071.00	343.45	6,039.11	35,031.89
4,474	1200-124	SMALL LOG INFEED-COMPUTER HARDWARE	12/01/00	05/02	43,242.22	361.61	6,358.38	36,883.84
4,475	1200-125	SMALL LOG INFEED-COMPUTER SOFTWARE	12/01/00	05/02	53,418.53	446.71	7,854.70	45,563.83
4,476	1200-126	CANTER INFEED DECKS- TWO	12/01/00	05/02	594,640.86	4,972.59	87,436.47	507,204.39
4,477	1200-127	CANTER LINES- BELTS, MOTORS	12/01/00	05/02	297,558.26	2,488.28	43,753.21	253,805.05
4,478	1200-128	CANTERLINE- CANT ROLLCASE	12/01/00	05/02	31,908.78	266.83	4,691.89	27,216.89
4,479	1200-129	CANTER LINE - 2 SIDED CENTER/TWIN LINE	12/01/00	05/02	2,023,419.12	16,920.53	297,525.18	1,725,893.94
4,480	1200-130	CANTER LINE- CONTROL/SCANNING HARDWARE	12/01/00	05/02	450,220.69	3,764.90	66,200.81	384,019.88
4,481	1200-131	CANTER LINE-CONTROL/SCANNING SOFTWARE	12/01/00	05/02	450,220.69	3,764.90	66,200.81	384,019.88
4,482	1200-132	RETURN TO HORIZONTAL RESAW	12/01/00	05/02	228,161.97	1,907.97	33,549.12	194,612.85
4,483	1200-133	CURVE GANG SAW: 8" SYSTEM, OFF LANDING	12/01/00	05/02	943,516.27	7,890.01	138,735.40	804,780.87
4,484	1200-134	CURVE GANG SAW: CONTROL HARDWARE	12/01/00	05/02	278,176.94	2,326.21	40,903.36	237,273.58
4,485	1200-135	CURVE GANG SAW: CONTROL SOFTWARE	12/01/00	05/02	278,176.94	2,326.21	40,903.36	237,273.58
4,486	1200-136	DROP SORT: SORT TRANSFER; DIVERTER GATE	12/01/00	05/02	67,176.56	561.75	9,877.69	57,298.87
4,487	1200-137	SALEM EDGER/OPTIMIZER:MODIFICATIONS	12/01/00	05/02	143,645.46	1,201.21	21,121.76	122,523.70
4,488	1200-139	EDGER/OPTIMIZER- TRANSFER #2	12/01/00	05/02	125,372.04	1,048.41	18,434.80	106,937.24
4,489	1200-138	EDGER/OPTIMIZER-TRANSFER #1	12/01/00	05/02	34,810.16	291.10	5,118.53	29,691.63
4,409	0601-001	FIRE RETARD PLANER	06/01/01	05/02	172,136.13	1,434.46	17,213.61	154,922.52
4,410	0601-002	WEIGH SCALE - GSM	06/01/01	05/02	146,308.99	1,219.24	14,630.89	131,678.10
4,418	0601-021	STAIRS & WALKS - PLANER	05/01/01	05/02	165,941.20	1,382.84	17,976.96	147,964.24
4,419	0601-022	PLANER FLOOR DECKING	05/01/01	05/02	8,634.69	71.95	935.42	7,699.27
4,420	0601-023	PLANER GRINDING ROOM	05/01/01	05/02	36,636.49	305.31	3,663.65	32,972.84
4,421	0601-024	PLANER OFFICE	05/01/01	05/02	15,404.41	128.37	1,668.81	13,735.60
4,422	0601-025	AUTO SPRINKLER SYSTEM	05/01/01	05/02	6,543.56	54.53	708.89	5,834.67
4,423	0601-026	HEATING COOLING - OFFICE	05/01/01	05/02	1,271.54	10.59	137.74	1,133.80
4,424	0601-027	PLANER INFEED	05/01/01	05/02	1,038,524.63	8,654.37	112,506.83	926,017.80
4,425	0601-028	PLANER OUTFEED BELT	05/01/01	05/02	1,819.32	15.16	197.09	1,622.23

NET BOOK VALUE REPORT

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System No	Asset Number	Description	Acquired Date	Current Thru Date	Acquired Value	Depreciation Thru Run	Accum Deprec	Net Book Value
4,426	0601-029	PLANER OUTFEED LAND TABLE	05/01/01	05/02	4,835.62	40.30	523.86	4,311.76
4,427	0601-030	GRINDING TABLE	05/01/01	05/02	142,044.01	1,183.70	15,388.10	126,655.91
4,428	0601-031	PLANER TRIMMER LINE	05/01/01	05/02	1,242,338.11	10,352.81	134,586.62	1,107,751.49
4,429	0601-032	PLANER SLANT TRAY SORTER	05/01/01	05/02	1,570,933.73	13,091.12	176,184.49	1,400,749.24
4,430	0601-033	PLANER STACKER INCLINE	05/01/01	05/02	21,676.32	180.63	2,348.26	19,328.06
4,431	0601-034	PLANER STACKER	05/01/01	05/02	41,130.06	342.75	4,455.75	36,674.31
4,432	0601-035	STACKER OUTFEED TRANSFER	05/01/01	05/02	28,760.97	219.67	3,115.77	25,645.20
4,433	0601-036	JAG RE ENTRY DECK	05/01/01	05/02	29,106.80	242.56	3,153.23	25,953.57
4,434	0601-037	STACKER OUTFEED ROLLS	05/01/01	05/02	16,349.51	136.24	1,771.19	14,578.32
4,435	0601-038	STRAPPER & PAPER WRAP	05/01/01	05/02	361,630.78	3,013.59	39,176.67	322,454.11
4,436	0601-039	PLANER RESIDUAL CONVEYOR	05/01/01	05/02	101,720.97	847.67	11,019.77	90,701.20
4,437	0601-040	PLANER DUST SYSTEM	05/01/01	05/02	27,674.82	230.62	2,998.10	24,676.72
4,438	0601-041	PLANER -AUDIO/VISUAL	05/01/01	05/02	18,802.69	156.69	2,036.95	16,765.74
4,439	0601-042	HIGH BAY LIGHTS	05/01/01	05/02	14,301.40	119.18	1,549.32	12,752.08
4,440	0601-043	LOW BAY LIGHTS	05/01/01	05/02	4,928.83	41.07	533.95	4,394.88
4,441	0601-044	FLOURESCENTS	05/01/01	05/02	2,949.39	24.58	319.52	2,629.87
4,442	0601-045	PLANER INFEEED	05/01/01	05/02	5,711.82	47.60	618.78	5,093.04
4,443	0601-046	TRIMMER/SORTER	05/01/01	05/02	182,336.55	1,519.47	19,753.12	162,583.43
4,444	0601-047	STACKER AND LATHER PLACER CONSOLE	05/01/01	05/02	504.48	4.21	54.65	449.83
4,445	0601-048	STRAPPER AND PAPER WRAP CONSOLE	05/01/01	05/02	1,407.45	11.73	152.47	1,254.98
4,446	0601-049	PLANER MODIFACATIONS	05/01/01	05/02	202,392.21	1,686.60	21,925.81	180,466.40
4,459	1200-109	LARGE LOG INFEEED-ENTRY DECK, LADDER	12/01/00	05/02	345,113.07	2,885.96	50,745.72	294,367.35
4,460	1200-110	LARGE LOG INFEEED-27" DEBARKER	12/01/00	05/02	518,219.50	4,333.53	76,199.41	442,020.09
4,461	1200-111	LARGE LOG INFEEED- REJECT LOG CATCHER	12/01/00	05/02	68,346.15	571.54	10,049.67	58,296.48
4,462	1200-112	LARGE LOG INFEEED- CUT OFF SAW CONVEYORS	12/01/00	05/02	72,425.58	605.64	10,649.51	61,776.07
4,463	1200-113	LARGE LOG INFEEED- CUT OFF SAW	12/01/00	05/02	47,054.65	393.48	6,918.95	40,135.70
4,464	1200-114	LARGE LOG INFEEED- COS OPERATORS BOOTH	12/01/00	05/02	41,071.00	343.45	6,039.11	35,031.89
4,465	1200-115	LARGE LOG INFEEED- COMPUTER HARDWARE	12/01/00	05/02	43,242.22	361.61	6,358.38	36,883.84
4,466	1200-116	LARGE LOG INFEEED	12/01/00	05/02	53,418.53	446.71	7,854.70	45,563.83
4,467	1200-117	SMALL LOG INFEEED-ENTRY DECK, LADDERS	12/01/00	05/02	497,016.55	4,156.23	73,081.72	423,934.83
4,468	1200-118	SMALL LOG INFEEED- 22" DEBARKER	12/01/00	05/02	527,750.13	4,413.23	77,600.81	450,149.32
4,469	1200-119	SMALL LOG INFEEED-DEBARKER O/F CONVEYOR	12/01/00	05/02	60,014.44	501.86	8,824.57	51,189.87
4,470	1200-120	SMALL LOG INFEEED- REJECT CATCHER & BUNK	12/01/00	05/02	22,766.13	190.38	3,347.56	19,418.57
4,471	1200-120	SMALL LOG INFEEED-CUT OFF SAW CONVEYORS	12/01/00	05/02	64,215.17	536.99	9,442.25	54,772.92
4,505	1200-155	RESIDUALS-CHIP: NEW CHIP SCREEN	12/01/00	05/02	48,206.66	403.12	7,088.34	41,118.32
4,506	1200-156	M&E SUPPORT: CONCRETE & STRUCTURAL STEEL	12/01/00	05/02	2,465,787.05	20,619.76	362,571.32	2,103,215.73

NET BOOK VALUE REPORT

System No	Asset Number	Description	Acquired Date	Current Thru Date	Acquired Value	Depreciation This Run	Accum Deprec	Net Book Value
4,507	1200-157	M&E SUPPORT: STAIRS AND CATWALKS	12/01/00	05/02	748,731.62	6,261.15	110,094.10	638,637.52
4,508	1200-159	ELECTRICAL: PRIMARY FEED & SUB	12/01/00	05/02	2,730,051.21	22,630.99	421,690.55	2,308,360.66
4,509	1200-158	M&E SUPPORT: COMPUTER ROOMS	12/01/00	05/02	66,189.38	553.50	9,732.55	56,456.83
4,510	1200-160	AUDIO/VIDEO EQUIPMENT, CAMERAS, MONITORS	12/01/00	05/02	50,153.22	419.40	7,374.57	42,778.65
4,511	0801-001	WASTE SYSTEM - GSM	08/01/01	05/02	24,966.01	208.05	2,080.50	22,885.51
3,371	1198-006	PLANNER CONVERSION	11/01/98	05/02	236,831.08	1,973.59	92,758.84	144,072.24
4,617	1001-001	DOUBLE TRACKS - GSM	10/01/01	05/02	12,145.73	101.22	809.71	11,336.02

Debtor: Crown Pacific Limited Partnership
Secured Party: Bank of America, N.A., as Collateral Agent
Jurisdiction: Klamath County, Oregon

44697

SCHEDULE 2 TO EXHIBIT A
(Legal Description)

GILCHRIST MILL

A tract of land situated in Sections 19 and 30, Township 24 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, being further described as follows:

Beginning at a 1 1/2 inch aluminum cap stamped "Oman OR 702" set as part of Klamath County Survey No. 2135 marking the center-west one-sixteenth corner of said Section 30, thence North 89 degrees 59' 25" West, 129.61 feet to a 5/8 inch iron rod with yellow plastic cap stamped "W&H Pacific"; thence North 00 degrees 43' 48" East 581.98 feet; thence North 00 degrees 57' 00" West 659.67 feet; thence North 08 degrees 53' 31" East, 173.46 feet; thence North 22 degrees 47' 34" East, 125.21 feet; thence North 31 degrees 09' 33" East, 170.48 feet; thence North 42 degrees 06' 48" East 126.95 feet; thence North 54 degrees 08' 16" East, 335.07 feet; thence North 48 degrees 40' 02" East, 137.86 feet; thence North 31 degrees 02' 30" East, 120.80 feet; thence North 16 degrees 51' 52" East, 315.06 feet; thence North 08 degrees 33' 43" East, 156.39 feet; thence North 29 degrees 47' 20" West, 90.21 feet; thence North 04 degrees 26' 16" West, 256.63 feet; thence North 29 degrees 31' 40" West, 637.26 feet; thence North 68 degrees 17' 15" West, 1448.58 feet; thence North 15 degrees 15' 50" East, 537.11 feet; thence South 67 degrees 44' 01" East, 1104.72 feet; thence North 07 degrees 59' 49" West, 1010.20 feet; thence North 12 degrees 06' 48" West, 1596.12 feet; thence North 69 degrees 05' 03" East, 88.90 feet; thence South 35 degrees 31' 34" East, 66.26 feet; thence South 43 degrees 11' 08" East, 131.62 feet; thence South 47 degrees 07' 55" East, 622.90 feet; thence South 48 degrees 21' 34" East, 691.87 feet; thence South 81 degrees 01' 10" East, 47.07 feet; thence North 65 degrees 28' 44" East, 110.88 feet; thence South 89 degrees 01' 46" East, 106.04 feet; thence South 72 degrees 05' 48" East, 657.54 feet; thence South 63 degrees 19' 12" East, 80.79 feet; thence South 38 degrees 30' 07" East, 111.93 feet; thence South 24 degrees 05' 42" East, 481.01 feet; thence South 26 degrees 01' 19" East, 194.21 feet; thence South 20 degrees 56' 51" East, 148.78 feet; thence South 15 degrees 58' 19" East, 262.21 feet; thence South 74 degrees 22' 21" East, 66.62 feet to an angle point on the Westerly line of Parcel 1, as defined by Partition Plat No. MP 53-91 previous to recording with Klamath County Records; thence along said Westerly line of said Parcel 1 the following courses:

thence North 81 degrees 33' 08" East, 333.88 feet; thence South 15 degrees 00' 41" West, 678.21 feet; thence North 74 degrees 59' 19" West, 618.42 feet; thence South 01 degrees 04' 00" East, 1296.70 feet; thence North 89 degrees 56' 12" East, 216.77 feet; thence South 15 degrees 00' 41" West, 80.47 feet; thence South 74 degrees 59' 19" East, 30.00 feet; thence South 15 degrees 00' 41" West, 1335.95 feet to a point of spiral curvature; thence along the arc of a 02 degree railroad spiral curve offset 50 feet from the centerline of said railroad curve, the long chord of which bears South 15 degrees 02' 54" West, 41.47 feet to a point on the South line of said Parcel 1; thence leaving said Westerly and Southerly lines of Parcel 1 along the arc of a 02 degrees railroad spiral curve offset 50 feet from centerline of said railroad curve, the long chord of which bears South 15 degrees 42' 07" West, 116.98 feet to a point of spiral to curvature; thence along the arc of a 2814.79 foot radius railroad curve to the right, through a central angle of 24 degrees 00' 37", the long chord of which bears South 27 degrees 09' 13" West, 1017.53 feet to a point of curvature to spiral, said point being 50 feet Westerly of the centerline of said railroad curve; thence along the arc of a 02 degrees railroad spiral curve offset 50 feet from centerline of said railroad curve, the long chord of which bears South 38 degrees 24' 35" West, 158.49 feet; thence South 39 degrees 01' 18" West, 130.72 feet; thence North 50 degrees 58' 42" West, 23.93 feet; thence South 39 degrees 00' 19" West, 0.90 feet to a point on the East-West centerline of Section 30 as defined by said Survey No. 2135, North 89 degrees 59' 30" West, 1062.09 feet to the point of beginning.

Bearings are based on Klamath County Partition No. MP 53-91.