

After recording return to:

Cathy Gray

U.S. TIMBERLANDS

6400 Hwy 66

Klamath Falls, OR 97601

Until a change is requested, all Severance and Harvest tax statements shall be sent to Grantee at the following address:

TIMBER PRODUCTS

P.O. BOX 766

YREKA, CA 96097

State of Oregon, County of Klamath

Th Recorded 11/13/2002 8:57a m.

Vol M02, Pg 65605-10

Linda Smith, County Clerk

Fee \$ 46.00 # of Pgs 6

GRANTOR: U.S. TIMBERLANDS KLAMATH FALLS, L.L.C.

GRANTEE: TIMBER PRODUCTS

TOPSY SOUTH 4TH QTR 2002

STATUTORY WARRANTY TIMBER DEED

U.S. TIMBERLANDS KLAMATH FALLS, a Delaware limited liability company ("Grantor") conveys and warrants to TIMBER PRODUCTS COMPANY ("Grantee"), all of the "Conveyed Timber" (as defined below) on those certain parcels of land situated in Klamath, County Oregon, described below, free of encumbrances except as set forth in Exhibit "B" attached hereto and incorporated herein:

SEE EXHIBIT "A" ATTACHED HERETO
AND INCORPORATED HEREIN (the "Land")

The true consideration for this conveyance is the sum of \$ 10.00

As used herein, the term "Conveyed Timber" shall mean all timber now standing, growing, lying or being on the Land which, as of the date of this Deed, or through growth, during the term hereof, meets the specifications for "Covered Products" set forth in the Lump Sum Timber Sale Agreement ("Agreement"), which is defined below.

Grantee shall have until January 31, 2006 (the "Termination Date") to cut and remove the Conveyed Timber, **unless the Termination Date is extended to November 4, 2006 pursuant to the provisions of the Lump Sum Timber Sale Agreement dated November 11, 2002 by and between Grantor and Grantee, in which case the Grantee shall have until the extended Termination Date to cut and remove the Conveyed Timber.**

On the Termination Date, all right, title and interest in and to any remaining Conveyed Timber shall revert automatically to the Grantor herein, its successors and assigns, without the requirement of any action by any party hereto.

This Timber Deed has been executed and delivered, and accepted, subject to the terms and provisions of the Agreement, dated November 11, 2002 between Grantor and Grantee, the terms and conditions of which are incorporated herein.

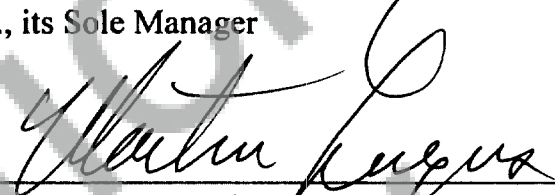
THIS INSTRUMENT WILL NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY APPROVED USES.

Executed as of the 11th day of November, 2002.

U.S. TIMBERLANDS KLAMATH FALLS, L.L.C.

By U.S. TIMBERLANDS SERVICES COMPANY,
L.L.C., its Sole Manager

By


Martin Lugus, Vice President,
Timberland Operations

STATE OF OREGON)

) ss.

County of Klamath)

This instrument was acknowledged before me on November 11, 2002, by Martin Lugus as Vice President, Timberlands Operations, of U.S. Timberlands Services Company, L.L.C., the limited liability company acting as Manager of U.S. Timberlands Klamath Falls, L.L.C.




NOTARY PUBLIC FOR OREGON

My Commission Expires: May 6, 2004

EXHIBIT A

**STANDING TIMBER ON THE FOLLOWING DESCRIBED PROPERTY IS LOCATED
IN KLAMATH COUNTY, OREGON,**

TOWNSHIP 40 SOUTH, RANGE 7 EAST, W.M.:

- SECTION 4 THE EAST HALF; THE SOUTHWEST QUARTER; THE SOUTHEAST
 QUARTER OF THE NORTHWEST QUARTER
- SECTION 7 THE SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER
- SECTION 18 THE SOUTHEAST QUARTER; THE EAST HALF OF THE
 SOUTHWEST QUARTER; GOVERNMENT LOT 3; GOVERNMENT
 LOTS 1 AND 2; THE EAST HALF OF THE NORTHWEST QUARTER

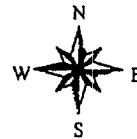
TOWNSHIP 41 SOUTH, RANGE 7 EAST, W.M.:

- SECTION 2 THE SOUTH HALF OF THE SOUTHWEST QUARTER
- SECTION 11 THE NORTH HALF OF THE NORTHEAST QUARTER; THE NORTH
 HALF OF THE SOUTHEAST QUARTER; THE SOUTHWEST
 QUARTER OF THE SOUTHEAST QUARTER; THE NORTHWEST
 QUARTER OF THE NORTHWEST QUARTER
- SECTION 12 THE NORTH HALF OF THE SOUTHEAST QUARTER; THE
 SOUTHWEST QUARTER; THE SOUTH HALF OF THE
 NORTHWEST QUARTER

State : Oregon
County : Klamath
Tract : West District
Operator: _____
Start Date: _____
Written Plan Req'd: YES

Plan 92106

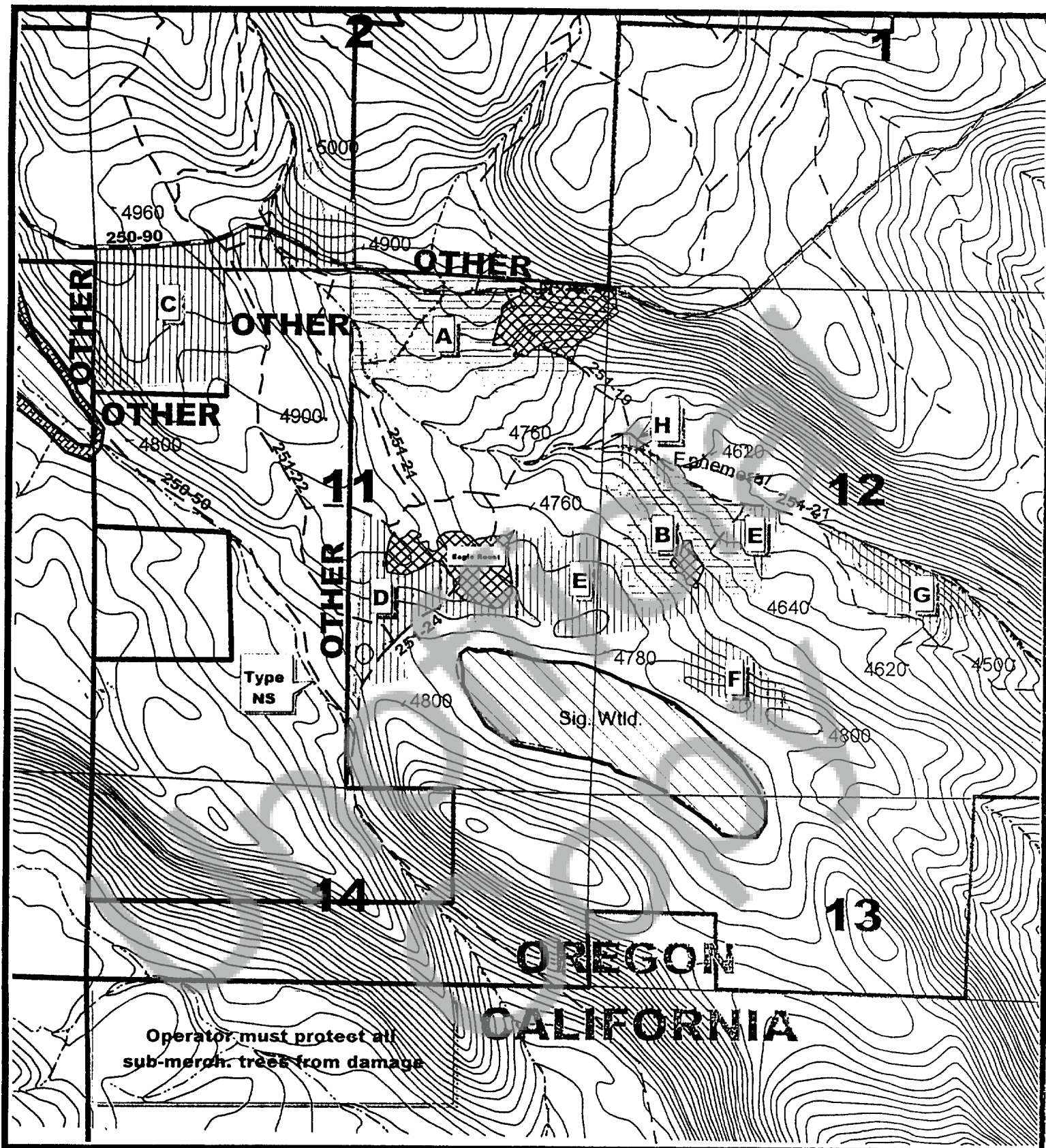
Project : 2002 Harvest Units
Setting Number: _____



Owner : U.S. Timberlands
Township : 41S
Range : 7E
Section : 2, 11 & 12
Map Scale : 1:16000
Date : 6/24/2002 Kelly C.

1000 0 1000 Feet

65608



Operator must protect all
sub-merch. trees from damage

Imagery Information : 1997 IRS; Photo 99-34-3; 01-33-3 & 01-34-3

Unit # Acres Harvest Prescription

"A"	46 ac.	C.Cut- Cut all species to minimum merch specs.; PROTECT all sub-Rx trees
"B"	30 ac.	C.Cut - Same Rx as "A"
"C"	64 ac.	P.Cut- Marked cut: Cut trees marked with a blue slash on 3 sides
"D"	21 ac.	P.Cut- Marked cut: Cut trees marked with a blue slash on 3 sides
"E"	43 ac.	P.Cut- Marked cut: Cut trees marked with a blue slash on 3 sides
"F"	15 ac.	P.Cut- 14" + DBH P. Pines only
"G"	16 ac.	P.Cut- 14" + DBH P. Pines only
"H"	3 ac.	P.Cut- Marked cut/WHA: Cut trees marked with a blue slash on 3 sides

Sprrd4.shp	Dirt Rds
	Improved Rds
	Paved Rds.
	Contours From D.L.G.'s Wcontour
	SECTION LINES Edt_plss.shp
	USGS Streams Wstream1
Allprct.shp	Sig. Wld
	WMA
H92106e	Clearcut
	Partial Cut
	WHA'S- Blue Ribbon
	Property Line Owner1.shp

Total Ac: 238 ac.

FPA Requirements: Two Up: Within WHA for units "A & B"
Two Down: Two per acre req'd for units "A & B"
Other

EXHIBIT F

State : Oregon
County : Klamath
Tract : West District
Operator: _____

Plan 90110

Project : 2002 Harvest Units
Setting Number: _____



Owner : U.S. Timberlands
Township : 40S
Range : 7E
Section : 7 & 18
Map Scale : 1:12000
Date : 7/31/2002 Kelly C.

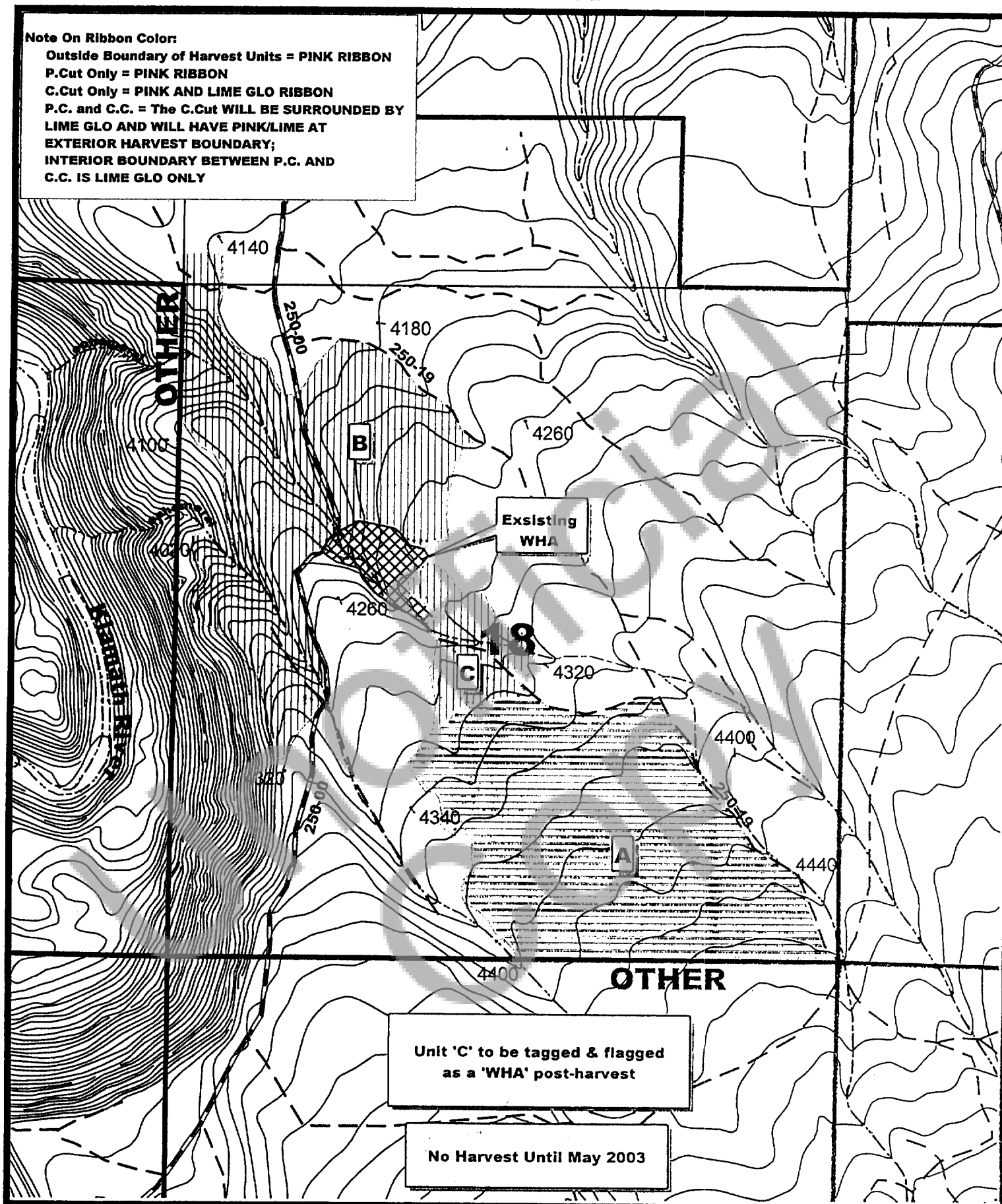
Start Date: _____
Written Plan Req'd: NO

1000 0 1000 Feet

65609

Note On Ribbon Color:

Outside Boundary of Harvest Units = PINK RIBBON
P.Cut Only = PINK RIBBON
C.Cut Only = PINK AND LIME GLO RIBBON
P.C. and C.C. = The C.Cut WILL BE SURROUNDED BY
LIME GLO AND WILL HAVE PINK/LIME AT
EXTERIOR HARVEST BOUNDARY;
INTERIOR BOUNDARY BETWEEN P.C. AND
C.C. IS LIME GLO ONLY



Imagery Information : 1997 IRS; Photo 01-29-2

Unit # Acres Harvest Prescription

"A"	108 ac.	C.Cut-- Cut all species to minimum merch specs.; PROTECT all sub-Rx trees
"B"	92 ac.	P.Cut-- Marked cut: Cut trees marked with a blue slash on 2 sides
"C"	16 ac.	P.Cut-- Marked cut/WHA: Cut trees marked with a blue slash on 2 sides (To be flagged & tagged as a WHA post-harvest)

Total Ac: 216 ac.

FPA Requirements: Two Up: Within WHA for unit "A" - To be flagged
& tagged post-harvest
Two Down: Two per acre req'd for unit "A"
Other

Sprrd4.shp
Dirt Rds
Improved Rds
Paved Rds.
USGS Streams Wstream1
SECTION LINES Edt_plss.shp
Contours From D.L.G.'s Wcontour
Property Line Owner1.shp
H90110e
Clearcut
Partial Cut
WHA'S-- Blue Ribbon

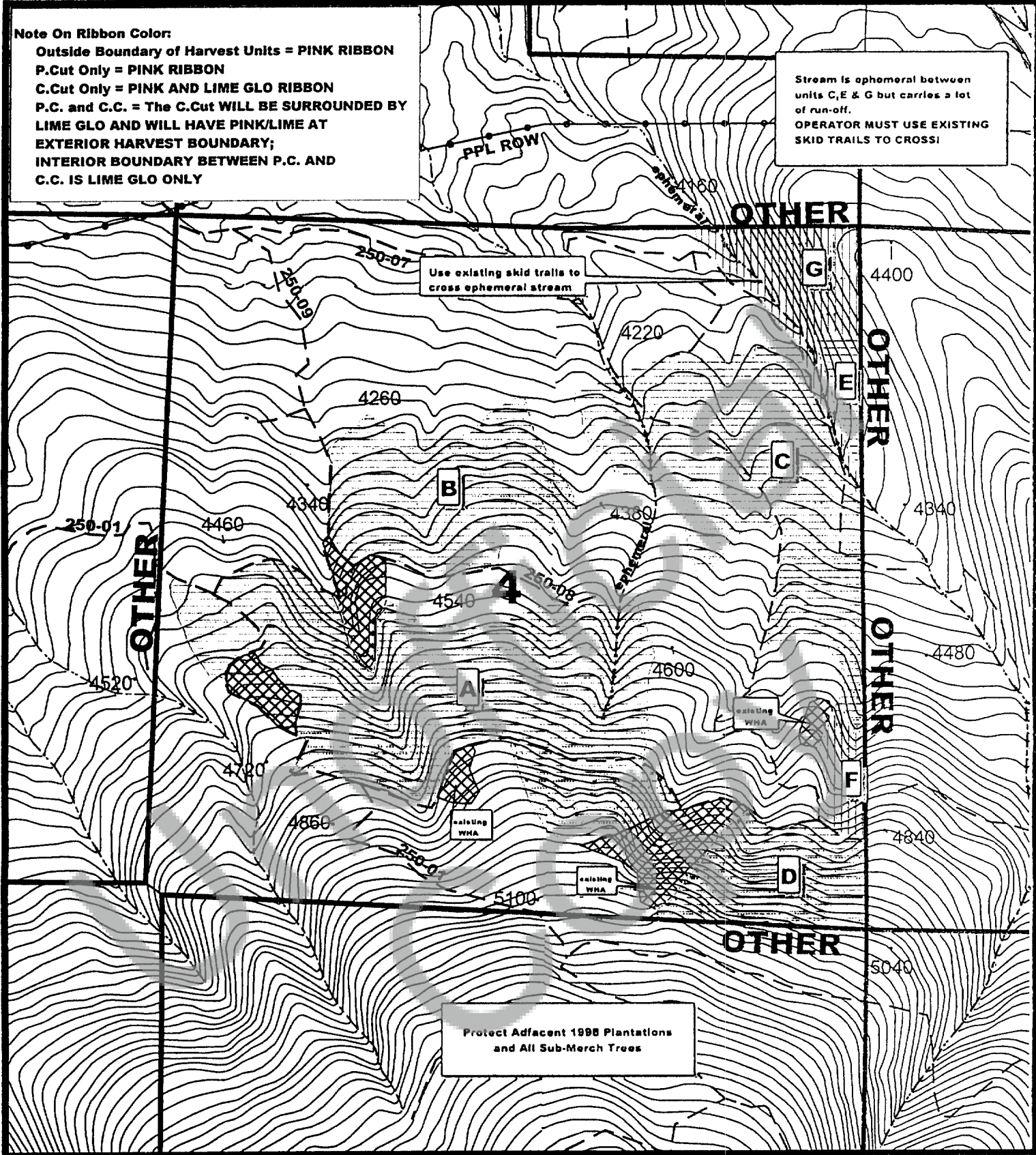
EXHIBIT B

State : Oregon
County : Klamath
Tract : West District
Operator :
Start Date :
Written Plan Req'd: NO

157
Plan 90102
Project : 2002 Harvest Units
Setting Number:

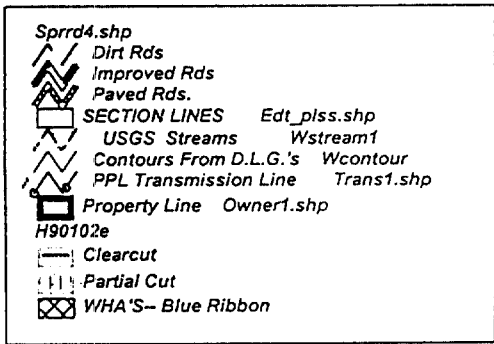


Owner : U.S.Timberlands
Township : 40S
Range : 7E
Section : 4
Map Scale 1:12000
Date : 8/14/2002 Kelly C.



Imagery Information : 1997 IRS; Photo 01-31-11

Unit #	Acres	Harvest Prescription
"A"	100 ac.	C.Cut-- Cut all species to minimum merch specs.; PROTECT all sub-Rx trees
"B"	42 ac.	C.Cut -- Same Rx as "A"
"C"	69 ac.	C.Cut -- Same Rx as "A"
"D"	23 ac.	C.Cut -- Same Rx as "A"
"E"	5 ac.	C.Cut -- Same Rx as "A"
"F"	6 ac.	P.Cut -- Marked cut/WHA: Cut trees marked with a blue band or slash on 3 sides
"G"	21 ac.	P.Cut -- Marked Cut/WHA: Same Rx as "F"



Total Ac: 266 ac.
FPA Requirements: Two Up: Within WHA for units "A,B,C,D & E"
Two Down: Two per acre req'd for units "A,B,C,D & E"
Other: Protect all Sub-Merch trees

EXHIBIT B