

After recording return to:

Scott Timber Co.
PO Box 1088
Roseburg, OR 97470

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

Scott Timber Co.
P. O. Box 1088
Roseburg, OR 97470

Until a change is requested, all property tax statements shall be sent to the following address. No change.

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

GRANTEE: SCOTT TIMBER PRODUCTS

This space reserved for recorder's use.

State of Oregon, County of Klamath

Recorded 11/20/2002 3:40 p m.

Vol M02, Pg 67366-67372

Linda Smith, County Clerk

Fee \$ 51⁰⁰ # of Pgs 7

MINERS CREEK 4TH QTR 2002

STATUTORY WARRANTY TIMBER DEED

U.S. TIMBERLANDS KLAMATH FALLS, a Delaware limited liability company ("Grantor") conveys and warrants to SCOTT TIMBER CO., an Oregon corporation ("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" [Need to see] 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 and other valuable consideration.

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 November 12, 2005 (the "Termination Date") to cut and remove the Conveyed Timber, **unless the Termination Date is extended to November 12, 2006 pursuant to the provisions of the Lump Sum Timber Sale Agreement dated November 12, 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, it successors and assigns, without the requirement of any action by any party hereto.

29 - TIMBER SALE AGREEMENT

(17/102876/107647/KJ/227835.1)

PortInd1-2123785.3 0099999-00001

*Rt: US Timberlands
PO Box 10
K-Falls OR 97601*

67367

This Timber Deed has been executed and delivered, and accepted, subject to the terms and provisions of the Agreement dated November 12, 2002 between Grantor and Grantee, the terms and conditions of which are incorporated herein.

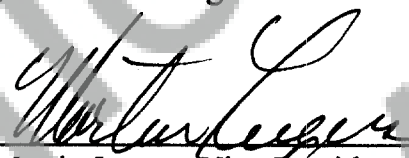
THIS INSTRUMENT WILL NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO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

Executed as of the 12th 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

)

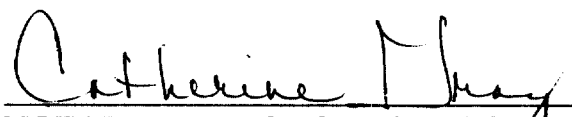
) ss.

County of Klamath

)

This instrument was acknowledged before me on November 12, 2002, by Martin Lugus as Vice President, Timberland 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

30 - TIMBER SALE AGREEMENT

(17/102876/107647/KJ/227835.1)

PortInd1-2123785.3 0099999-00001

EXHIBIT A

67368

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

TOWNSHIP 38 SOUTH, RANGE 6 EAST, W.M.:

**SECTION 34 THE SOUTH HALF OF THE NORTHWEST QUARTER; THE
 SOUTHWEST QUARTER OF THE SOUTHEAST QUARTER; THE
 SOUTHWEST QUARTER**

TOWNSHIP 39 SOUTH, RANGE 6 EAST, W.M.:

SECTION 3 GOVERNMENT LOTS 1, 2, 3, 4, 5, 6, 7, 13, 14 AND 15

**SECTION 9 GOVERNMENT LOT 1; THE NORTHWEST QUARTER OF THE
 NORTHEAST QUARTER**

SECTION 10 GOVERNMENT LOTS 3 AND 4

**SECTION 16 GOVERNMENT LOT 4; THE SOUTHWEST QUARTER OF THE
 SOUTHEAST QUARTER**

**SECTION 21 THE WEST HALF OF THE EAST HALF; GOVERNMENT LOTS 1, 2,
 3 AND 4**

SECTION 22 THE SOUTHWEST QUARTER OF THE SOUTHWEST QUARTER

31 - TIMBER SALE AGREEMENT

(17/102876/107647/KJ/227835.1)

PortInd1-2123785.3 0099999-00001

State : Oregon
County : Klamath

Plan 72115

Tract : West District

Project : 2002 Harvest Units



Operator: _____

Setting Number: _____

Start Date: _____

Written Plan Req'd: NO

Owner : U.S. Timberlands

Township : 39S

Range : 6E

Section : 16, 21, 22, 27 & 28

Map Scale : 1:12000

Date : 8/12/2002 Kelly C.

1000 0 1000 Feet

Note On Ribbon Color:

Outside Boundary of Harvest Units = PINK RIBBON

P.Cut Only = PINK RIBBON

C.Cut Only = PINK AND LIME GLO RIBBON

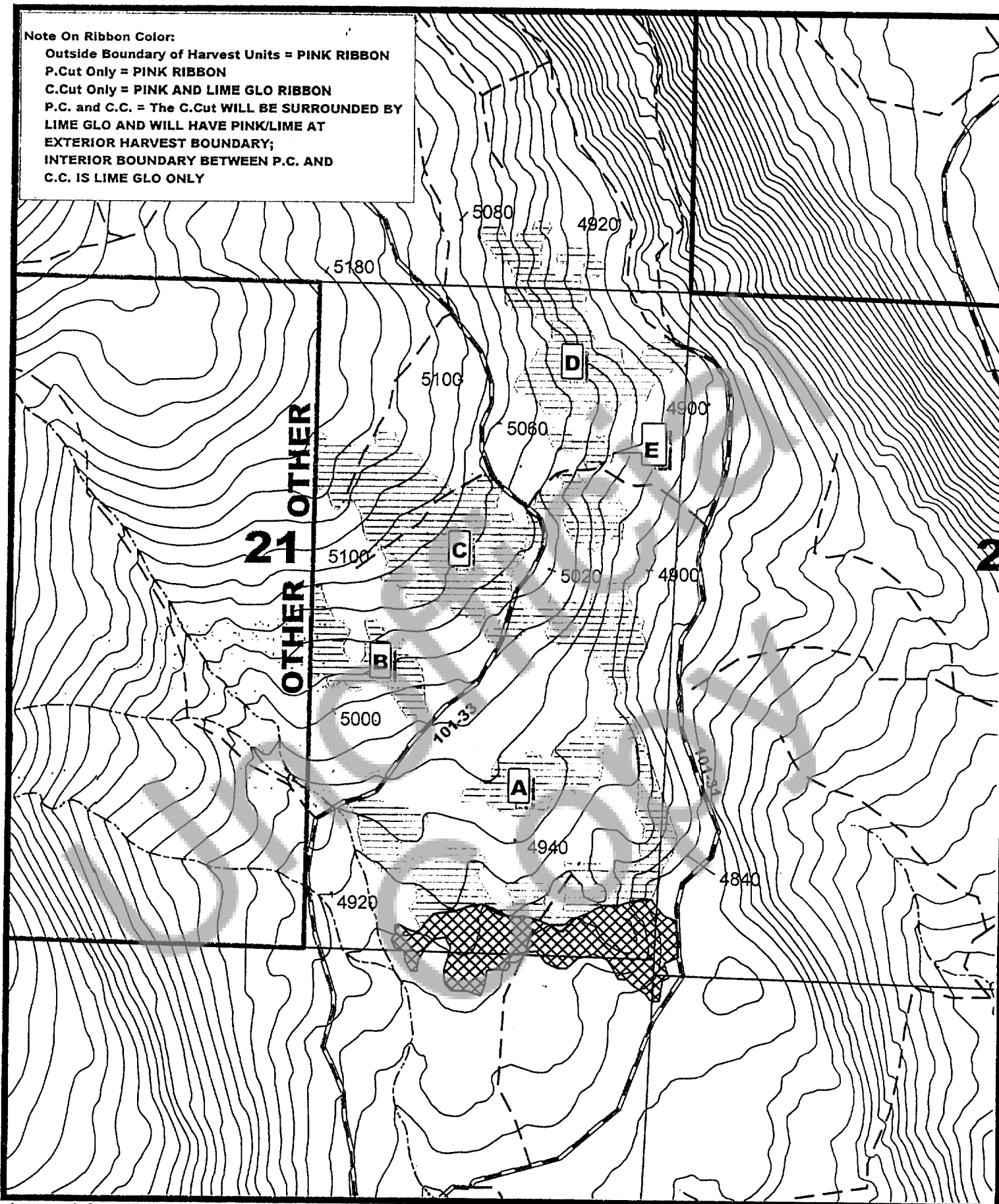
P.C. and C.C. = The C.Cut WILL BE SURROUNDED BY

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 01-24-18

Unit # Acres Harvest Prescription

"A"	36 ac.	C.Cut-- Cut all species to minimum merch specs; PROTECT all sub-Rx trees
"B"	10 ac.	C.Cut -- Same Rx as "A"
"C"	51 ac.	C.Cut -- Same Rx as "A"
"D"	24 ac.	C.Cut -- Same Rx as "A"
"E"	2 ac.	C.Cut -- Same Rx as "A"

Total Ac: 123 ac.

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

Sprrd4.shp

Dirt Rds

Improved Rds

Paved Rds.

SECTION LINES Edt_plss.shp

USGS Streams Wstream1

Contours From D.L.G.'s Wcontour

Property Line Owner1.shp

H72115e

Clearcut

WHA'S-- Blue Ribbon

EXHIBIT

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

Plan 80106

Project : 2002 Harvest Units
Setting Number: _____

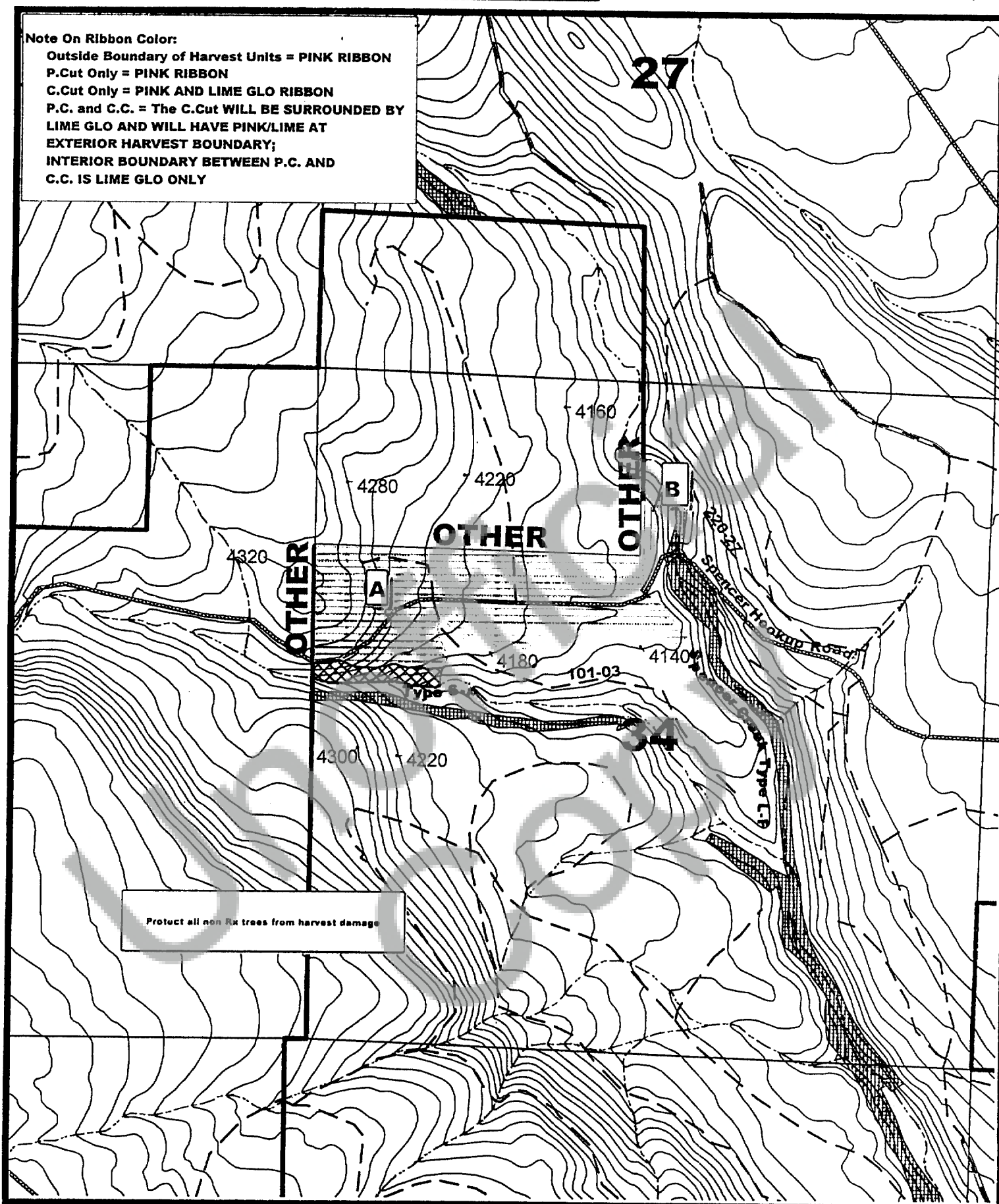


Owner : U.S. Timberlands
Township : 38S
Range : 67370 6E
Section : 34
Map Scale 1:12000
Date : 9/25/2002 Kelly C.

1000 0 1000 Feet

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 01-25-22

Unit # Acres Harvest Prescription

"A"	49 ac.	C.Cut-- Cut all species to minimum merch specs.; PROTECT all sub-Rx trees
"B"	1 ac.	P.Cut-- Marked cut: Cut trees marked with a blue band or slash on 3 sides

Total Ac: 50 ac.

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

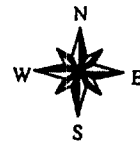
Sprrd4.shp
Dirt Rds
Improved Rds
Paved Rds.
SECTION LINES Edt_plss.shp
USGS Streams Wstream1
Contours From D.L.G.'s Wcontour
H80106e
Clearcut
Partial Cut
WHA'S-- Blue Ribbon
Property Line Owner1.shp
Allprct.shp
RMA

EXHIBIT B

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

Plan 86106

Project : 2002 Harvest Units
Setting Number: _____



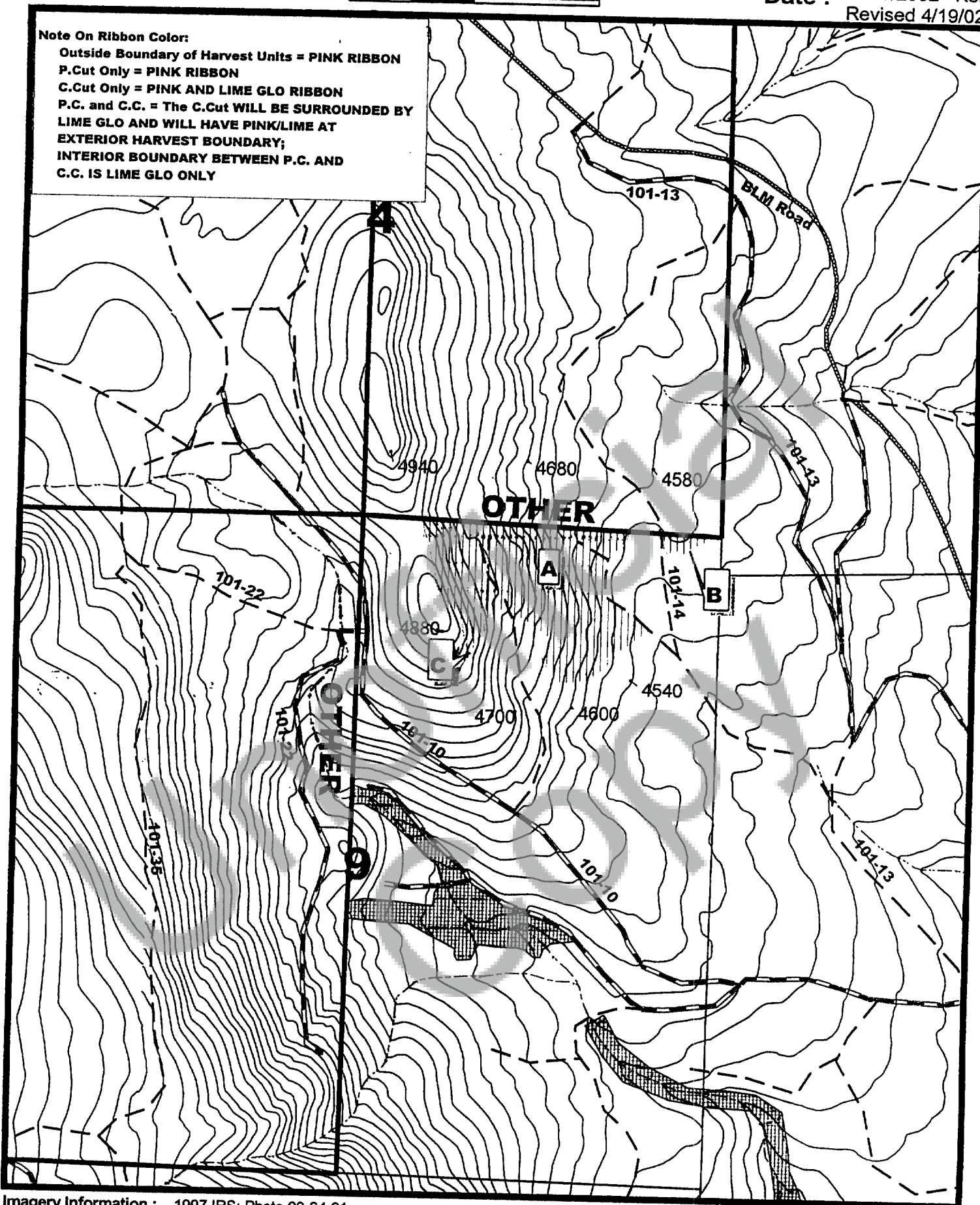
Owner : U.S. Timberland
Township : 39S
Range : 6E
Section : 9
Map Scale 1:12000
Date : 4/10/2002 Kelly
Revised 4/19/02 D

1000 0 1000 Feet

67371

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 99-24-21

Unit # Acres Harvest Prescription

"A"	31 ac.	P.Cut – Type 2 Harvest: Min. Merch. Firs; 14" + DBH Pines
"B"	1 ac.	P.Cut – Same Rx as "A"
"C"	2 ac.	P.Cut / Marked Cut/WHA-- Cut only trees marked with a blue band or slash on 3 sides. NOTE: Unit "C" is flagged and tagged in blue as a WHA!

Total Ac: 34 ac.

FPA Requirements: Two Up: Within Unit "C" for unit "A"
Two Down: Two per acre req'd for unit "A"
Other: Protect all Sub Rx trees

Sprrd4.shp

Dirt Rds

Improved Rds

Paved Rds.

SECTION LINES

Edt_plss.shp

Property Line

Owner1.shp

Contours From D.L.G.'s

Wcontour

Allprct.shp

RMA

USGS Streams

Wstream1

H86106e

Partial Cut

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

Plan 86021
Project : 2001 Harvest Units
Setting Number: _____



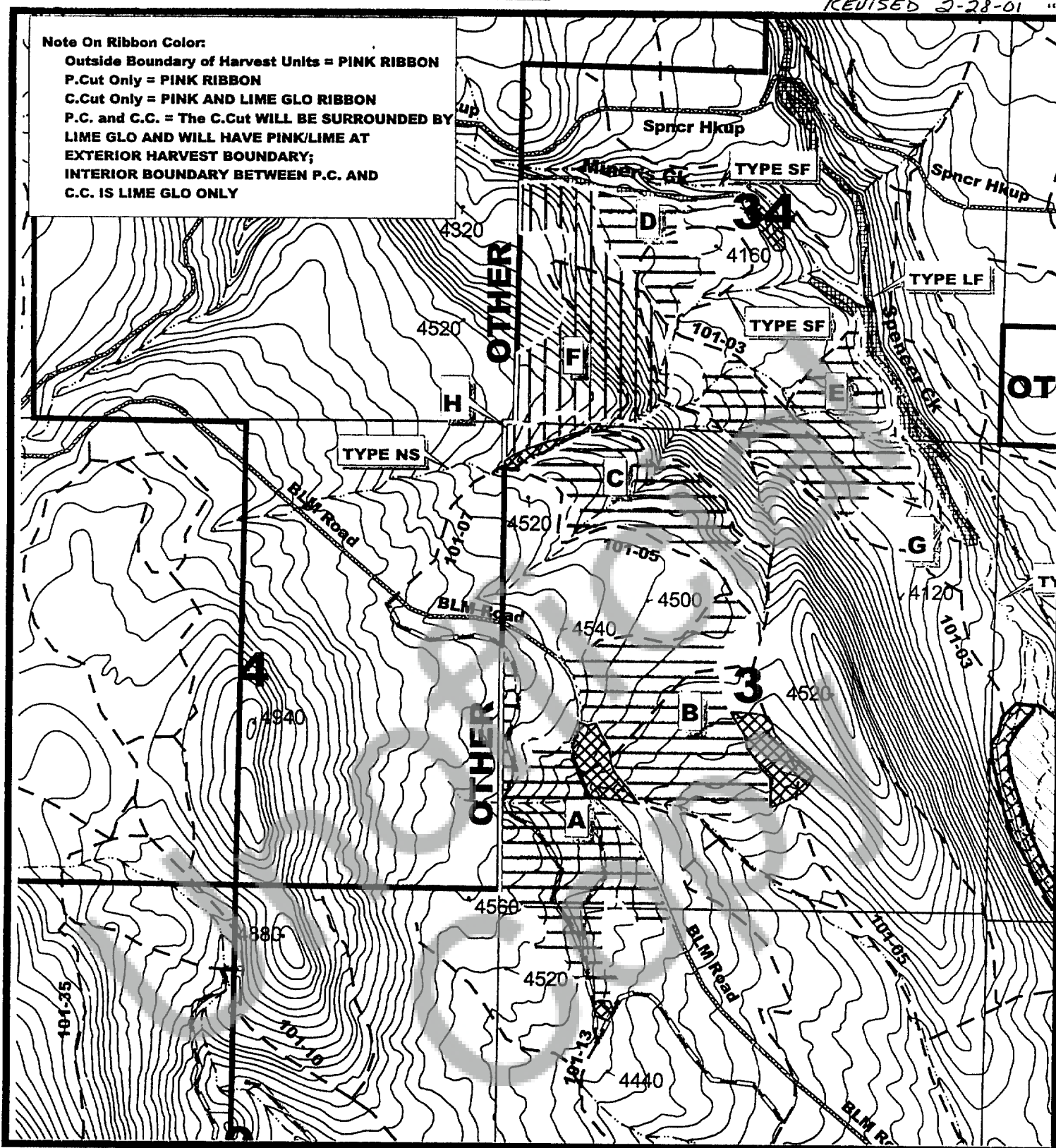
Owner : U.S.Timberlands
Township : 38S;39S
Range : 6E
Section : 34; 3,10
Map Scale 1:18000
Date : 1/17/2001 Kelly C
REVISED 2-28-01

1000 0 1000 Feet

67372

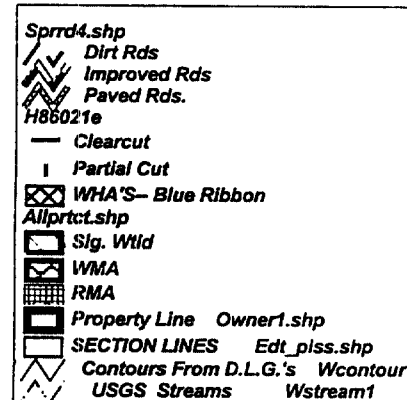
Note On Ribbon Color:

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 00-25-10,11

Unit #	Acres	Harvest Prescription
"A"	72 ac.	C.Cut-- Cut all species to minimum merch specs.; PROTECT all sub-Rx trees
"B"	76 ac.	C.Cut -- Same Rx as "A"
"C"	42 ac.	C.Cut -- Same Rx as "A"
"D"	25 ac.	C.Cut -- Same Rx as "A"
"E"	60 ac.	C.Cut -- Same Rx as "A"
"F"	68 ac.	P.Cut-- Marked cut: Cut trees marked with a blue slash on 2 sides
"G"	7 ac.	P.Cut/WHA-- Same Rx as "F"
"H"	6 ac.	P.Cut/WHA -- Same Rx as "F"



Total Ac: 356 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

Significant Wetland S.W.
Stream Class F N D
Stream Size L M S
Resource Site
No Harvest Area N.H.
Prescription Change
Clearcut C.C.

EXHIBIT B