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SK-13650

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, INTERNATIONAL PAPER REALTY CORPORATION, a corporation duly organized and operating under and by virtue of the laws of the State of Delaware, does hereby make, constitute, and appoint GEORGE E. TWINING, Attorney at Law, and JOHN C. ROSENTHAL of International Paper Realty Corporation, or each acting individually, its true and lawful attorneys to appear for it, represent it, and execute all documents on its behalf as may be required in connection with the sale of certain real property located in Sections 26, 27 and 34, T. 2 N., R. 5 E., W.M., Skamania County, Washington, as described in Exhibit "A" attached hereto.

Said corporation by these presents does give and grant unto said attorneys full power and authority to do and perform everything whatsoever requisite or necessary to be done in connection with this Power of Attorney, as fully as this corporation might do in its own capacity.

The powers and authorities vested in GEORGE E. TWINING and JOHN C. ROSENTHAL pursuant to this Power of Attorney shall expire at 12:00 o'clock Midnight on June 30, 1985.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed by its duly authorize officers under its corporate seal this 11<sup>th</sup> day of MARCH, 1985.

INTERNATIONAL PAPER REALTY CORPORATION  
A Delaware Corporation



By [Signature]  
Title: president

By [Signature]  
Title: ass't secy

STATE OF NEW YORK )  
County of New York ) ss.

On the 11<sup>th</sup> day of March, 1985, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Leonard Bonnie JR and M. B. F. I. S. A. N, Vice-President and Secretary, respectively, of INTERNATIONAL PAPER REALTY CORPORATION, the corporation that executed the foregoing instrument and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that they are authorized to execute the said instrument.

WITNESS my hand and official seal hereto affixed the day and year in this certificate above written.

[Signature]  
Notary Public in and for the State  
of New York, residing at \_\_\_\_\_

SMX

PARCEL A

THE SOUTH HALF OF THE SOUTHWEST QUARTER OF SECTION 26, TOWNSHIP 2 NORTH, RANGE 5 EAST OF THE WILLAMETTE MERIDIAN; EXCEPT THAT PORTION THEREOF LYING NORTHWESTERLY OF A LINE 250 FEET DISTANT IN A SOUTHEASTERLY DIRECTION FROM THE EASTERLY BANK OF THE WASHOUGAL RIVER AT MEAN HIGH WATER.

EXCEPT AN UNDIVIDED UNDETERMINATE INTEREST IN AND TO ALL OF THE OIL, GAS AND OTHER MINERALS IN AND UNDER AND THAT MAY BE PRODUCED FROM THE DESCRIBED PARCELS A, B & C, AS GRANTED BY INSTRUMENT DATED JULY 11, 1966, RECORDED JULY 29, 1966 IN BOOK 56 OF DEEDS AT PAGES 157-158, UNDER AUDITOR'S FILE NO. 67253, RECORDS OF SKAMANIA COUNTY, WASHINGTON.

PARCEL B

ALL THAT PORTION OF THE SOUTH HALF OF THE SOUTHEAST QUARTER OF SECTION 27 IN TOWNSHIP 2 NORTH, RANGE 5 EAST OF THE WILLAMETTE MERIDIAN, LYING SOUTHERLY OF A LINE 250 FEET DISTANT IN A SOUTHERLY DIRECTION FROM THE SOUTHERLY BANK OF THE WASHOUGAL RIVER AT MEAN HIGH WATER.

EXCEPT AN UNDIVIDED UNDETERMINATE INTEREST IN AND TO ALL OF THE OIL, GAS AND OTHER MINERALS IN AND UNDER AND THAT MAY BE PRODUCED FROM THE DESCRIBED PARCELS A, B & C, AS GRANTED BY INSTRUMENT DATED JULY 11, 1966, RECORDED JULY 29, 1966, IN BOOK 56 OF DEEDS AT PAGES 157-158, UNDER AUDITOR'S FILE NO. 67253, RECORDS OF SKAMANIA COUNTY, WASHINGTON.

PARCEL C

THAT PORTION OF THE NORTHEAST QUARTER OF THE NORTHWEST QUARTER OF SECTION 34, IN TOWNSHIP 2 NORTH, RANGE 5 EAST OF THE WILLAMETTE MERIDIAN, LYING EASTERLY OF A LINE 250 FEET DISTANT IN A EASTERLY DIRECTION FROM THE EASTERLY BANK OF THE WASHOUGAL RIVER AT MEAN HIGH WATER.

EXCEPT AN UNDIVIDED UNDETERMINATE INTEREST IN AND TO ALL OF THE OIL, GAS AND OTHER MINERALS IN AND UNDER AND THAT MAY BE PRODUCED FROM THE DESCRIBED PARCELS A, B & C, AS GRANTED BY INSTRUMENT DATED JULY 11, 1966, RECORDED JULY 29, 1966, IN BOOK 56 OF DEEDS AT PAGES 157-158, UNDER AUDITOR'S FILE NO. 67253, RECORDS OF SKAMANIA COUNTY, WASHINGTON.

TOGETHER WITH A PERPETUAL NONEXCLUSIVE EASEMENT FOR THE BENEFIT OF PARCELS A, B & C DESCRIBED ABOVE, TO USE FOR ANY AND ALL PURPOSES A ROAD 60 FEET IN WIDTH, AND TO MAINTAIN AND RECONSTRUCT SAID ROAD IN THE WEST HALF OF THE WEST HALF OF SECTION 23 IN TOWNSHIP 2 NORTH, RANGE 5 EAST OF THE WILLAMETTE MERIDIAN, THE CENTERLINE OF SAID ROAD BEING DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF THE TRACT OF LAND CONVEYED TO THE STATE OF WASHINGTON (DEPARTMENT OF FISHERIES), BY DEED DATED JUNE 3, 1954, AND RECORDED JUNE 16, 1954 AT PAGE 185 OF BOOK 38 OF DEEDS, RECORDS OF SKAMANIA COUNTY, WASHINGTON, SAID POINT BEING 200 FEET SOUTH AND 850 FEET EAST OF THE NORTHWEST CORNER OF SAID SECTION 23; THENCE SOUTH 45° 20' WEST 290 FEET; THENCE SOUTH 38° 50' WEST 90 FEET; THENCE SOUTH 9° 20' EAST 170 FEET; THENCE SOUTH 31° EAST 225 FEET; THENCE SOUTH 15° 40' WEST 270 FEET; THENCE SOUTH 5° EAST 480 FEET;

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THENCE SOUTH 20° 30' WEST 790 FEET; THENCE SOUTH 2° EAST 515 FEET; THENCE SOUTH 5° EAST 1200 FEET; THENCE SOUTH 1° 40' WEST 870 FEET TO THE END OF THE EXISTING ROAD, AND A PERPETUAL NONEXCLUSIVE EASEMENT TO USE FOR ANY AND ALL PURPOSES A ROAD 60 FEET IN WIDTH, AND TO MAINTAIN AND RECONSTRUCT SAID ROAD, IN THE SOUTHEAST QUARTER OF SECTION 27 IN TOWNSHIP 2 NORTH, RANGE 5 EAST OF THE WILLAMETTE MERIDIAN, THE CENTERLINE OF SAID ROAD BEING DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON THE CENTERLINE OF AN EXISTING COUNTY ROAD, SAID POINT BEING 2450.29 FEET NORTH AND 1116.95 FEET WEST OF THE SOUTHEAST CORNER OF SAID SECTION 27; THENCE SOUTH 26° 57' 20" EAST 275.61 FEET; THENCE SOUTH 10° 36' 20" EAST 166.97 FEET; THENCE SOUTH 36° 50' WEST 568.35 FEET; THENCE SOUTH 36° EAST 75 FEET; THENCE SOUTH 40° WEST 350 FEET; THENCE SOUTH 250 FEET; THENCE SOUTH 45° WEST 280 FEET, MORE OR LESS, TO A POINT IN THE SOUTHWEST QUARTER OF THE SOUTHEAST QUARTER OF SAID SECTION 27, SAID POINT BEING APPROXIMATELY 250 FEET SOUTHERLY FROM THE MEAN HIGH WATER LINE OF THE WASHOUGAL RIVER.



INTERNATIONAL PAPER REALTY CORPORATION

I, Syvert Nerheim, a duly appointed <sup>assistant</sup> secretary of International Paper Realty Corporation, a Delaware corporation ("IPR"), do hereby certify that:

- (a) attached hereto, marked Exhibit A, is a copy of resolutions adopted at a meeting of the Board of Directors of IPR, held on October 6, 1981 and on May 18, 1982.
- (b) pursuant to the authority granted by such resolution, approval has been obtained for the sale of approximately 14.7 acres in Skamania Parish/County, Washington, known as the P-7 Tract, for a total price of \$ 66,000.00;
- (c) the persons named below are duly elected officers of IPR holding the offices set opposite their names and as such are authorized and qualified to sign on behalf of IPR any deeds, agreements or other documents and to all other things necessary to consummate the foregoing sale;

Leonard H. Ronnie, Jr. .... President  
 Gary Becker ..... Vice President  
 Martin M. Molot ..... Vice President  
 Larry M. Todd ..... Vice President

and

(d) the attached resolutions have not been modified or amended and are of International Paper Realty Corporation this 5th day of March, 1985.

Syvert E. Nerheim  
 Assistant Secretary  
 INTERNATIONAL PAPER REALTY CORPORATION

At a meeting held October 6, 1981, the following action was taken by the Board of Directors:

RESOLVED that this Board hereby delegates authority to consummate any transaction for the acquisition, exchange or disposal of capital assets, including, without limitation, securities, tangible or intangible personal property and the purchase and sale or other disposition, pledge, mortgage, encumbrance or other placing at risk of real property assets, with maximum limits based upon the total value to the Corporation, as follows:

Executive Committee	\$1,000,000
Each director, other than the President (each of which such directors being hereby designated a committee of one for this purpose)	350,000
Chairman of the Board	350,000
President	100,000

Action by the Executive Committee may be taken by written consent of both members of the Committee or by the affirmative vote of both members at a meeting of the Committee. The secretary or any assistant secretary of the Corporation shall serve as secretary of the Committee; and further

RESOLVED that in determining the total value to the Corporation of each transaction for the purposes of the authority in the preceding resolution,

- (i) the value of the assets to be acquired in such transaction shall be the total amount in cash and fair market value of property, services or rights to be paid, committed or placed at risk by the Corporation; and
- (ii) the value of Corporation assets to be exchanged or disposed of in such transaction shall be the highest of the gross proceeds, fair market value as established by current appraisals or the current book net assets value;

and further

RESOLVED that transactions approved under authority of the foregoing resolutions as to which the total value to the Corporation exceeds \$100,000 shall be reported to the full Board at its next meeting.

This supercedes resolutions of the Board adopted November 10, 1978.

At a meeting May 18, 1982, the following action was taken by the Board of Directors:

RESOLVED that, with respect to any transaction approved under the authority of the resolutions adopted by this Board on October 6, 1981 each of the following officers:

- Chairman of the Board
- President
- any Vice President

is hereby authorized, on behalf of the Company, to do all things necessary, including the execution and delivery of any and all documents, in form approved by counsel, to carry out such transaction.

STATE OF WASHINGTON  
 COUNTY OF STROMboli  
 I HEREBY CERTIFY THAT THE WITHIN  
 INSTRUMENT IS THE PROPERTY OF  
 SKAMMANG COUNTY TITLE CO.  
 OF SIMPSON, WA  
 AT 12:45 P. APRIL 1982  
 WITNESSED BY ME  
 MISC. 670  
 JMD  
 SECRETARY