

111499

FILED FOR RECORD  
SKAMANIA CO. TITLE

BOOK 123 PAGE 915

JUL 1 2 21 PM '91

AGREEMENT

PCTC, Inc., a Delaware corporation (formerly known as Plum Creek Timber Company, Inc., and BN Timberlands, Inc.), as Grantor, Plum Creek Timber Company, L.P., as Grantee, Meridian Minerals Company, a Montana corporation, as Reserved Mineral Owner, and Meridian Oil Inc., a Delaware corporation, as Reserved Oil and Gas Owner (the "Parties"), for and in consideration of the mutual promises and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby acknowledge that Section 2 of the Deed to Plum Creek Timber Company, L.P. dated as of June 21, 1989, effective as of June 8, 1989 and recorded in Skamania County, State of Washington, under Recording Number 107302 (the "Deed") was and is intended to mean and include, and the Parties hereby expressly agree, that the respective right of the Reserved Mineral Owner and the Reserved Oil and Gas Owner to use in common with Surface Owner roads now existing on the Subject Properties is subject to the condition that such use shall not violate any existing instrument creating or affecting Surface Owner's right of use including, without limitation, easements for road right of way purposes granted in favor of the United States of America, by and through the Forest Service, Department of Agriculture (the "Government"); and further acknowledge and agree with respect to roads constructed on easements subsequently granted (after the date of the Deed) by the Surface Owner to the Government that:

1. The Reserved Mineral Owner and/or the Reserved Oil and Gas Owner, as the case may be, cannot materially interfere with a government road across Surface Owner's land until the Government accepts a legally usable substitute road of similar type and character as the original road, which acceptance will not be unreasonably delayed or withheld;
2. The Reserved Mineral Owner and/or the Reserved Oil and Gas Owner, as the case may be, will pay for the substitute road; and
3. The Reserved Mineral Owner and/or the Reserved Oil and Gas Owner, as the case may be, will pay for any increased costs resulting from the additional maintenance, surface replacement, haul and use costs of the substitute road that are reasonably determined by the Government, utilizing normal Forest Service practices consistently applied to Forest Service roads of a similar type and character.

Except when the context otherwise requires, the capitalized terms herein shall have the same meanings ascribed to them in the Deed. This Agreement shall apply to and be binding upon the successors in interest and assigns of the Parties hereto.

SAUNDRA WILLING  
TREASURER OF SKAMANIA COUNTYGlenda J. Kimmel, Skamania County Assessor  
By: Sandra Willing & N. L. R. 2/3/91 See attached

Registered	p
Indexed, Dir	p
Indirect	p
Filmed	
Mailed	

The Reserved Mineral Owner and Reserved Oil and Gas Owner hereby acknowledge that by virtue of the Deed, neither, as of this date, constitutes a successor in interest or an assign of Grantee.

The foregoing is in no manner to be construed as a limitation on any other rights of access any Party may have as an inholder.

The Parties hereby agree that any and all requirements of law necessary to be satisfied in order for the provisions of this Agreement to constitute deed restrictions and covenants running with the land shall be deemed to be satisfied in full, or in the alternative, that an equitable servitude has been created to insure that these restrictions run with the land.

The Parties hereby expressly make the Government an intended beneficiary with respect to the restrictions contained in Section 2 of the Deed and the terms and conditions of this Agreement, with full rights to enforce the same against any breaching Party. Neither Section 2 of the Deed nor this Agreement may be revoked or amended to the Government's detriment without the written consent of the Government.

IN WITNESS WHEREOF, the undersigned have signed this Agreement this 2nd day of May, 1991.

Address for Notices:

5613 DTC Parkway  
12th Floor  
Englewood, CO 80111

MERIDIAN MINERALS COMPANY

By [Signature]  
Its PRESIDENT & CEO

5613 DTC Parkway  
11th Floor  
Englewood, CO 80111

MERIDIAN OIL INC.

By [Signature]  
Its S.R. V.P.

999 Third Avenue  
Suite 4500  
Seattle, WA 98104

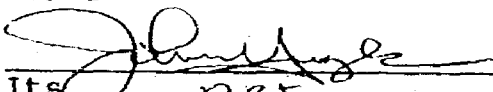
PCTC, INC.

By [Signature]  
Its Vice President, Finance

340 N. Pattee Street  
Post Office Box 7669  
Missoula, Montana 59807  
Attn: Regional Forester

UNITED STATES OF AMERICA


REGION 1

By   
Its PRE

Post Office Box 3623  
Portland, Oregon 97208  
Attn: Regional Forester

UNITED STATES OF AMERICA

REGION 6

By   
Its DRF

999 Third Avenue  
Suite 2300  
Seattle, WA 98104

PLUM CREEK TIMBER COMPANY L.P.  
By PLUM CREEK MANAGEMENT COMPANY  
Its General Partner

By   
Its President and CEO

STATE OF COLORADO )  
 ) ss.  
 COUNTY OF ARAPAHOE )

On this 13TH day of MARCH, 1991

WASHINGTON

Before me personally appeared G.W. THOMPSON, to me known to be the PRESIDENT & CEO of Meridian Minerals Company, the corporation that executed the within and 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 he is authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

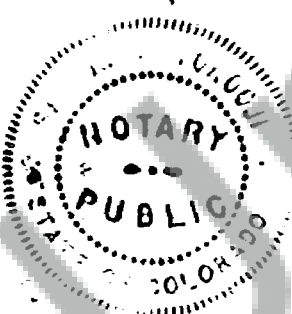
MONTANA

Before me, a Notary Public for the State of COLORADO, personally appeared G.W. THOMPSON, known to me to be the PRESIDENT & CEO of Meridian Minerals Company, the corporation that executed the foregoing instrument and he acknowledged to me that such corporation executed the same.

IDAHO

Before me, a Notary Public in and for the State of COLORADO, personally appeared G.W. THOMPSON, known or identified to me to be the PRESIDENT & CEO of Meridian Minerals Company, the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal on the day and year first above written.



Andrea J. Yokoye  
 NOTARY PUBLIC in and for the  
 State of COLORADO, residing  
 at 5613 DTC PKWY, ENGLEWOOD, CO 80111  
 My commission expires 7/22/91

STATE OF TEXAS

COUNTY OF HARRIS

On this the 15th day of March, 1991

WASHINGTON

BEFORE ME, the undersigned authority, on this day personally appeared Randolph P. Mundt, to me known to be the Senior Vice President of Meridian Oil Inc., the corporation that executed the within and 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 he is authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

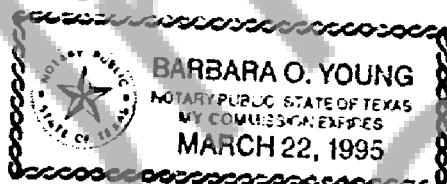
MONTANA

Before me, a Notary Public for the State of Texas, personally appeared Randolph P. Mundt, known to me to be the Sr. Vice President of Meridian Oil Inc., the corporation that executed the foregoing instrument and he acknowledged to me that such corporation executed the same.

IDAHO

Before me, a Notary Public for the State of Texas, personally appeared Randolph P. Mundt, known or identified to me to be the Sr. Vice President of Meridian Oil Inc., the corporation that executed the foregoing instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal on the day and year first above written.



*Barbara O. Young*  
Notary Public in and for the  
State of TEXAS, residing at  
2919 Allen Parkway, Houston, 77019  
My commission expires:



STATE OF Wa. )  
COUNTY OF King ) ss.

On this 11<sup>th</sup> day of March, 1991

WASHINGTON

Before me personally appeared George E. Harrison, to me known to be the Vice President, Finance of PCTC, Inc., the corporation that executed the within and 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 he is authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

MONTANA

Before me, a Notary Public for the State of \_\_\_\_\_, personally appeared \_\_\_\_\_, known to me to be the \_\_\_\_\_ of PCTC, Inc., the corporation that executed the foregoing instrument and he acknowledged to me that such corporation executed the same.

IDAHO

Before me, a Notary Public in and for the State of \_\_\_\_\_, personally appeared \_\_\_\_\_, known or identified to me to be the \_\_\_\_\_ of PCTC, Inc., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal on the day and year first above written.



Marguerite Reed  
NOTARY PUBLIC in and for the  
State of Wa., residing  
at Seattle  
My commission expires 3/22/92

STATE OF MONTANA )  
COUNTY OF MISSOULA ) ss.

On this 16th day of April, 1991

WASHINGTON

Before me personally appeared \_\_\_\_\_, to me known to be the \_\_\_\_\_ of the United States Forest Service, Region 1, and on behalf of the United States of America executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of the United States of America for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument and that the seal affixed, if any, is the official seal of the United States of America.

MONTANA

Before me, a Notary Public for the State of Montana, personally appeared John M. Hughes, known to me to be the Deputy Regional Forester of the United States Forest Service, Region 1, and on behalf of the United States of America executed the foregoing instrument and he acknowledged to me that the United States of America executed the same.

IDAHO

Before me, a Notary Public in and for the State of \_\_\_\_\_, personally appeared \_\_\_\_\_, known or identified to me to be the \_\_\_\_\_ of the United States Forest Service, Region 1, that executed the instrument or the person who executed the instrument on behalf of the United States of America, and acknowledged to me that the United States of America executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal on the day and year first above written.



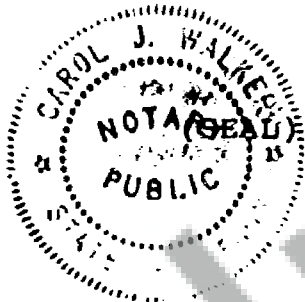
*Patricia R. Probstel*  
NOTARY PUBLIC in and for the  
State of Montana, residing  
at Missoula, MT  
My commission expires 5-30-91

ACKNOWLEDGMENT

STATE OF OREGON       )  
                                  )ss.  
County of Multnomah)

On the 2nd day of May, 1991, before me a Notary Public within and for said State, personally appeared John E. Lowe, Deputy Regional Forester, Pacific Northwest Region, Forest Service, Department of Agriculture, and the same person who executed the within and foregoing instrument, who, being by me duly sworn according to law, did say that he is the Deputy Regional Forester, Pacific Northwest Region, Forest Service, Department of Agriculture, and that said instrument was signed in behalf of the United States of America by its authority duly given and by him delivered as and for its act and deed. And he did further acknowledge that he executed said instrument as the free act and deed of the United States of America, for the purposes and consideration herein mentioned and set forth, and I do hereby so certify.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above written.



*Carol J. Walker*  
Notary Public for the State of Oregon  
Residing at Tualatin, Oregon  
My commission expires June 15, 1991



STATE OF Idaho )  
 ) ss.  
COUNTY OF Blaine )

On this 18<sup>th</sup> day of March, 1991

WASHINGTON

Before me personally appeared Donald D. Island, to me known to be the President and CEO of PLUM CREEK MANAGEMENT COMPANY, the general partner of PLUM CREEK TIMBER COMPANY L.P., the limited partnership that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said limited partnership for the uses and purposes therein mentioned, and on oath stated that he is authorized to execute said instrument.

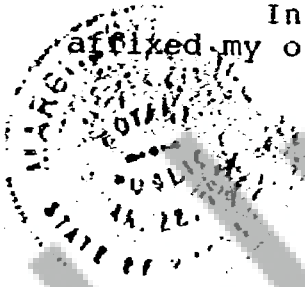
MONTANA

Before me, a Notary Public for the State of \_\_\_\_\_, personally appeared \_\_\_\_\_, known to me to be the \_\_\_\_\_ of PLUM CREEK MANAGEMENT COMPANY, the general partner of PLUM CREEK TIMBER COMPANY, L.P., the limited partnership that executed the foregoing instrument and he acknowledged to me that such limited partnership executed the same.

IDAHO

Before me, a Notary Public in and for the State of \_\_\_\_\_, personally appeared \_\_\_\_\_, known or identified to me to be the \_\_\_\_\_ of PLUM CREEK MANAGEMENT COMPANY, the general partner of PLUM CREEK TIMBER COMPANY, L.P., the limited partnership that executed the foregoing instrument and he acknowledged to me that such limited partnership executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal on the day and year first above written.



Margaret R. Rial  
NOTARY PUBLIC in and for the  
State of Idaho, residing  
at Idaho  
My commission expires 11/22/92

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DOCUMENT NO. 36344  
PLUM CREEK TIMBER CO. INC.

BOOK 117 PAGE 711

PAGE NO. 1

BOOK 123 PAGE 924

EXHIBIT A

SKAMANIA COUNTY WA

SECTION	TWP	RGE	DESCRIPTION	ACRES
01	6 N	5 E	ALL FRL.	643.44
02	6 N	5 E	ALL FRL.	643.36
03	6 N	5 E	ALL FRL.	643.44
11	6 N	5 E	ALL	646.60
12	6 N	5 E	ALL	640.30
13	6 N	5 E	N1/2	320.00
24	7 N	5 E	N1/2, SW1/4 6-5-2600	480.33
29	7 N	5 E	LOT 6 AND 9, LESS 10.92 ACRES SOLD IN WARRANTY DEEDS RECORDED 6-17-50, BOOK 45, P77, A.F. 853867 AND 10-3-60, BOOK 42, P 495, A.F. 857618 IN SKAMANIA COUNTY BOOK OF DEEDS.	83.63
31	7 N	5 E	LOT 2	28.00
01	6 N	6 E	ALL FRL.	641.35
02	6 N	6 E	ALL FRL.	642.28
03	6 N	6 E	ALL FRL.	641.68
04	6 N	6 E	LOT 1,2,3, S1/2NE1/4, SE1/4NW1/4, E1/2SW1/4, S1/2SW1/4SW1/4, SE1/4	500.72
05	6 N	6 E	S1/2SE1/4SE1/4, LOT 3,4, S1/2NW1/4, W1/2SW1/4	260.57
06	6 N	6 E	LOTS 1,2,3,6,7,8,10,12, S1/2NE1/4, SE1/4NW1/4, E1/2SW1/4, SE1/4	610.97
07	6 N	6 E	ALL FRL.	627.60
08	6 N	6 E	NE1/4NE1/4, S1/2NE1/4, NW1/4NW1/4, S1/2NW1/4, S1/2	560.03
09	6 N	6 E	ALL	640.00
10	6 N	6 E	ALL	640.00
11	6 N	6 E	ALL	640.00
12	6 N	6 E	N1/2, N1/2S1/2	480.00

DOCUMENT NO. 36344  
PLUM CREEK TIMBER CO., INC.

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## EXHIBIT A

SKAMANIA COUNTY WA

SECTION	TWP	RGE	DESCRIPTION	ACRES
03	7 N	6 E	ALL FRL.	681.84
04	7 N	6 E	ALL FRL.	680.88
05	7 N	6 E	ALL FRL.	681.40
06	7 N	6 E	ALL FRL.	670.34
07	7 N	6 E	ALL FRL.	629.28
09	7 N	6 E	ALL	640.00
10	7 N	6 E	ALL.	640.00
11	7 N	6 E	N1/2	320.00
14	7 N	6 E	N1/2NE1/4	80.00
15	7 N	6 E	ALL	640.00
16	7 N	6 E	ALL	640.00
17	7 N	6 E	ALL	640.00
18	7 N	6 E	LOTS 1-4, E1/2W1/2, N1/2NE1/4, SW1/4SE1/4, SW1/4NE1/4	469.20
19	7 N	6 E	ALL FRL.	629.96
20	7 N	6 E	ALL	640.00
21	7 N	6 E	ALL	640.00
22	7 N	6 E	ALL	640.00
23	7 N	6 E	LOTS 1,2, N1/2, N1/2SE1/4	433.08
27	7 N	6 E	ALL, LESS 6.69 ACRES SOLD IN E1/2 SE1/4 EVIDENCED BY 0.55AC. CONVEYED BY WARRANTY DEED 9-17-85, A.F. 899965, AND BY 6.14 ACRES CONVEYED BY WARRANTY DEED 2-17-88, A.F. 8115690 IN THE BOOK OF DEEDS, SKAMANIA COUNTY.	633.31
28	7 N	6 E	ALL, LESS 21.05 AC LYING WITHIN SWIFT RESERVOIR	618.15
29	7 N	6 E	ALL, LESS THAT PORTION OF SW1/4 NW1/4 S1/2 LYING BELOW 1000	367.76

DOCUMENT NO. 36344  
PLUM CREEK TINKER CO. INC.

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## EXHIBIT A

SKAMANIA COUNTY WA

SECTION	TWP	RGE	DESCRIPTION	ACRES
29	7 N	6 E	FT. CONTOLR SOLD BY DEED, RECORDED 3-2-59, A.F. 855342, BOOK OF DEEDS, SKAMANIA COUNTY.	
31	7 N	6 E	LOTS, 7,8 LESS 58.77 ACRES SOLD BY WARRANTY DEED, RECORDED 5-21-59, BOOK 46, P 115, A.F. 855342, BOOK OF DEEDS, SKAMANIA COUNTY.	59.83
33	7 N	6 E	ALL FRACTIONAL, LESS 484.78 ACRES SOLD BY WARRANTY DEED AND CONVEYED BY WARRANTY DEED RECORDED 5-20-59, VOL. 46, P 115, A.F. 855342, BOOK OF DEEDS, SKAMANIA COUNTY.	176.60
35	7 N	6 E	THAT PART OF FRI SECTION LYING SOUTHEASTERLY OF THE SWIFT CREEK RESERVOIR AND BEING ABOVE THE 1,000 FOOT CONTOLR.	449.55