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FILED FOR RECORD
STATE OF WASH
BY SKAMANIA CO. REC

JAN 2 10 48 AM '98

GARY
AUDITOR
GARY H. OLSON

REAL ESTATE EXCISE TAX

19238

JAN - 2 1998

PAID Exempt
SW

SKAMANIA COUNTY TREASURER
WASHINGTON STATE COUNTY AUDITOR/RECORDER'S INDEXING FORM

When Recorded Return To: County: Skamania

John B. Crowell, Jr., Esq.
Lane Powell Spears Lubersky LLP
520 SW Yamhill Street, Suite 800
Portland, OR 97204-1383
(503) 226-6151

Document Title: Deed (Distribution To Partner Upon Dissolution of Partnership)

Grantor: West Coast Forest Resources Limited Partnership
f/k/a IP Timberlands Operating Company, Ltd.

Grantee: Mid-Valley Resources, Inc.

Legal Descriptions: Parcels of timberland in numerous sections of different Townships and
Ranges in the County. Legal descriptions of each Parcel are separately
numbered and run consecutively in the pages of Exhibit A to this Deed.

Assessor's Property Tax Parcel or Account Number:

Parcel Number
In Exhibit A

Corresponding Assessor's
Property Tax Parcel or Account Number

1
2
3
3

07-05-00-0-0-2700-00
07-06-34-0-0-0300-00
07-05-30-0-0-0100-00
07-05-30-0-0-0101-00

Reference Numbers of Documents Assigned or Released - None

leg H on page 5
END OF COVER SHEET

See 24, T7N, R5E
See 34, T7N, R6E

PORTLAND.B0707 v01

82 11 1
06 11 1
11 11 1
11 11 1
11 11 1

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EXHIBIT A

PARCEL I:

The Southeast quarter of Section 24, Township 7 North, Range 5 East of the Willamette Meridian, in the County of Skamania, State of Washington.

PARCEL II:

The South half of the Southeast quarter of Section 34, Township 7 North, Range 6 East of the Willamette Meridian, in the County of Skamania, State of Washington.

PARCEL III:

That portion of the South half of the Northeast quarter and that portion of the Southeast quarter of the Northwest quarter, all in Section 30, Township 7 North, Range 5 East of the Willamette Meridian, in the County of Skamania, State of Washington, lying South of the North line of that certain right of way granted to Pacific Power and Light Company by instrument recorded in Book 48, page 503.

BARGAIN AND SALE DEED

Skamania County, Washington

WEST COAST FOREST RESOURCES LIMITED PARTNERSHIP, a Texas limited partnership, formerly known as IP TIMBERLANDS OPERATING COMPANY, LTD., Grantor, hereby conveys to MID-VALLEY RESOURCES, INC., an Oregon corporation, Grantee, the real property situated in Skamania County, Washington, described in Exhibit A attached hereto and made a part hereof, subject to all matters and encumbrances of record affecting such real property and to all matters which would be evident upon inspection of the said real property or by survey.

The true consideration for this conveyance is zero dollars (\$0). This conveyance is made pursuant to the simultaneous dissolution and distribution of assets of Grantor and of Grantor's general and managing partner to the partner ultimately entitled to receive distribution.

DATED this 29th day of December, 1997.

WEST COAST FOREST RESOURCES LIMITED PARTNERSHIP

By: R-H TIMBER CO., LLC, General and Managing Partner

By: ROSEBURG RESOURCES CO., a Member and Manager

By:

L. H. A. Sykes
Vice President

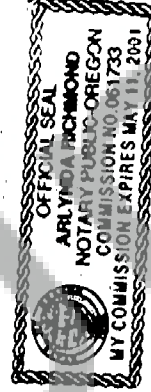
By: MID-VALLEY RESOURCES, INC., a Member and Manager

By:

A. G. R.
Vice President

STATE OF OREGON)
 County of Malheur) ss.

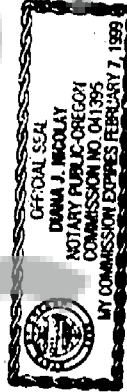
This instrument was acknowledged before me on the 29th day of December, 1997, by Timothy P. Leybold, Vice President, for ROSEBURG RESOURCES CO., as a Member and Manager of R-H TIMBER CO., LLC, the General and Managing Partner of WEST COAST FOREST RESOURCES LIMITED PARTNERSHIP, on whose behalf this instrument was executed.



(Seal) Arlynda Richmond
 Notary Public for Oregon
 My commission expires: 5-11-01

STATE OF OREGON)
 County of Washington) ss.

This instrument was acknowledged before me on the 26th day of December, 1997, by Steven T. Zike, Vice President, for MID-VALLEY RESOURCES, INC., as a Member and Manager of R-H TIMBER CO., LLC, the General and Managing Partner of WEST COAST FOREST RESOURCES LIMITED PARTNERSHIP, on whose behalf this instrument was executed.



(Seal) Dana J. Molloy
 Notary Public for Oregon
 My commission expires: 2-7-99

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Gary H. Merila, Skamania County Assessor

Date 2/21/92 Parcel # 07 05 00 00 2 900 0 0
480
07 05 30 00 0 100 0 0
07 05 30 00 0 101 0 0
07 06 34 00 0 300 0 0

7