

AFTER RECORDING MAIL TO:

This instrument prepared by and when recorded mail to:
BRP LLC
c/o NRP (Operating) LLC
601 Jefferson Street, Suite 3600
Houston, Texas 77002
Attention: Mr. Wyatt Hogan
Vice President-General Counsel

REAL ESTATE EXCISE TAX

28688

JUL 20 2010

PAID \$10.00 min. on Sale of Water or Mineral Rights
Vickie Chelland, Treasurer
SKAMANIA COUNTY TREASURER

Space above this line for Recorders use only

QUITCLAIM DEED

Date: June 7, 2010

Grantor(s): INTERNATIONAL PAPER COMPANY, SUSTAINABLE FORESTS L.L.C., INTERNATIONAL PAPER REALTY CORPORATION, BLUE SKY TIMBER PROPERTIES LLC, SP FORESTS L.L.C., IP PETROLEUM COMPANY, INC., GCO MINERALS COMPANY, IP PACIFIC TIMBERLANDS, INC., IP TIMBERLANDS OPERATING COMPANY, LTD., IP FARMS, INC., CHAMPION REALTY CORPORATION, TRANSTATES PROPERTIES INCORPORATED and THE LONG-BELL PETROLEUM COMPANY, INC.

Grantee(s): BRP LLC

Abbreviated Legal: Ptn T010N-R005E-SEC013, ptn T010N-R006E-SEC007, ptn T010N-R006E-SEC018

Additional Legal on page: Exhibit A

Assessor's Tax Parcel No(s): (Mining claim No(s)) ptn of claims Phil Sheridan 2, Polar Star Jr 2, Black Falls 2, and Polar Star 1, and all of claims Phil Sheridan 1, Polar Star Jr 1,3, Polar Star 3, Blackhawk, Polar Star 1, Black Star 1

THE GRANTOR(S), INTERNATIONAL PAPER COMPANY, a New York corporation, SUSTAINABLE FORESTS L.L.C., a Delaware limited liability company, INTERNATIONAL PAPER REALTY CORPORATION, a Delaware corporation, BLUE SKY TIMBER PROPERTIES LLC, a Delaware limited liability company, SP FORESTS

L.L.C., a Delaware limited liability company, **IP PETROLEUM COMPANY, INC.**, a Delaware corporation, **GCO MINERALS LLC**, a Texas limited liability company, **IP PACIFIC TIMBERLANDS, INC.**, a Delaware corporation, **IP TIMBERLANDS OPERATING COMPANY, LTD.**, a Texas limited partnership, **IP FARMS, INC.**, a Delaware corporation, **CHAMPION REALTY CORPORATION**, a Delaware corporation, **TRANSTATES PROPERTIES INCORPORATED**, a Delaware corporation and **THE LONG-BELL PETROLEUM COMPANY, INC.**, a Louisiana corporation (each a "GRANTOR" and collectively, the "GRANTORS"), and each of whose address is set forth below, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) cash in hand paid by **BRP LLC**, a Delaware limited liability company, whose address is set forth below, ("GRANTEE"), the receipt and sufficiency of which are hereby acknowledged, do hereby quitclaim and release unto Grantee, its successors and assigns forever, subject to the reservations herein, the Assets. The term "Assets" shall mean all of the right, title, interest and claim of each Grantor in and to the following, less and except the Excluded Assets (as hereinafter defined):

(a) all mineral fee estates, mineral servitudes, royalty, overriding royalty, executive rights and other interests and rights, whether developed or undeveloped, leased or unleased in all (i) oil, liquid hydrocarbons, gas, coal seam gas, coal bed methane and any and all other liquid or gaseous hydrocarbons, as well as their respective constituent products, including condensate, casinghead gas, distillate and natural gas liquids and any other minerals produced in association therewith, (ii) helium, carbon dioxide and other gaseous substances, (iii) lead, zinc, copper, coal, lignite, peat, sulfur, phosphate, iron ore, sodium, salt, uranium, thorium, and other fissionable materials, molybdenum, vanadium, titanium, rutile ilmenite, leucosene, zircon, monazite, gold, silver, bauxite, precious and semi-precious gems and minerals, industrial minerals and other hard minerals, (iv) limestone, granite, saprolite, kaolin (and other forms of clay), sand, gravel, aggregate and other mined or quarried stone, bedrock and other rock materials, (v) all geothermal energy resources including, but not limited to, hydrostatic pressure, thermal energy, hydro pressured reservoirs, geopressured reservoirs, steam and other gases, hot water, hot brine, heat, natural gas and methane dissolved in geothermal formation water and any associated energy found in such geothermal formation water, including hydrostatic pressure and thermal energy, (vi) the right to sequester carbon dioxide or other greenhouse gases or greenhouse gas emissions in, on or under the subsurface of the Assets, including deep saline aquifers, oil and gas reservoirs, unmineable coal seams, basalt formations, and any other type of

geologic formations or strata that may be susceptible to carbon dioxide or greenhouse gas storage either presently or in the future, (vii) subsurface water rights, and (viii) ore deposits of any kind or character, whether solid, liquid or gaseous, and without limitation by enumeration of the minerals and substances expressly mentioned above (all of the foregoing minerals, substances and rights being defined as "*Minerals*"), in each case owned, held or claimed by any Grantor, in, to, on or under any of the lands described on **EXHIBIT A** attached hereto and made a part hereof (the "*Mineral Lands*");

(b) all Mineral leases, subleases, option agreements, and other similar instruments applicable to the Mineral Lands, including without limitation, those leases and other instruments described on **EXHIBIT B** attached hereto and made a part hereof;

(c) all real or immovable property and rights incident to the Mineral Lands, including (i) all rights with respect to the use or occupation of the surface of and subsurface depths under the Mineral Lands, and (ii) all rights with respect to any pooled, communitized or unitized lands by virtue of any Mineral Lands being a part thereof, including all production from such pool or unit allocated to any such Mineral Lands;

(d) all surface fee interests, surface leases, easements, rights-of-way, permits, licenses, and servitudes, rights of ingress and egress and use of the Mineral Lands to the extent reasonably necessary for exploring, drilling, mining, developing, producing, treating, storing, removing, transporting, marketing and owning the Minerals, and other rights with respect to the use and occupation of the surface of and the subsurface depths under the Mineral Lands, including those described in **EXHIBIT C** (such properties, the "*Easements*") but only to the extent that an owner of the Mineral Lands has rights under such Easements and subject to those obligations thereunder relating to the use of the surface of the Mineral Lands or the Minerals;

(e) all Minerals produced from or attributable to the Mineral Lands after the Effective Time and all fixtures and other real, immovable, movable and mixed property used or held for use in connection with the Mineral Lands;

LESS AND EXCEPT, and each Grantor hereby reserves all of its right, title, interest and claim in and to, the lands described on **EXHIBIT D** attached hereto and made a part hereof for all purposes (such properties, the "*Excluded Assets*").

TO HAVE AND TO HOLD THE ASSETS, together with all and singular the rights, privileges, contracts and appurtenances, in any way appertaining or belonging thereto (except as otherwise set forth herein), unto Grantee, its successors and assigns forever. **EXCEPT AS PROVIDED IN THE SALE AND CONTRIBUTION AGREEMENT DATED MAY 27, 2010 BY AND AMONG NRP (OPERATING) LLC, INTERNATIONAL PAPER COMPANY, IP**

MINERAL HOLDINGS LLC and GRANTEE, this Quitclaim Deed is made without warranty of title of any kind whatsoever, express, implied or statutory, and without recourse, even as to the return of the purchase price or other consideration, but with full substitution and subrogation of Grantee, and all persons claiming by, through and under Grantee, to the extent assignable, in and to all covenants and warranties by Grantors' predecessors in title and with full subrogation of all rights accruing under the statutes of limitation or prescription under the laws of various states in which the Assets are located. Grantors hereby assign to Grantee all covenants and warranties by Grantors' predecessors in title and all of Grantors' rights, claims and causes of action which any Grantor may have against its predecessors, and Grantee is specifically subrogated to all rights occurring under the statutes of limitation or prescription under the laws of the state where the Mineral Lands are located, to the extent Grantor may legally transfer such rights and grant such subrogation.

This Quitclaim Deed shall be effective for all purposes as of 7:00 a.m., local time at the location of the Assets, June 1, 2010 (the "*Effective Time*").

Address of Grantor:
c/o International Paper Company
PO Box 2118
Memphis, TN 38101

Address of Grantee:
BRP LLC
c/o NRP (Operating) LLC
601 Jefferson Street, Suite 3600
Houston, Texas 77002
Attention: Mr. Wyatt Hogan
Vice President-General Counsel

EXECUTED this 7th day of June, 2010.

INTERNATIONAL PAPER COMPANY,
a New York corporation

By: *T. Claves*

Thomas A. Claves

Name: _____

Title: Vice President

STATE OF TENNESSEE)
)
COUNTY OF SHELBY) ss.

On this 7th day of June, 2010, before me, a Notary Public in and for the State of Tennessee, personally appeared Thomas A. Claves, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President of **INTERNATIONAL PAPER COMPANY**, a New York corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

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

Stephanie Messenger
Notary Signature

Stephanie Messenger

(Stamp or Print Name)

NOTARY PUBLIC in and for the State of TN

residing at Shelby County

My appointment expires _____

**MY COMMISSION EXPIRES
May 4, 2014**

(NOTARY)



SUSTAINABLE FORESTS L.L.C., a
Delaware limited liability company

By: Thomas Connor
Name: **Thomas Connor**
Title: **Vice President**

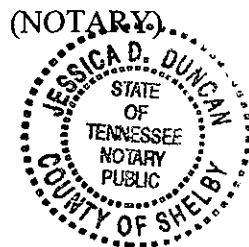
STATE OF TENNESSEE)
)
COUNTY OF SHELBY) ss.

On this 7 day of June, 2010, before me, a Notary Public in and for the State of _____, personally appeared **Thomas Connor**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the **Vice President** of **SUSTAINABLE FORESTS L.L.C.**, a Delaware limited liability company, to be the free and voluntary act and deed of said company for the uses and purposes mentioned in the instrument.

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

Jessica D. Duncan
Notary Signature
Jessica D. Duncan

(Stamp or Print Name)
NOTARY PUBLIC in and for the State of **Tennessee**
residing at **Shelby**
My appointment expires **MY COMMISSION EXPIRES February 23, 2014**



INTERNATIONAL PAPER REALTY CORPORATION, a Delaware corporation

By: Thomas Connor

Name: Thomas Connor

Title: Vice President

STATE OF TENNESSEE)
) ss.
COUNTY OF SHELBY)

On this 7 day of June, 2010, before me, a Notary Public in and for the State of _____, personally appeared Thomas Connor, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President of **INTERNATIONAL PAPER REALTY CORPORATION**, a Delaware corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

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

Jessica D. Duncan
Notary Signature

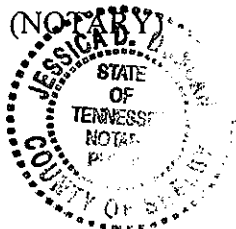
Jessica D. Duncan

(Stamp or Print Name)

NOTARY PUBLIC in and for the State of Tennessee

residing at Shelby

My appointment expires MY COMMISSION EXPIRES February 23, 2014



BLUE SKY TIMBER PROPERTIES
LLC, a Delaware limited liability company

By: Thomas Green

Name: **Thomas Connor**

Title: **Vice President**

[illegible]

On this 2 day of June, 2010, before me, a Notary Public in and for the State of _____, personally appeared Thomas Connor, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President of **BLUE SKY TIMBER PROPERTIES LLC**, a Delaware limited liability company, to be the free and voluntary act and deed of said company for the uses and purposes mentioned in the instrument.

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

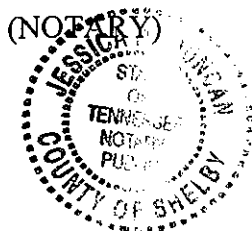
Notary Signature

Jessica D. Duncan

(Stamp or Print Name)

NOTARY PUBLIC in and for the State of Tennessee
residing at Shelby

My appointment expires _____ MY COMMISSION EXPIRES
February 23, 2014



SP FORESTS L.L.C., a Delaware limited liability company

By: Thomas Connor
 Name: Thomas Connor
 Title: Vice President

STATE OF TENNESSEE)
)
 COUNTY OF SHELBY) ss.

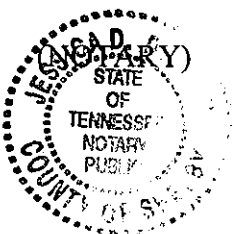
On this 7 day of June, 2010, before me, a Notary Public in and for the State of Tennessee, personally appeared Thomas Connor, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President of SP FORESTS L.L.C., a Delaware limited liability company, to be the free and voluntary act and deed of said company for the uses and purposes mentioned in the instrument.

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


Jessica D. Duncan
 Notary Signature
Jessica D. Duncan

(Stamp or Print Name) _____
 NOTARY PUBLIC in and for the State of Tennessee
 residing at Shelby
 My appointment expires _____

MY COMMISSION EXPIRES
 February 23, 2014




IP PETROLEUM COMPANY, INC., a
Delaware corporation

By: 
Name: **Carl Q. Carter**
Title: **Vice President**

STATE OF TENNESSEE)
)
COUNTY OF SHELBY) ss.

On this 2 day of June, 2010, before me, a Notary Public in and for the State of **Tennessee**, personally appeared **Carl Q. Carter**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the **Vice President** of **IP PETROLEUM COMPANY, INC.,** a Delaware corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

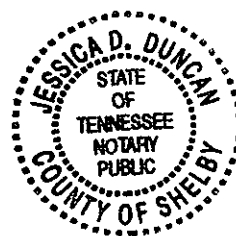
IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.


Notary Signature
Jessica D. Duncan


(Stamp or Print Name)
NOTARY PUBLIC in and for the State of **Tennessee**
residing at **Shelby**
My appointment expires _____

MY COMMISSION EXPIRES
February 23, 2014

(NOTARY)




GCO MINERALS COMPANY, a
Texas limited liability company

By: 
Name: **Damien J. Bukowy**
Title: **Vice President**

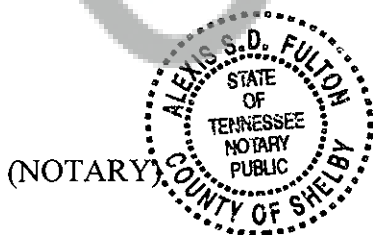
STATE OF TENNESSEE)
)
COUNTY OF SHELBY) ss.

On this 7 day of June, 2010, before me, a Notary Public in and for the State of ~~Tennessee~~, personally appeared **Damien J. Bukowy** **Vice President**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the **Vice President** of **GCO MINERALS LLC**, a Texas limited liability company, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

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


Notary Signature
Alexis S.D. Fulton

(Stamp or Print Name)
NOTARY PUBLIC in and for the State of **Tennessee**
residing at **Shelby**
My appointment expires **MY COMMISSION EXPIRES**
February 23, 2014



**IP PACIFIC TIMBERLANDS, INC., a
Delaware corporation**

By: 

Name: **Damien J. Bukowy**

Title: **Vice President**

STATE OF TENNESSEE)
)
COUNTY OF SHELBY) ss.

On this 7 day of June, 2010, before me, a Notary Public in and for the State of ~~Tennessee~~ Tennessee, personally appeared ~~Damien J. Bukowy~~ Damien J. Bukowy, Vice President, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the **Vice President** of **IP PACIFIC TIMBERLANDS, INC.**, a Delaware corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

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

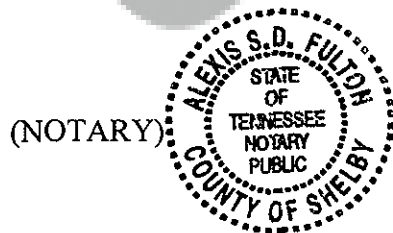

Notary Signature

Alexis S.D. Fulton

(Stamp or Print Name)

NOTARY PUBLIC in and for the State of **Tennessee**
residing at **Shelby**

My appointment expires _____ MY COMMISSION EXPIRES
February 23, 2014



**IP TIMBERLANDS OPERATING
COMPANY, LTD.**, a Texas limited
partnership

By: IP Forest Resources Company, a
Delaware corporation, its Managing
Partner

By: *Karen M. Edwards*
Name: Karen M. Edwards
Title: Vice President

STATE OF TENNESSEE)
)
COUNTY OF SHELBY)

ss.

On this 7th day of June, 2010, before me, a Notary Public in and for the State of Tennessee, personally appeared Karen M. Edwards, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President of IP Forest Resources Company, a Delaware corporation, as Managing Partner of **IP TIMBERLANDS OPERATING COMPANY, LTD.**, a Texas limited partnership, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

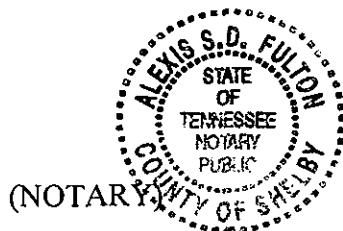
IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Alexis S.D. Fulton
Notary Signature

Alexis S.D. Fulton

(Stamp or Print Name)
NOTARY PUBLIC in and for the State of Tennessee
residing at Shelby
My appointment expires _____

MY COMMISSION EXPIRES
February 23, 2014



IP FARMS, INC., a Delaware corporation

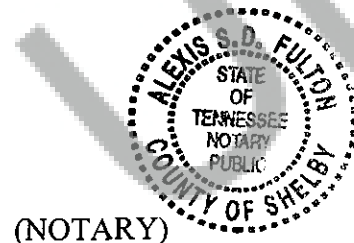
By: Karen M. Edwards
 Name: Karen M. Edwards
 Title: Vice President

STATE OF TENNESSEE)
)
 COUNTY OF SHELBY) SS.

On this 7th day of June, 2010, before me, a Notary Public in and for the State of Tennessee, personally appeared Karen M. Edwards, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President of IP FARMS, INC., a Delaware corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

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

Alexis S.D. Fulton
 Notary Signature
Alexis S.D. Fulton



(Stamp or Print Name)
 NOTARY PUBLIC in and for the State of Tennessee
 residing at Shelby
 My appointment expires February 23, 2014

**CHAMPION REALTY
CORPORATION**, a Delaware corporation

By: *Karen M. Edwards*

Name: **Karen M. Edwards**

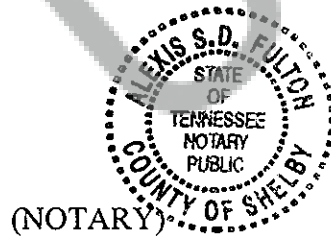
Title: **Vice President**

STATE OF TENNESSEE)
)
COUNTY OF SHELBY) ss.

On this 7th day of June, 2010, before me, a Notary Public in and for the State of **Tennessee**, personally appeared **Karen M. Edwards**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the **Vice President** of **CHAMPION REALTY CORPORATION**, a Delaware corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

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

Alexis S.D. Fulton
Notary Signature
Alexis S.D. Fulton



(Stamp or Print Name)
NOTARY PUBLIC in and for the State of **Tennessee**
residing at **Shelby**
My appointment expires **MY COMMISSION EXPIRES**
February 23, 2014

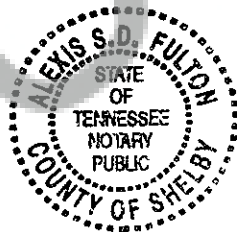
**TRANSTATES PROPERTIES
INCORPORATED**, a Delaware
corporation

By: *Karen M. Edwards*
Name: **Karen M. Edwards**
Title: **Vice President**

STATE OF TENNESSEE)
)
COUNTY OF SHELBY) ss.

On this 7th day of June, 2010, before me, a Notary Public in and for the State of Tennessee, personally appeared Karen M. Edwards personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President of **TRANSTATES PROPERTIES INCORPORATED**, a Delaware corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

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



(NOTARY)

Alexis S.D. Fulton
Notary Signature

Alexis S.D. Fulton

(Stamp or Print Name)

NOTARY PUBLIC in and for the State of Tennessee
residing at **Shelby**

My appointment expires MY COMMISSION EXPIRES
February 23, 2014

**THE LONG-BELL PETROLEUM
COMPANY, INC.**, a Louisiana corporation

By: 
Damien J. Bukowy

Name: _____

Title: **Vice President**

STATE OF TENNESSEE)
)
COUNTY OF SHELBY) ss.

On this 1 day of June, 2010, before me, a Notary Public in and for the State of Tennessee, personally appeared Damien J. Bukowy personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President of **THE LONG-BELL PETROLEUM COMPANY, INC.**, a Louisiana corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

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


Notary Signature

Alexis S.D. Fulton

(Stamp or Print Name)

NOTARY PUBLIC in and for the State of Tennessee
residing at Shelby

My appointment expires _____
MY COMMISSION EXPIRES
February 23, 2014

(NOTARY)

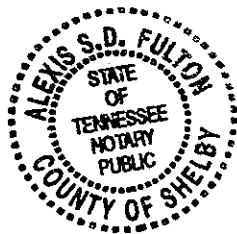


EXHIBIT A

(see attached)

Unofficial
Copy

[TRACT #]	[Township/District/Abst-Svy/PLSS Desc.]	[Gross Acres (+/-)]
[Tract Description]		

TRACT 00027 T010N-R005E-SEC013 13.91 acs

Mineral claims lying in SE4NE4 of T10N-R5E Sec 13, being part of claims Phil Sheridan 2, Polar Star Jr 2, Black Falls 2, and Polar Star 1, and all of claims Phil Sheridan 1, Polar Star Jr 1,3, Polar Star 3, Blackhawk, Polar Star 1, Black Star 1

TRACT 00028 T010N-R006E-SEC007 54 acs

Mineral claims lying in S 1/2 of T10N-R6E Sec 7, being part of claims Phil Sheridan No. 2, Polar Star Jr No. 2, Polar Star No. 1, and a fractional part of Polar Star Jr 1

TRACT 00026 T010N-R006E-SEC018 170.89 acs

Mineral claims lying in N 2/3 of T10N-R6E Sec 18, being part of claims Phil Sheridan 2, Polar Star Jr 2, Black Falls 2, and Polar Star 1, and all of claims Phil Sheridan 1, Polar Star Jr 1,3, Polar Star 3, Blackhawk, Polar Star 1, Black Star 1

County Total (Calculated Gross Acre Estimate):238.8

EXHIBIT B

NONE

Unofficial
Copy

EXHIBIT C

NONE

Unofficial
Copy

EXHIBIT D

NONE

Unofficial
Copy