

QUITCLAIM DEED WITH COVENANT

SEE BOOK 3853 PAGE 78

INTERNATIONAL PAPER COMPANY, a corporation organized and existing under the laws of the State of New York and having a place of business in Augusta, County of Kennebec and State of Maine ("GRANTOR"), in consideration of a capital contribution in GRANTEE given grants to IP MAINE FORESTS L.L.C., a Delaware limited liability company having its principal office and mailing address at 9 Green Street, Augusta, ME 04330 ("GRANTEE"), with QUITCLAIM COVENANT, the land described as follows:

All of the fee lands, together with any reversionary rights to GRANTOR as a result of the merger effective December 31, 2000, between GRANTOR and Champion International Corporation (Champion) pursuant to existing timber cutting agreements, timber deeds, stumpage sales or similar agreements for the purchase and sale of standing timber and GRANTOR'S interest as a result of said merger in any existing leases and all appurtenances thereto (collectively, the "Timberlands") owned by GRANTOR as a result of said merger and which were prior to said merger owned by Champion and located in the County of Hancock and State of Maine. Such Timberlands are located in various towns, townships and plantations in said Hancock County, including without limitation Blue Hill, Ellsworth, Hancock, TWP 08 SD, Franklin, TWP 09 SD, TWP 10 SD, Bucksport, Mariaville, Waltham, Eastbrook, TWP 16 SD, Osborn, TWP 22MD, Amherst, Aurora, TWP 28 MD, TWP 32 MD, Great Pond PLT, TWP 34 MD, TWP 35 MD, TWP 39 MD, TWP 41 MD, and TWP 3 ND.

ARTICLE I

Section 1.1. The Timberlands are herein sold by GRANTOR and accepted by GRANTEE, subject to the following:

- (1) all presently existing easements, rights of way, flowage rights, restrictions, reservations, exceptions, servitudes, cemeteries, campsites, hunting or other leases, licenses, permits and other undertakings or encumbrances of any kind or nature, whether acquired by grant, prescription or adverse possession, either of record or presently existing or affecting any of said lands;
- (2) any presently existing conditions or state of facts which would be ascertained or revealed by an accurate survey and/or inspection of said lands, including, but not limited to, boundary line disputes, encroachments and adverse claims;
- (3) all valid and existing cutting rights set forth in timber contracts affecting said lands heretofore entered into between GRANTOR and other parties;
- (4) the lien for current ad valorem taxes, which shall be prorated as of the date of this conveyance and paid for by the parties;
- (5) all prior adverse conveyances by the GRANTOR or its predecessors in title not specifically mentioned herein; and

ARTICLE II

Section 2.1. GRANTOR warrants and forever defends the title to the Timberlands to GRANTEE, its successors and assigns, against the lawful claims of all persons claiming by, through or under GRANTOR, except those matters set forth in ARTICLE I above.

ARTICLE III

Reference is made to Articles of Merger between International Paper Company and Champion International Corporation duly recorded in Hancock County Registry of Deeds, on January 25, 2001, in Book 3017, Page 191.

ARTICLE IV

Excepting and reserving from this conveyance the parcel or parcels of real estate and appurtenances thereto (the "Reserved Parcels") described in the Exhibit or Exhibits, if any, attached hereto and made a part hereof.

Also, excepting and reserving from such Reserved Parcels, any reversionary rights and interest in any existing leases and appurtenances thereto owned by GRANTOR prior to the merger between GRANTOR and Champion as referred to in the opening paragraph and in ARTICLE III of this deed.

ARTICLE V

Mineral reservation: There is hereby reserved to GRANTOR, its successors and assigns, and excepted from this conveyance, all the oil, gas associated hydrocarbons, lead, zinc, copper, coal, coal seam gas, lignite, peat, sulphur, phosphate, iron ore, sodium, salt, uranium, thorium and other fissionable materials, molybdenum, vanadium, titanium, ilmenite, rutile, leucosene, zircon, gold, silver, bauxite, granite, limestone, bedrock of any kind or character, kaolin and other clays, sand, gravel, aggregate and other mined or quarried stone or rock materials, industrial minerals, geothermal energy and all other substances and ore deposits of any kind or character, whether solid, liquid or gaseous, and without limitation by enumeration of the minerals or substances expressly mentioned above, presently owned by GRANTOR in, on or under any of the land conveyed by this Deed, and all executive rights and other rights to execute leases presently owned or held by GRANTOR with respect to the interests of any other parties in any or all said minerals, in or under any of the land conveyed by this Deed, together with full rights of ingress and egress and use of the surface by this Deed to the extent reasonably necessary for exploring, drilling, mining, developing, producing, removing, transporting and owning all of said minerals and mineral rights herein reserved to the GRANTOR; provided, further, however, this reservation of mineral rights shall not prohibit or restrict the GRANTEE from using "on-site" sand or gravel for the purposes of constructing and maintaining roads now existing or hereinafter constructed on the land conveyed by this Deed. Further, this reservation is subject to all outstanding oil, gas and other mineral and/or royalty rights and interests shown of record that affect the Timberlands.

IN WITNESS WHEREOF, the said GRANTOR has caused this deed to be executed by its duly authorized officer and its corporate seal affixed hereto as of the 12 day of March, 2001.

INTERNATIONAL PAPER COMPANY

By: Arthur W. McGowen
 Name: Arthur W. McGowen
 Its: Vice President

STATE OF GEORGIA
 COUNTY OF CHATHAM

SEAL

On the 12 day of March, 2001, personally appeared the above-named Arthur W. McGowen, as Vice President of International Paper Company and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of said International Paper Company.

Before me,

Bettie M. Quattlebaum
 Notary Public

Printed Name: BETTIE M. QUATTLEBAUM
Notary Public, Chatham County, GA
 My Commission Expires November 30, 2003

SEAL

EXHIBIT A**EXCEPTIONS TO DEED TO IP MAINE FORESTS L.L.C.,
BUCKSPORT, HANCOCK COUNTY, MAINE**

Two certain lots or parcels of land situated in the Town of Bucksport, County of Hancock and State of Maine, the first being the Forest Resources Office Lot and Building at 12 Bagley Avenue and the second being the Forest Resources Bucksport Wood Yard, being bounded and described as follows, to wit:

First Parcel: Being the Forest Resources Office Lot and Building, situated at 12 Bagley Avenue in said Bucksport and being Lots 45 and 46 of the original Town Site Subdivision done by Maine Seaboard Paper Company and the building thereon situate.

Second Parcel: Being the Forest Resources Bucksport Wood Yard and being the same parcel of land conveyed to Champion International Corporation by Max L. Leavitt by deed dated May 15, 1995 and recorded in the Hancock County Registry of Deeds in Book 2389 at Page 324, and in that deed described as follows, to wit:

"Being a portion of lots 5, 6 and 7 in the First Range of lots in said town and also being approximately in the center of the above named three lots in an east-west plane and being bounded on the north by Lot 8 in the First Range now owned by Robert Nehus of Louisiana, Missouri; on the east by land of Champion International Corporation, on the south by land of Melissa Chipman, Champion International Corporation and Faylene Dunbar; and on the west by land of Central Maine Power Company, being a 345 kw transmission line connecting Bangor Hydro-Electric Company at the Bucksport-Orrington town line and being further described as follows, to wit:-

Beginning at the southerly line of said Lot 8, First Range on the easterly side of the said Central Maine Power Company 345 kw transmission line at the remains of an old barbed wire fence; thence about S 74°-29' E a distance of about 911 feet along land of said Robert Nehus and the southerly line of said Lot 8 and the remains of an old barbed wire fence to an intersection in said fence line; thence about S 14°-01' W about 1025 feet along an old barbed wire and rail fence and land of Champion International Corporation to a corner in said fence line; thence about S 75°-51' E about 804 feet along an old barbed wire and rail fence and land of the said Champion International Corporation to a corner in said fence; thence about S 10°-37' W about 324 feet along the remains of an old barbed wire fence and land of said Champion International Corporation to a corner in said fence; thence about N 75°-51' W about 328 feet along an old barbed wire fence and land of said Champion International Corporation to a corner in said fence; thence about S 14°-01' W about 400 feet along an old barbed wire fence and along land of said Champion International Corporation to a spotted line painted yellow and land of Melissa Chipman on the northerly line of said Lot 5, First Range; thence about N 74°-28' W about 179 feet to an iron rod driven into the ground at the northwesterly corner of land of said Melissa Chipman and the northeasterly corner of land of said Champion International

Corporation; thence about N 76°-40' W about 1493 feet along a spotted line painted yellow and land of said Champion International Corporation to an iron rod driven into the ground; thence about S 11°-20' W about 581 __ along a spotted line painted yellow and land of said Champion International Corporation to land of Faylene Dunbar; thence about N 76°-40' W about 170 feet along land of said Faylene Dunbar to the easterly sideline of said Central Maine Power Company 345 kv transmission line; thence about N 24°-07' E about 2410 feet along the easterly sideline of said transmission line to the point of beginning, containing about 55 acres. Bearings are true bearings based on grid north and all bearings and distances are derived from Global Positioning System readings from a mapping grade receiver."

COCK COUNTY

EXHIBIT B**EXCEPTION TO DEED TO IP MAINE FORESTS L.L.C.,
TOWNSHIP 22, M.D., HANCOCK COUNTY, MAINE**

Certain lots or parcels of land with the improvements thereon situate in Township 22, M.D., Hancock County, Maine, and in the Town of Beddington, Washington County, Maine, more particularly bounded and described as follows:

FIRST PARCEL:

A certain lot or parcel of land with the improvements thereon situate in Township 22 M.D., Maine, more particularly bounded and described as follows:

beginning at a wood post scribed "Beddington / T22, 1977, St. Regis Paper Co" found on the northerly shore of Chalk Pond at the division line between Township 22 M.D. and the Town of Beddington, Maine, said division line being the county line between Hancock County and Washington County, Maine, said wood post located at Grid Coordinates NAD 83 Maine East Zone (N: 424876.90, E: 1093943.52)

thence **North 11°-50'-45" West** along the said county line, being the east line of said T22 M.D., a distance of **1520.4'** feet to a point marking its intersection with the southerly sideline of State Route 9;

thence **South 37°-39'-30" West**, along the southerly sideline of State Route 9, a distance of **284.8'** feet to a point of curvature in the road;

thence along the sideline of the road, following a curve to the left having a radius of **1859.9' feet**, a chord distance of **497.9'** feet, and a chord bearing of **South 29°-58'-00" West**, an arc distance of **499.4'** feet to a point of tangency in the road;

thence **South 22°-16'-15" West**, along the sideline of the road, a distance of **750.8'** feet to a point of curvature in the road;

thence along the sideline of the road, following a curve to the right having a radius of **1482.4'** feet, a chord distance of **244.3'** feet, and a chord bearing of **South 27°-00'-00" West**, an arc distance of **244.6'** feet to a point at the northeast corner of the "Chalk Pond Lot"; so called, as referenced and excepted in deeds to St. Regis Paper Company recorded in Hancock County Registry of Deeds in Volume 711, Page 434, and in Volume 824, Page 319;

thence **South 9°-38'-30" East**, along the line of the said "Chalk Pond Lot", a distance of **18.1'** feet to an iron pipe found;

thence continuing **South 9°-38'-30" East** along said line a distance of **327.3'** feet to an iron rod found at an angle point in the line of the said "Chalk Pond Lot";

thence **North 77°-00'-00" East**, along the line of the "Chalk Pond Lot", a distance of **231.7'** feet to an iron rod found with identifying metal cap marked, in part, #675;

thence **South 11°-56'-45" East**, along the line of the "Chalk Pond Lot", a distance of **414.0'** feet to an iron rod found with identifying metal cap marked, in part, #676;

thence **North 78°-13'-30" East**, along the line of the "Chalk Pond Lot", a distance of **384.6'** feet to an iron rod found with identifying metal cap marked, in part, #677, at the westerly shore of Chalk Pond;

thence in a generally northerly direction, along the shore of Chalk Pond, a distance of **860'** feet, more or less, to the herein above referenced wood post found and the point of beginning, said wood post bearing **North 28°-48'-30" East** a distance of **796.5'** feet from the previous iron rod found with identifying cap #677, enclosing **31.8 acres**, more or less.

For source of title to the within described premises, reference may be had to Parcel 70 in a deed from TIME, INCORPORATED to St. Regis Paper Company, dated December 12, 1946, recorded in Volume 711, Page 434 at the Hancock County Registry of Deeds, and to Parcel 5 in a deed from Eastern Corporation to St. Regis Paper Company, dated September 2, 1950, recorded in Volume 824, Page 319 at the Hancock County Registry of Deeds.

The within described premises are subject to all existing rights, restrictions, and easements, both public and private, which may encumber the within described premises.

SECOND PARCEL:

A certain lot or parcel of land with the improvements thereon situate in the Town of Beddington, County of Washington, State of Maine, more particularly bounded and described as follows:

beginning at a wood post scribed "Beddington / T22, 1977, St. Regis Paper Co." found on the northerly shore of Chalk Pond at the division line between Township 22 M.D. and the Town of Beddington, Maine, said division line being the county line between Hancock County and Washington County, Maine, said wood post located at Grid Coordinates NAD 83 Maine East Zone (N: 424876.90, E: 1093943.52)

thence in a general easterly direction, along the shore of said Chalk Pond and the shore of its inlet, a distance of **1470'** feet, more or less, to an iron rod set at the south west corner of a

Wetland Mitigation Area granted to the State of Maine by Champion International Corporation as said area is depicted on plans entitled, in part, "BD-1 Wetland Mitigation Site Beddington, Washington, County", dated March 1988, Department of Transportation File No. 15-271, said southwest corner being depicted on said plan as **Point Number 15**, said iron rod bearing **North 60°-47'-45" East** a distance of **1110.0'** feet from the previously identified wood post found;

thence **North 53°-31'-15" West**, along the line of land of said Wetland Mitigation Area, a distance of **648.9'** feet to an iron rod set at an angle point in the said line;

thence **North 15°-56'-15" East**, along the line of said Wetland Mitigation Area, a distance of **433.7'** feet to an angle point in the said line;

thence **North 30°-46'-15" West**, along the line of said Wetland Mitigation Area, a distance of **32.7'** feet to an angle point in the said line;

thence **North 4°-38'-15" West**, along the line of said Wetland Mitigation Area, a distance of **203.9'** feet to an angle point in the said line;

thence **North 9°-09'-30" East**, along the line of said Wetland Mitigation Area, a distance of **108.5'** feet to an angle point in the said line;

thence **South 88°-52'-00" East**, along the line of said Wetland Mitigation Area, a distance of **3.1'** feet to an angle point in the said line;

thence **North 75°-24'-00" East**, along the line of said Wetland Mitigation Area, a distance of **202.8'** feet to an angle point in the said line;

thence **North 60°-58'-00" East**, along the line of said Wetland Mitigation Area, a distance of **122.9'** feet to an angle point in the said line;

thence **North 23°-01'-15" East**, along the line of said Wetland Mitigation Area, a distance of **231.3'** feet to an angle point in the said line;

thence **North 37°-00'-00" East**, along the line of said Wetland Mitigation Area, a distance of **78.7'** feet to an iron rod set at the northeast corner of the said Wetland Mitigation AREA, said corner depicted as **Point Number 4** on the above referenced Maine Department of Transportation Plan;

thence **North 31°-00'-00" West** through land of Champion International Corporation a distance of **729.7'** feet to an iron rod set on the southerly sideline of State Route 9;

thence South 37°-39'-30" West, along the southerly sideline of State Route 9, a distance of 1524.2' feet to a point marking its intersection with the division line between the Town of Beddington and Township 22 M.D., at the Hancock-Washington County Line;

thence South 11°-50'-45" East, along said division line, being the west line of the Town of Beddington, a distance of 1520.4' feet to a wood post found on the north shore of Chalk Pond, and the point of beginning, enclosing 48.4 acres, more or less.

For source of title to the within described SECOND PARCEL, reference may be had to Parcel 60 in a deed from TIME, INCORPORATED to St. Regis Paper Company, dated December 17, 1946, recorded in Volume 472, Page 150 at the Washington County Registry of Deeds;

The within described SECOND PARCEL is subject to a 30' foot wide right of way from State Route 9 to the Wetland Mitigation Area to be used jointly by the State of Maine, Department of Transportation, and Champion International Corporation for pond access as said right of way is depicted on the herein above referenced Maine Department of Transportation Plan, File No. 15-271.

The within described SECOND PARCEL is subject to the public rights to all that portion of "Old Route 9", as described in Hancock County Commissioners Records Volume 2, Page 242, which crosses or encumbers the within described premises.

The within described SECOND PARCEL is subject to all other existing rights, restrictions, and easements, both public and private, which encumber the within described premises.

Bearings referenced herein for FIRST PARCEL and SECOND PARCEL are oriented to GRID NORTH-NAD 83 MAINE EAST ZONE, and distances referenced herein are ground distances (to convert to GRID DISTANCE, apply a scale factor of .99990) as computed from a survey of the within described premises by Plisga & Day, Land Surveyors in December 2000

HANCOCK COUNTY

Ret.
 ⑨ Pierce L.O.
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 Augusta
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