

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

RECEIVED**MAY 01 2009**

Please print or type. Attach pages with additional information. Instructions are included at the end of this form.
 Incomplete forms will be returned.

Department of Water Resources

1. Please list the water right number(s) and/or adjudication claim number(s) (if any) for each water right to be changed. List just the adjudication claim number if there is no corresponding water right record on file with the department. Indicate, by checking in the space provided (under the "split" heading), if the change in ownership is limited to a portion of a water right in which case division of the existing water right or adjudication claim record will be required.

Water Right No(s).	Adjudication Claim No(s).	Split	Water Right No(s).	Adjudication Claim No(s).	Split
See Attachment A					

2. The following **REQUIRED** information must be submitted with this form:

- A. The appropriate **FILING FEE**. See instructions for fee amounts.
- B. A copy of the most recent **DEED, TITLE POLICY, CONTRACT OF SALE** or other legal document indicating your ownership of the property and water right(s) or claim(s) in question, **WITH ATTACHED LEGAL DESCRIPTION**.
- C. Either of the following (if necessary to clarify division of water rights or other complex property descriptions):
PLAT OF PROPERTY or **SURVEY MAP** clearly showing the location of the point(s) of diversion and place of use of your water right(s) and/or adjudication claim(s) (these are usually attached to your deed or on file with the county).
OR
 If your water right(s) and/or adjudication claim(s) is for ten or more acres of irrigation, you must submit a USDA Farm Service Agency **AERIAL PHOTO** with the irrigated acres outlined and point(s) of diversion clearly marked. The **AERIAL PHOTO** should be submitted in place of the **PLAT OF PROPERTY** or **SURVEY MAP**.

3. Name and Address of Former Owner/Claimant(s)	Potlatch Corporation 805 Mill Road, Lewiston, ID 83501*
4. New Owner/Claimant(s)	Potlatch Forest Products Corporation Name Connector (Check one): ☐ and, ☐ or, ☐ and/or
New Mailing Address	PO Box 1016
City, State and ZIP Code	Lewiston, Idaho 83501
New Telephone Number	(208) 799-1209
5. Date you acquired the property	December 30, 2005

* Potlatch Corporation also uses the following addresses:
 PO Box 1388, Lewiston, ID 83501 and PO Box 1016, Lewiston, ID 83501

SUPPORT DATAIN FILE # 83-4004

6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in item 1, THEN SKIP THIS ITEM AND GO TO ITEM 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (one water right per box, you may copy this page as necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

DESCRIPTION OF YOUR PORTION OF WATER RIGHT (If the right(s) will not be split, skip this area and proceed to item 7)		
Water Right and/or Adjudication Claim Number <u>85-15367</u>		
Water Use	Diversion Rate or Volume (cubic feet per second or acre-feet per annum)	Description (acres, number and type of stock, homes, etc)
Irrigation	_____	_____
Stock	_____	_____
Domestic	_____	_____
Other <u>Industrial</u>	<u>1cfs</u>	<u>use in Potlatch's greenhouse</u>
Total	<u>1cfs</u>	

DESCRIPTION OF YOUR PORTION OF WATER RIGHT (If the right(s) will not be split, skip this area and proceed to item 7)		
Water Right and/or Adjudication Claim Number _____		
Water Use	Diversion Rate or Volume (cubic feet per second or acre-feet per annum)	Description (acres, number and type of stock, homes, etc)
Irrigation	_____	_____
Stock	_____	_____
Domestic	_____	_____
Other _____	_____	_____
Total	_____	

7. Signature of New Owner(s) or Claimant(s)
(include title if applicable)

Amela Hull
Vice President

For Snake River Basin Adjudication Claims: Please attach a Notice of Appearance completed by your attorney, if you wish IDWR to correspond with him/her for all matters related to your claims.

For Office Use Only

Received by SPF Date 5-1-09 Fee \$1550-
 Received by _____ Date _____ Receipt No. 0008570
 Processed by _____ AJ Date _____ WR SE Date 12/10/09

NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP
From Potlatch Corporation to Potlatch Forest Products Corporation

Water Right No.	Adjudication Claim No.	Split	Tab No.
85-2098			1
85-2140			1
85-2170			1
85-4108			1
86-7087			2
92-7043			3
92-7218			3
91-7151			4
91-4008			4
84-2035			5
84-7061			5
84-4162			6
85-15367		☒	1

NOTE: The deeds transferring ownership of the property and water rights to Potlatch Forest Products Corporation are attached in the corresponding tab numbers.

RECEIVED

MAY 01 2009

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

Department of Water Resources

Please print or type. Attach pages with additional information. Instructions are included at the end of this form. Incomplete forms will be returned.

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Water Right No(s)	Adjudication Claim No(s)	Split(s)	Water Right No(s)	Adjudication Claim No(s)	Split(s)
See Attachment A					

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 - C. Either of the following (if necessary to clarify division of water rights or other complex property descriptions):
PLAT OF PROPERTY or **SURVEY MAP** clearly showing the location of the point(s) of diversion and place of use of your water right(s) and/or adjudication claim(s) (these are on file with the county Planning and Zoning or Recorder's Office).
- OR**
- D. If your water right(s) and/or adjudication claim(s) is for ten or more acres of irrigation, you must submit a USDA Farm Service Agency or equivalent **AERIAL PHOTO** with the irrigated acres outlined and point(s) of diversion clearly marked. The **AERIAL PHOTO** should be submitted in place of the **PLAT OF PROPERTY** or **SURVEY MAP**.

3. Name and Address of Former Owner/Claimant(s)	Potlatch Corporation
	601 W. First Ave., Suite 1600
	Spokane, WA 99201
4. New Owner/Claimant(s)	Potlatch Land and Lumber
	Name Connector (Check one): [] and, [] or, [] and/or
New Mailing Address	601 W. First Ave., Suite 1600
City, State and ZIP Code	Spokane, WA 99201
New Telephone Number	(509) 835-1500 Email: _____

SUPPORT DATA

IN FILE # 83-4004

5. Date you acquired the property

December 8, 2008

6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in line 1, then skip this line and go to line 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (you may copy this page, if necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

DESCRIPTION OF YOUR PORTION OF WATER RIGHT (If the right will not be split, skip this area and proceed to line 7)		
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Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		

For Snake River Basin Adjudication Claims: Please attach a Notice of Appearance completed by your attorney, if you wish IDWR to correspond with him/her for all matters related to your claims.

7. Signature(s) of New Owner(s) or Claimant(s)

Amela Hull - Vice President
(title if applicable)
(title if applicable)

IT IS IMPORTANT TO FILE THIS COMPLETED FORM AT THE APPROPRIATE IDWR OFFICE, WITH PAYMENT OF THE FILING FEE AND THE OWNERSHIP DOCUMENT(S), AS REFERRED TO IN LINE 2.

For IDWR Office Use Only:

Received by SRFDate 5-1-09

Received by _____

Date _____

Processed by _____ AJ

Date _____

Receipt Amt. \$1,550-Receipt No. C088578WR SEDate 12/10/09

ATTACHMENT A

NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

Potlatch Corporation to Potlatch Land and Lumber

Water Right No.
92-4014

RECEIVED

MAY 01 2009

Department of Water Resources

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

Please print or type. Attach pages with additional information. Instructions are included at the end of this form. Incomplete forms will be returned.

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Water Right No(s)	Adjudication Claim No(s)	Split(s)	Water Right No(s)	Adjudication Claim No(s)	Split(s)
See Attachment A					

2. The following **REQUIRED** information must be submitted with this form:

- A. The appropriate **FILING FEE**. See instructions for fee amounts.
- B. A copy of the most recent **DEED, TITLE POLICY, CONTRACT OF SALE** or other legal document indicating your ownership of the property and water right(s) or claim(s) in question, **WITH ATTACHED LEGAL DESCRIPTION**.
- C. Either of the following (if necessary to clarify division of water rights or other complex property descriptions):
PLAT OF PROPERTY or **SURVEY MAP** clearly showing the location of the point(s) of diversion and place of use of your water right(s) and/or adjudication claim(s) (these are on file with the county Planning and Zoning or Recorder's Office).
- OR**
- D. If your water right(s) and/or adjudication claim(s) is for ten or more acres of irrigation, you must submit a USDA Farm Service Agency or equivalent **AERIAL PHOTO** with the irrigated acres outlined and point(s) of diversion clearly marked. The **AERIAL PHOTO** should be submitted in place of the **PLAT OF PROPERTY** or **SURVEY MAP**.

3.	Name and Address of Former Owner/Claimant(s)	Potlatch Corporation
		601 W. First Ave., Suite 1600
		Spokane, WA 99201
4.	New Owner/Claimant(s)	Potlatch TRS Idaho, LLC
		Name Connector (Check one): ☐ and, ☐ or, ☐ and/or
	New Mailing Address	601 W. First Ave., Suite 1500
	City, State and ZIP Code	Spokane, WA 99201
	New Telephone Number	(509) 835-1500
		Email: _____

Notice of Change in Water Right Ownership - Form, Page 1 of 2

SUPPORT DATA

IN FILE # 83-4004

5. Date you acquired the property

June 26, 2008

6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in line 1, then skip this line and go to line 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (you may copy this page, if necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

DESCRIPTION OF YOUR PORTION OF WATER RIGHT (If the right will not be split, skip this area and proceed to line 7)		
Water Use	Diversion Rate or Volume (cubic feet per second or acre-feet per annum)	Description (acres, number and type of stock, homes, etc)
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		

For Snake River Basin Adjudication Claims: Please attach a Notice of Appearance completed by your attorney, if you wish IDWR to correspond with him/her for all matters related to your claims.

7. Signature(s) of New Owner(s) or Claimant(s)

Shirley Hull - Vice President
 (title if applicable)
 (title if applicable)

IT IS IMPORTANT TO FILE THIS COMPLETED FORM AT THE APPROPRIATE IDWR OFFICE, WITH PAYMENT OF THE FILING FEE AND THE OWNERSHIP DOCUMENT(S), AS REFERRED TO IN LINE 2.

For IDWR Office Use Only:

Received by SLE Date 5-1-09
 Received by SLE Date 5-1-09
 Processed by AJ Date

Receipt Amt. \$1,1550
 Receipt No. CD008 578
 WR SE Date 12-10-09

ATTACHMENT A

NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

Potlatch Corporation to Potlatch TRS Idaho, LLC

Water Right No.

87-4035

RECEIVED
MAY 01 2009

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

Department of Water Resources

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Water Right No(s)	Adjudication Claim No(s)	Split(s)	Water Right No(s)	Adjudication Claim No(s)	Split(s)
See Attachment A					

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PLAT OF PROPERTY or **SURVEY MAP** clearly showing the location of the point(s) of diversion and place of use of your water right(s) and/or adjudication claim(s) (these are on file with the county Planning and Zoning or Recorder's Office).

OR

D. If your water right(s) and/or adjudication claim(s) is for ten or more acres of irrigation, you must submit a USDA Farm Service Agency or equivalent **AERIAL PHOTO** with the irrigated acres outlined and point(s) of diversion clearly marked. The **AERIAL PHOTO** should be submitted in place of the **PLAT OF PROPERTY** or **SURVEY MAP**.

3. Name and Address of Former Owner/Claimant(s)	Potlatch Forest Holdings Inc. 601 W. Riverside Ave., Suite 1600 Spokane, WA 99201
4. New Owner/Claimant(s)	Potlatch TRS Idaho, LLC Name Connector (Check one): ☐ and, ☐ or, ☐ and/or
New Mailing Address	601 West First Avenue, Suite 1500
City, State and ZIP Code	Spokane, WA 99201
New Telephone Number	(509-) 835-1500 Email: _____

SUPPORT DATA

IN FILE # 83-4004

5. Date you acquired the property June 26, 2008

6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in line 1, then skip this line and go to line 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (you may copy this page, if necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

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Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		

For Snake River Basin Adjudication Claims: Please attach a Notice of Appearance completed by your attorney, if you wish IDWR to correspond with him/her for all matters related to your claims.

7. Signature(s) of New Owner(s) or Claimant(s)

Samuel Mull - Vice President
(title if applicable)

(title if applicable)

IT IS IMPORTANT TO FILE THIS COMPLETED FORM AT THE APPROPRIATE IDWR OFFICE, WITH PAYMENT OF THE FILING FEE AND THE OWNERSHIP DOCUMENT(S), AS REFERRED TO IN LINE 2.

For IDWR Office Use Only:

Received by SREDate 5-1-09Received by SREDate 5-1-09Processed by AJDate 5-1-09Receipt Amt. \$1,550-Receipt No. 0088570WR SE Date 12-10-09

ATTACHMENT A

NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

Potlatch Forest Holdings, Inc. to Potlatch TRS Idaho, LLC

Water Right No.

84-4162
per email

84-4126 PD

85-4103 — Not claimed - barred from future claim

85-4104 - Stat. Claim

85-4105 - Stat. Claim

85-4106 - Stat. Claim

RECEIVED

MAY 01 2009

Department of Water Resources

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

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3. Name and Address of Former Owner/Claimant(s) Potlatch Forest Products Corporation
601 W. Riverside Ave., Suite 1100
Spokane, WA 99201

4. New Owner/Claimant(s) Potlatch Land & Lumber
 Name Connector (Check one): ☐ and, ☐ or, ☐ and/or

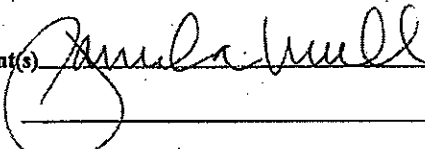
New Mailing Address 601 W. First Ave., Suite 1600
 City, State and ZIP Code Spokane, WA 99201
 New Telephone Number (509) 835-1500 Email: _____

5. Date you acquired the property December 8, 2008

6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in line 1, then skip this line and go to line 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (you may copy this page, if necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

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Stock		
Domestic		
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Totals		
Water Right and/or Adjudication Claim Number		
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Stock		
Domestic		
Other		
Totals		

For Snake River Basin Adjudication Claims: Please attach a Notice of Appearance completed by your attorney, if you wish IDWR to correspond with him/her for all matters related to your claims.

7. Signature(s) of New Owner(s) or Claimant(s)  Pamela Hull - Vice President
(title if applicable)
(title if applicable)

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For IDWR Office Use Only:

Received by SPF
Received by SPF
Processed by AJ

Date 5-1-9
Date 5-1-9
Date

Receipt Amt. \$1,550-
Receipt No. 0088578
WR SE Date 12-10-9

ATTACHMENT A

NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP
Potlatch Forest Products Corporation to Potlatch Land & Lumber

Water Right No.

A86-07087 PD

91-4008 Stat. Claim

92-7043 WR

92-7218 WR

RECEIVED

MAY 01 2009

Department of Water Resources

Form 42-248/42-1409(6) 10/07

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

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		<u>Spokane, WA 99201</u>
4.	New Owner/Claimant(s)	<u>Potlatch Forest Holdings, Inc.</u>
		Name Connector (Check one): ☐ and, ☐ or, ☐ and/or
	New Mailing Address	<u>601 W. Riverside Ave., Suite 1600</u>
	City, State and ZIP Code	<u>Spokane, WA 99201</u>
	New Telephone Number	<u>(509) 835-1500</u> Email: _____

5. Date you acquired the property

February 3, 2006

6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in line 1, then skip this line and go to line 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (you may copy this page, if necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

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Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		

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Amela Hull Vice President
(title if applicable)
(title if applicable)

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For IDWR Office Use Only:

Received by SIF
 Received by SIF
 Processed by AJ

Date 5-1-09
 Date 5-1-09
 Date

Receipt Amt. \$1,550-
 Receipt No. 0088578
 WR SE Date 12-10-09

ATTACHMENT A

NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

Potlatch Corporation to Potlatch Forest Holdings, Inc.

Water Right No.

84-04126 PD

83-04004 PD

83-07026 PD

85-02173B PD

85-7450 PD

85-15455 PD

RECEIVED

MAY 01 2009

Department of Water Resources

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

Please print or type. Attach pages with additional information. Instructions are included at the end of this form. Incomplete forms will be returned.

1. Please list the water right number(s) and/or adjudication claim number(s) (if any) for each water right to be changed. List just the adjudication claim number if there is no corresponding water right record on file with the department. Indicate, by checking in the space provided (under the "split" heading), if the change in ownership is limited to a portion of a water right in which case IDWR will produce new water right number(s) for the split(s).

Water Right No(s)	Adjudication Claim No(s)	Split(s)	Water Right No(s)	Adjudication Claim No(s)	Split(s)
See Attachment A					

2. The following **REQUIRED** information must be submitted with this form:

- A. The appropriate **FILING FEE**. See instructions for fee amounts.
- B. A copy of the most recent **DEED, TITLE POLICY, CONTRACT OF SALE** or other legal document indicating your ownership of the property and water right(s) or claim(s) in question, **WITH ATTACHED LEGAL DESCRIPTION**.
- C. Either of the following (if necessary to clarify division of water rights or other complex property descriptions):
PLAT OF PROPERTY or **SURVEY MAP** clearly showing the location of the point(s) of diversion and place of use of your water right(s) and/or adjudication claim(s) (these are on file with the county Planning and Zoning or Recorder's Office).

OR

- D. If your water right(s) and/or adjudication claim(s) is for ten or more acres of irrigation, you must submit a USDA Farm Service Agency or equivalent **AERIAL PHOTO** with the irrigated acres outlined and point(s) of diversion clearly marked. The **AERIAL PHOTO** should be submitted in place of the **PLAT OF PROPERTY** or **SURVEY MAP**.

3. Name and Address of Former Owner/Claimant(s)	Potlatch Forest Products Corporation
	601 W. Riverside Ave., Suite 1100
	Spokane, WA 99201
4. New Owner/Claimant(s)	Clearwater Paper Corporation
	Name Connector (Check one): [] and, [] or, [] and/or
New Mailing Address	601 W. Riverside Ave., Suite 1100
City, State and ZIP Code	Spokane, WA 99201
New Telephone Number	(509) 344-5900
	Email: _____

5. Date you acquired the property December 2, 2008

6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in line 1, then skip this line and go to line 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (you may copy this page, if necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

DESCRIPTION OF YOUR PORTION OF WATER RIGHT (If the right will not be split, skip this area and proceed to line 7)		
Water Use	Diversion Rate or Volume (cubic feet per second or acre-feet per annum)	Description (acres, number and type of stock, homes, etc)
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		

For Snake River Basin Adjudication Claims: Please attach a Notice of Appearance completed by your attorney, if you wish IDWR to correspond with him/her for all matters related to your claims.

7. Signature(s) of New Owner(s) or Claimant(s) M. Law D. Hall Vice President, General Counsel
(title if applicable)
(title if applicable)

IT IS IMPORTANT TO FILE THIS COMPLETED FORM AT THE APPROPRIATE IDWR OFFICE, WITH PAYMENT OF THE FILING FEE AND THE OWNERSHIP DOCUMENT(S), AS REFERRED TO IN LINE 2.

For IDWR Office Use Only:

Received by SRE Date 5-1-09
Received by SRE Date 5-1-09
Processed by AJ Date

Receipt Amt. \$1,550-
Receipt No. CD00578
WR SE Date 12-10-09

ATTACHMENT A

NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP
Potlatch Forest Products Corporation to Clearwater Paper Corporation

Water Right No.

85-02098 *PD*

85-02140 *PD*

85-02170 *PD*

85-04108 *PD*

85-15367 (non-greenhouse portion) *split* 85-15723

84-02035 *PD*

84-07061 *PD*

RECEIVED

MAY 01 2009

Department of Water Resources

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES
NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

Please print or type. Attach pages with additional information. Instructions are included at the end of this form. Incomplete forms will be returned.

1. Please list the water right number(s) and/or adjudication claim number(s) (if any) for each water right to be changed. List just the adjudication claim number if there is no corresponding water right record on file with the department. Indicate, by checking in the space provided (under the "split" heading), if the change in ownership is limited to a portion of a water right in which case IDWR will produce new water right number(s) for the split(s).

Water Right No(s)	Adjudication Claim No(s)	Split(s)	Water Right No(s)	Adjudication Claim No(s)	Split(s)
See Attachment A	A				

2. The following **REQUIRED** information must be submitted with this form:
- A. The appropriate **FILING FEE**. See instructions for fee amounts.
 - B. A copy of the most recent **DEED, TITLE POLICY, CONTRACT OF SALE** or other legal document indicating your ownership of the property and water right(s) or claim(s) in question, **WITH ATTACHED LEGAL DESCRIPTION**.
 - C. Either of the following (if necessary to clarify division of water rights or other complex property descriptions):
PLAT OF PROPERTY or **SURVEY MAP** clearly showing the location of the point(s) of diversion and place of use of your water right(s) and/or adjudication claim(s) (these are on file with the county Planning and Zoning or Recorder's Office).
- OR**
- D. If your water right(s) and/or adjudication claim(s) is for ten or more acres of irrigation, you must submit a USDA Farm Service Agency or equivalent **AERIAL PHOTO** with the irrigated acres outlined and point(s) of diversion clearly marked. The **AERIAL PHOTO** should be submitted in place of the **PLAT OF PROPERTY** or **SURVEY MAP**.

3. Name and Address of Former Owner/Claimant(s)	Potlatch Forest Holdings, Inc.
	601 W. Riverside Ave., Suite 1600
	Spokane, WA 99201
4. New Owner/Claimant(s)	Clearwater Paper Corporation
	Name Connector (Check one): ☐ and, ☐ or, ☐ and/or
New Mailing Address	601 W. Riverside Ave., Suite 1100
City, State and ZIP Code	Spokane, WA 99201
New Telephone Number	(509) 344-5900 Email: _____

5. Date you acquired the property December 16, 2008

6. If the change in ownership affects the entire water right for each water right or adjudication claim number listed in line 1, then skip this line and go to line 7. If the change in ownership divides the water right(s) among multiple owners, you must describe, in detail, your portion of each water right after the change. Fill in the appropriate spaces in the box(es) below to describe your water right(s) after the change (you may copy this page, if necessary). If your quantity of water is greater than a proportionate split, you must attach documentation to show justification for a larger amount. If you are not sure how to identify your portion of the original water right or adjudication claim records, please contact the nearest IDWR office for assistance.

DESCRIPTION OF YOUR PORTION OF WATER RIGHT (If the right will not be split, skip this area and proceed to line 7)		
Water Use	Diversion Rate or Volume (cubic feet per second or acre-feet per annum)	Description (acres, number and type of stock, homes, etc)
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		
Water Right and/or Adjudication Claim Number		
Irrigation		
Stock		
Domestic		
Other		
Totals		

For Snake River Basin Adjudication Claims: Please attach a Notice of Appearance completed by your attorney, if you wish IDWR to correspond with him/her for all matters related to your claims.

7. Signature(s) of New Owner(s) or Claimant(s)

Mel D. Hill, Vice President, General Counsel
(title if applicable)

(title if applicable)

IT IS IMPORTANT TO FILE THIS COMPLETED FORM AT THE APPROPRIATE IDWR OFFICE, WITH PAYMENT OF THE FILING FEE AND THE OWNERSHIP DOCUMENT(S), AS REFERRED TO IN LINE 2.

For IDWR Office Use Only:

Received by SRF

Date

5-1-09

Receipt Amt.

\$1,550-

Received by SRF

Date

5-1-09

Receipt No.

COBOSTB

Processed by AJ

Date

5-1-09

WR SE

Date

12-10-09

ATTACHMENT A

NOTICE OF CHANGE IN WATER RIGHT OWNERSHIP

Potlatch Forest Holdings, Inc. to Clearwater

Water Right No.

85-15367 (greenhouse portion) *split* 85-15722

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "POTLATCH FOREST PRODUCTS CORPORATION", CHANGING ITS NAME FROM "POTLATCH FOREST PRODUCTS CORPORATION" TO "CLEARWATER PAPER CORPORATION", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2008, AT 9:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4042496 8100

081155763

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6995567

DATE: 12-02-08

CERTIFICATE OF AMENDMENT

TO THE

CERTIFICATE OF INCORPORATION

OF

POTLATCH FOREST PRODUCTS CORPORATION

POTLATCH FOREST PRODUCTS CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on October 7, 2005.

SECOND: This amendment to the Certificate of Incorporation of the Corporation as set forth below has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware by the sole stockholder of the Corporation and by the directors of the Corporation.

THIRD: Article 1 of the Certificate of Incorporation of the Corporation as presently in effect is amended to read in its entirety as follows:

"The name of this Corporation is Clearwater Paper Corporation."

FOURTH: Article 5 of the Certificate of Incorporation of the Corporation as presently in effect is amended to read in its entirety as follows:

"A. Classes of Stock: The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 105,000,000, of which 100,000,000 shares, par value \$0.0001 per share, shall be common stock ("Common Stock") and 5,000,000 shares, par value \$0.0001 per share, shall be preferred stock ("Preferred Stock"). The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the then outstanding shares of Common Stock, without a vote of the holders of Preferred Stock, or of any series thereof, unless a vote of any such Preferred Stock holders is required pursuant to the provisions established by the Board of Directors of the Corporation (the "Board of Directors") in the resolution or resolutions providing for the issue of such Preferred Stock, and if such holders of such Preferred Stock are so entitled to vote thereon, then, except as may otherwise be set forth in this Certificate of Incorporation, the only stockholder approval required shall be the

affirmative vote of a majority of the combined voting power of Common Stock and Preferred Stock so entitled to vote.

At the time this Certificate of Amendment to the Certificate of Incorporation shall become effective, every one share of Common Stock, par value \$1.00 per share, issued and outstanding at such time shall be, and hereby is, changed and reconstituted into one fully paid and non-assessable share of Common Stock, par value \$0.0001 per share (the "Par Value Adjustment"). Each outstanding stock certificate of the Corporation which, immediately prior to the time this Certificate of Amendment to the Certificate of Incorporation shall become effective, represented one or more shares of Common Stock, par value \$1.00 per share, shall thereafter be deemed to represent the one or more shares of Common Stock, par value \$0.0001 per share, taking into account the Par Value Adjustment, until such old stock certificate is exchanged for a new stock certificate reflecting the adjustment to the par value of the Common Stock resulting from the Par Value Adjustment.

B. Preferred Stock. Preferred Stock may be issued from time to time in one or more series, as determined by the Board of Directors. The Board of Directors is expressly authorized to provide for the issue, in one or more series, of all or any of the remaining shares of Preferred Stock and, in the resolution or resolutions providing for such issue, to establish for each such series the number of its shares, the voting powers, full or limited, of the shares of such series, or that such shares shall have no voting powers, and the designations, preferences and relative, participating, optional or other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof. The Board of Directors is also expressly authorized (unless forbidden in the resolution or resolutions providing for such issue) to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series."

FIFTH: All other provisions of the Certificate of Incorporation of the Corporation remain in full force and effect.

2

RECEPTION ☒ INDEXED ☒
FILMED ☐ DELIVERED ☐
MAILED ☐

201951

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"POTLATCH CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "POTLATCH OPERATING COMPANY" UNDER THE NAME OF "POTLATCH OPERATING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 6:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 7:45 O'CLOCK P.M.

Instrument # 201951

CLEARWATER COUNTY, OROFINO, IDAHO
2006-03-02 04:00:00 No. of Pages: 2

Recorded for: CCLTC

ROBIN CHRISTENSEN

Ex-Officio Recorder Deputy

Fee: 6.00

RETURN TO: *

Lindy J. J. J.



4029681 8100M

060125812

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4513264

DATE: 02-09-06

* CLEARWATER LAND TITLE

CERTIFICATE OF MERGER
OF
POTLATCH CORPORATION
WITH AND INTO
POTLATCH OPERATING COMPANY

(Pursuant to Section 251 of the General Corporation Law of the State of Delaware)

Potlatch Operating Company, a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:
 - (a) Potlatch Operating Company, a Delaware corporation; and
 - (b) Potlatch Corporation, a Delaware corporation.
2. An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Potlatch Operating Company, a Delaware corporation (the "Surviving Corporation").
4. The Certificate of Incorporation of Potlatch Operating Company shall constitute the Certificate of Incorporation of the Surviving Corporation.
5. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation at 601 West Riverside Avenue, Suite 1100, Spokane, Washington 99201.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, this Certificate of Merger shall be effective at 7:45 p.m., Eastern Standard Time, on Friday, February 3, 2006.

IN WITNESS WHEREOF, Potlatch Operating Company has caused this Certificate to be signed as of this February 3, 2006.


Name: L. Pendleton Siegel
Title: Chief Executive Officer

RECEPTION ☒ INDEXED ☒
FILMED ☐ DELIVERED ☐
MAILED ☐

201952

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "POTLATCH FOREST HOLDINGS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "POTLATCH OPERATING COMPANY" TO "POTLATCH FOREST HOLDINGS, INC.", FILED THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 6:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 8 O'CLOCK P.M.

Instrument # 201952

CLEARWATER COUNTY, OROFINO, IDAHO
2006-03-02 04:00:00 No. of Pages: 4

Recorded for: CCLTC

ROBIN CHRISTENSEN

Ex-Officio Recorder Deputy

Fee: 12.00

RETURN TO: *

4029681 8100X

060125620



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4513119

DATE: 02-09-06

* CLEARWATER LAND TITLE

RESTATED CERTIFICATE OF INCORPORATION
OF
POTLATCH OPERATING COMPANY

Potlatch Operating Company, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The date of the filing of the original Certificate of Incorporation of Potlatch Operating Company with the Secretary of State of the State of Delaware was September 13, 2005 (the "Original Certificate of Incorporation").
2. This Restated Certificate of Incorporation, amends, restates and integrates the provisions of the Original Certificate of Incorporation and in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware, as amended from time to time (the "GCL"), was duly adopted by the sole stockholder and the Board of Directors by written consent in accordance with Sections 228 and 141(f), respectively of the GCL.
3. Pursuant to Section 103(d) of the GCL, this Restated Certificate of Incorporation shall be effective at 8:00 p.m., Eastern Standard Time, on Friday, February 3, 2006.
4. The text of the Original Certificate of Incorporation is hereby amended and restated in its entirety to provide as herein set forth in full.

ARTICLE 1

The name of this Corporation is Potlatch Forest Holdings, Inc.

ARTICLE 2

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE 3

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware ("GCL").

ARTICLE 4

This Corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$1.00 per share. The total number of shares which the Corporation is authorized to issue is 1,000 shares.

ARTICLE 5

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE 6

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the board of directors or by the stockholders.

ARTICLE 7

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE 8

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

ARTICLE 9

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except that this Article 9 shall not eliminate or limit a director's liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL, or (iv) for any transaction from which such director derived an improper personal benefit. If the GCL is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended from time to time.

Any repeal or modification of this Article 9 shall not increase the personal liability of any director of this Corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The provisions of this Article 9 shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated by the provisions of this Article 9.

ARTICLE 10

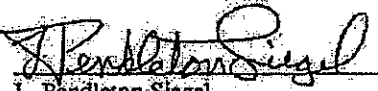
The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made a party or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he, his testator or intestate, is or was a director or an officer of the Corporation or by reason of the fact that such person, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment to or repeal of this Article 10 shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

ARTICLE 11

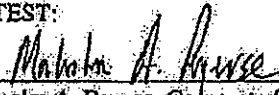
The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by L. Pendleton Siegel, its Chief Executive Officer, and attested by Malcolm A. Ryerse, its Corporate Secretary, this February 3, 2006.

By:


L. Pendleton Siegel,
Chief Executive Officer

ATTEST:


Malcolm A. Ryerse, Corporate Secretary

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727974

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"POTLATCH CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "POTLATCH OPERATING COMPANY" UNDER THE NAME OF
"POTLATCH OPERATING COMPANY", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE THIRD DAY OF FEBRUARY, A.D. 2006,
AT 6:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF
FEBRUARY, A.D. 2006, AT 7:45 O'CLOCK P.M.

IRS NO. 727974
FILED FOR RECORD
REG. BY FIRST AMERICAN TITLE

2006 MAR -2 P 12: 58

PATTY O. WEEKS
RECORDER, NEZ PLRCE CO.

BY *R. Lewis* DEPUTY



4029681 8100M

060125812

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4513263

DATE: 02-09-06

727974

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:24 PM 02/03/2006
FILED 06:24 PM 02/03/2006
SRV 060107742 - 4029681 FILE

**CERTIFICATE OF MERGER
OF
POTLATCH CORPORATION
WITH AND INTO
POTLATCH OPERATING COMPANY**

(Pursuant to Section 251 of the General Corporation Law of the State of Delaware)

Potlatch Operating Company, a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:
 - (a) Potlatch Operating Company, a Delaware corporation; and
 - (b) Potlatch Corporation, a Delaware corporation.
2. An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Potlatch Operating Company, a Delaware corporation (the "Surviving Corporation").
4. The Certificate of Incorporation of Potlatch Operating Company shall constitute the Certificate of Incorporation of the Surviving Corporation.
5. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation at 601 West Riverside Avenue, Suite 1100, Spokane, Washington 99201.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, this Certificate of Merger shall be effective at 7:45 p.m., Eastern Standard Time, on Friday, February 3, 2006.

IN WITNESS WHEREOF, Potlatch Operating Company has caused this Certificate to be signed as of this February 3, 2006.


Name: L. Pendleton Siegel
Title: Chief Executive Officer

Original

727975

Delaware

PAGE 1

The First State

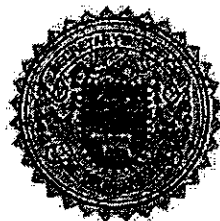
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "POTLATCH FOREST HOLDINGS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "POTLATCH OPERATING COMPANY" TO "POTLATCH FOREST HOLDINGS, INC.", FILED THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 6:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 8 O'CLOCK P.M.

INST. NO. 727975
FILED FOR RECORD
FILE 128 REG. BY FIRST AMERICAN TITLE
2006 MAR -2 P 12:59
PATTY O. WEEKS
RECORDER, NEZ PERCE CO.
BY R. Lewis



4029681 8100X

060125620

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4513117

DATE: 02-09-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:24 PM 02/03/2006
FILED 06:40 PM 02/03/2006
SRV 060107818 - 4029681 FILE

RESTATED CERTIFICATE OF INCORPORATION
OF
POTLATCH OPERATING COMPANY

Potlatch Operating Company, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The date of the filing of the original Certificate of Incorporation of Potlatch Operating Company with the Secretary of State of the State of Delaware was September 13, 2005 (the "Original Certificate of Incorporation").
2. This Restated Certificate of Incorporation, amends, restates and integrates the provisions of the Original Certificate of Incorporation and in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware, as amended from time to time (the "GCL"), was duly adopted by the sole stockholder and the Board of Directors by written consent in accordance with Sections 228 and 141(f), respectively of the GCL.
3. Pursuant to Section 103(d) of the GCL, this Restated Certificate of Incorporation shall be effective at 8:00 p.m., Eastern Standard Time, on Friday, February 3, 2006.
4. The text of the Original Certificate of Incorporation is hereby amended and restated in its entirety to provide as herein set forth in full.

ARTICLE 1

The name of this Corporation is Potlatch Forest Holdings, Inc.

ARTICLE 2

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE 3

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware ("GCL").

ARTICLE 4

This Corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$1.00 per share. The total number of shares which the Corporation is authorized to issue is 1,000 shares.

ARTICLE 5

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE 6

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the board of directors or by the stockholders.

ARTICLE 7

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE 8

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

ARTICLE 9

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except that this Article 9 shall not eliminate or limit a director's liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL, or (iv) for any transaction from which such director derived an improper personal benefit. If the GCL is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended from time to time.

Any repeal or modification of this Article 9 shall not increase the personal liability of any director of this Corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The provisions of this Article 9 shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated by the provisions of this Article 9.

ARTICLE 10

The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made a party or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he, his testator or intestate, is or was a director or an officer of the Corporation or by reason of the fact that such person, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment to or repeal of this Article 10 shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

ARTICLE 11

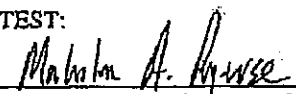
The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by L. Pendleton Siegel, its Chief Executive Officer, and attested by Malcolm A. Ryerse, its Corporate Secretary, this February 3, 2006.

By:


L. Pendleton Siegel
Chief Executive Officer

ATTEST:


Malcolm A. Ryerse, Corporate Secretary

4

526444

RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

Potlatch Land & Lumber, LLC
c/o Potlatch Corporation
601 W. First Avenue, Suite 1600
Spokane, WA 99201
Attn:

No. _____ AT THE REQUEST OF: _____
LATAH COUNTY TITLE CO.
DATE & HOUR: 12-8-08 2:00
SUSAN PETERSEN
LATAH COUNTY RECORDER
Fee \$ 15.00 BY [Signature]

THIS INSTRUMENT FILED AS AN
ACCOMMODATION ONLY. IT HAS
NOT BEEN EXAMINED AS TO ITS
EXECUTION, INSURABILITY OR
AFFECT ON TITLE.

(Space Above For Recorder's Use)

QUITCLAIM DEED
(Latah County)

FOR VALUE RECEIVED, CLEARWATER PAPER CORPORATION, a Delaware corporation, formerly known as POTLATCH FOREST PRODUCTS CORPORATION, Grantor, does hereby convey and quitclaim to POTLATCH LAND & LUMBER, LLC, a Delaware limited liability company, Grantee, whose complete mailing address is c/o Potlatch Corporation, 601 W. First Avenue, Suite 1600, Spokane, WA 99201, the following described property situated in Latah County, Idaho:

SEE EXHIBIT A ATTACHED HERETO;

TOGETHER WITH all and singular the tenements, hereditaments, and appurtenances thereunto belonging, or otherwise appertaining, including water rights, and all estate, right, title and interest in and to the said property, including any after-acquired estate, right, title and interest therein.

IN WITNESS WHEREOF, Grantor has executed this Quitclaim Deed this 8 day of December, 2008.

GRANTOR:

Clearwater Paper Corporation,
a Delaware corporation

By: [Signature]
Its: Vice President

STATE OF WASHINGTON)
County of Spokane) ss.

STATE OF WASHINGTON)

SS.

County of Spokane)

I certify that I know or have satisfactory evidence that William R. DeRen is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he is authorized to execute the instrument and acknowledged it as Vice President of Clearwater Paper Corporation, a Delaware corporation, to be the free and voluntary act of such party for the uses and purposes mentioned in this instrument.

Dated December 6, 2008.

Bridget Gouernan
Notary Public for the State of Washington
My appointment expires: *April 1, 2009*

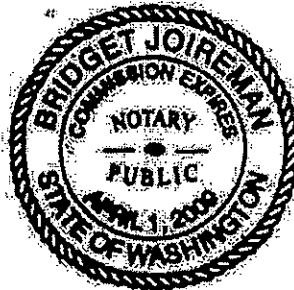


EXHIBIT A**Legal Description****Deary Office**

A parcel of land described as Lot 3, Nubian Nob Subdivision to the City of Deary, as shown on the recorded plat thereof.

Bovill Parcels**Parcel A:**

A parcel of land located in Section 25 of Township 41 North, Range 1 West, Boise Meridian, Latah County, Idaho described as:

That portion of the Southwest Quarter of the Northeast Quarter (SW1/4NE1/4) of Section 25, Township 41 North, Range 1 West Boise Meridian, lying West of the Right-of-Way of the St. Maries River Railroad and South of a diagonal line connecting the Centerline of the Section to the West Right-of-Way boundary of the St. Maries River Railroad with a bearing of N 73° 30' East. From the west end point, the Quarter corner common to Sections 24 and 25 bears North 2,264.4 feet. From the east end point the Quarter corner common to Sections 24 and 25 bears: North 14° 30' West, 209.6 feet, thence North 15° West, 602.3 feet, thence North 15° 30' West, 1,135 feet, thence West on the Section line to the Quarter corner.

AND

That portion of the Northwest Quarter of the Southeast Quarter (NW1/4SE1/4) of Section 25, Township 41 North, Range 1 West Boise Meridian, lying West of the Right-of-Way and Wye of the St. Maries River Railroad.

Parcel B:

Those portions of Outlots "A" and "B" Town of Bovill in Section 25 of Township 41 North, Range 1 West Boise Meridian, Latah County, Idaho, as described in a Correction Deed granted by Byers Sanderson and Clara Ann Sanderson to Potlatch Forests, Inc. recorded April 16, 1954 in Book 129 of Deed at page 428, records of Latah County.

EXCEPTING THEREFROM the right of way for State Highway 3.

Parcel C:

Portion of Outlots A and B Town of Bovill in Section 25 of Township 41 North, Range 1 West, Boise Meridian, Latah County, Idaho, as described in a Warranty Deed granted by Byers Sanderson Sr. and Clara Ann Sanderson to Potlatch Forests, Inc. recorded December 1, 1955, in Book 133 at Page 428, records of Latah County.

EXCEPTING THEREFROM a parcel of land located in Outlot B Town of Bovill in said Section 25 as described in a Quit Claim Deed granted by Byers Sanderson and Clara Ann Sanderson to the Village of Bovill recorded February 24, 1938, in Book 97 of Deed on page 598, records of Latah County.

ALSO EXCEPTING THEREFROM a parcel of land located in Outlot B Town of Bovill in said Section 25 as described in a Bargain and Sale Deed granted by Potlatch Corporation to Robert L and Glenna F. Shook recorded September 4, 2003 as Instrument Number 480128, records of Latah County.

Parcel D:

Portion of Outlots A Town of Bovill in Section 25 of Township 41 North, Range 1 West, Boise Meridian, Latah County, Idaho, as described in a Quit Claim Deed granted by Lyle Taylor and Ethel Taylor to Potlatch Forests, Inc. recorded October 17, 1956, in Book 135 at Page 509, Instrument Number 194687, records of Latah County.

Parcel E:

That portion of Sections 25 and 36 of Township 41 North, Range 1 West, Boise Meridian, Latah County, Idaho, as described in a Warranty Deed granted by the Washington, Idaho and Montana Railway Company to Potlatch Forests, Inc. recorded July 12, 1961, in Book 146 at Page 80, Instrument Number 213377, records of Latah County.

EXCEPTING THEREFROM a parcel of land located Section 36 of Township 41 North, Range 1 West, Boise Meridian, Latah County, Idaho, as described in a Gift Deed granted by Potlatch Corporation to the City of Bovill recorded September 27, 1990 as Instrument Number 379041, records of Latah County.

Parcel F:

The following described strips of land situate Section 25 of Township 41 North, Range 1 West Boise Meridian, in the County of Latah, State of Idaho, and described as follows:

A strip of land fifteen (15) feet in width, more particularly described as follows:

Starting at said Southeast corner of said Section 25; thence West 1,170 feet to the center line of the main track of the Washington, Idaho and Montana Railway Company, as originally established; thence North 7°20' West on said center line of main track a distance of 815 feet to a point; thence easterly at right angles to said center line a distance of 50 feet to a point which is the true place of beginning of the land to be described, which point for convenience is designated as Point A, said point being in the easterly right of way line of said Railway Company as originally established; thence running northerly on said easterly right of way line 1,400 feet to a point; thence east at right angles 15 feet to a point; thence southerly on a line drawn parallel to and distant 15 feet easterly, measured at right angles from said easterly right of way line a distance of 1,400 feet to a point; thence westerly on a straight line 15 feet to the place of beginning.

AND a rectangular piece of land bounded and described as follows:

Beginning at the aforesaid Point A; thence running southerly on the easterly right of way line of said Washington, Idaho and Montana Railway Company a distance of 530 feet more or less to a corner of said Washington, Idaho and Montana Railway Company's station ground property; thence running easterly on the northerly line of the station ground of said Railway Company a distance of 100 feet; thence northerly on a line drawn parallel to and distant 100 feet easterly measured at right angles from said easterly right of way line a distance of 530 feet more or less; thence westerly on a straight line to the place of beginning.

Parcel G:

A strip of land known as the Potlatch Logging Road within the City of Bovill, Latah County, Idaho, described as:

All of Lots A, B and 6 of Block 5 and a strip of land fifty (50) feet in width (twenty-five (25) feet on each side of the centerline of said Potlatch Logging Road as now established) crossing Lots C, D, E F, 1, 2, 10 11 and 12 of Block 6 and Lots 1, 2, 3, 4, 5 and 6 of Block 11, all within the City of Bovill.

5

THIS INSTRUMENT FILED FOR RECORD BY
FIRST AMERICAN TITLE COMPANY AS AN
ACCOMMODATION. IT HAS NOT BEEN EXAM-
INED AS TO ITS EXECUTION OR AS TO ITS
ACCORDANCE WITH THE TITLE

RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

Potlatch Land & Lumber, LLC
c/o Potlatch Corporation
601 W. First Avenue, Suite 1600
Spokane, WA 99201
Attn:

449317

(Space Above For Recorder's Use)

QUITCLAIM DEED
(Shoshone County)

FOR VALUE RECEIVED, CLEARWATER PAPER CORPORATION, a Delaware corporation, formerly known as POTLATCH FOREST PRODUCTS CORPORATION, Grantor, does hereby convey and quitclaim to POTLATCH LAND & LUMBER, LLC, a Delaware limited liability company, Grantee, whose complete mailing address is c/o Potlatch Corporation, 601 W. First Avenue, Suite 1600, Spokane, WA 99201, the following described property situated in Shoshone County, Idaho:

SEE EXHIBIT A ATTACHED HERETO;

TOGETHER WITH all and singular the tenements, hereditaments, and appurtenances thereunto belonging, or otherwise appertaining, including water rights, and all estate, right, title and interest in and to the said property, including any after-acquired estate, right, title and interest therein.

IN WITNESS WHEREOF, Grantor has executed this Quitclaim Deed this 8 day of December, 2008.

GRANTOR:

Clearwater Paper Corporation,
a Delaware corporation

By: William R. DeRosa

Its: Vice President

STATE OF WASHINGTON)

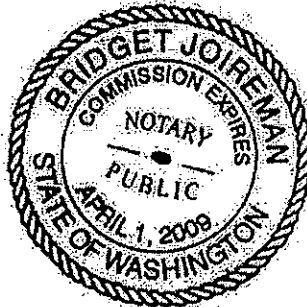
449317

) ss.
County of Spokane)

I certify that I know or have satisfactory evidence that William B. De Rou is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he is authorized to execute the instrument and acknowledged it as Vice President of Clearwater Paper Corporation, a Delaware corporation, to be the free and voluntary act of such party for the uses and purposes mentioned in this instrument.

Dated December 8, 2008.

Bridget Joireman
Notary Public for the State of Washington
My appointment expires: April 1, 2009



449317

EXHIBIT A

Legal Description

Avery Landing

A parcel of land described as:

Portions of Government Lots 1 and 2, lying South of Forest Road 50 and North of the St. Joe River in Section 16, Township 45 North, Range 5 East Boise Meridian, Shoshone County, State of Idaho.

Clarkia Landing

A parcel of land located in Section 6, Township 42 North, Range 2 East, Boise Meridian, Shoshone County, Idaho, more particularly described as:

Starting at the One Quarter Corner common to Sections 5 and 6 of Township 42 North, Range 2 East Boise Meridian, the true point of beginning, thence West 277.5 feet, thence North 20° East, 586 feet, thence North 72° West to a point of intersection with the East boundary of the Southeast Quarter of the Northeast Quarter (SE1/4NE1/4), thence North to the Northwest corner of the Southeast Quarter of the Northeast Quarter (SE1/4NE1/4), thence East to the Northeast corner of the Southeast Quarter of the Northeast Quarter (SE1/4NE1/4), thence South to the One Quarter Corner common to Sections 5 and 6, that point being the true point of beginning.

and

A parcel of land located in Section 7, Township 42 North, Range 2 East, Boise Meridian, Shoshone County, Idaho, more particularly described as:

That portion of the East Half of the Northwest Quarter (E1/2NW1/4) lying south and east of the right-of-way for State Highway 3, excepting therefrom the railroad right-of-way of the St. Maries River Railroad as platted;

and

That portion of the West Half of the Northeast Quarter (W1/2NE1/4) lying north and west of

the County Road (Number 002442, Clarkia Better Roads Highway District map);

EXCEPTING THEREFROM: A portion of the Northwest Quarter of the Northeast Quarter (NW1/4NE1/4) of Section 7, Township 42 North, Range 2 East, Boise Meridian, Shoshone County, Idaho, lying South and East of the Landing Road and north and west of the County Road (Number 002442, Clarkia Better Roads Highway District map), described as follows;

Beginning at the East 1/16 corner common to Sections 6 and 7, said 1/16 corner lies South 89° 30' West, 1,319.93 Feet from the Northeast corner of said Section 7; thence South 12°35'46" West, 510.80 feet to the True Point of Beginning; thence South 47° 42' 46" East, 14.50 feet, to a point that lies Westerly 33 feet from the centerline of an existing county road; thence South 26°03'38" West, 106.94 feet along said county road right-of-way; thence South 28° 42' 05" West, 66.27 feet along said county road; thence South 32° 59' 17" West, 114.42 feet along said county road; thence South 39° 14' 32" West, 80.52 feet along said county road; thence South 48° 00' 10" West, 82.80 feet along said county road; thence North 22° 15' 48" West, 27.87 feet; thence South 67° 44' 12" West, 20 feet; thence North 22° 15' 48" West, 150 feet; thence North 67° 44' 12" East, 20 feet; thence North 55° 31' 04" East, 376.36 feet more or less to the True Point Of Beginning.

ALSO EXCEPTING; A portion of the Northwest Quarter of the Northeast Quarter (NW1/4NE1/4) of Section 7, Township 42 North, Range 2 East, Boise Meridian, Shoshone County, Idaho described as follows:

Beginning at a point which bears South 46° 36' 49" West, 1,486.51 feet from the East 1/16 corner of said Section 7, said corner being described on a Record of Survey filed under Instrument Number 304501, records of Shoshone County; thence South 16° 46' 49" East, 100.00 feet; thence South 73° 13' 11" West, 100.00 feet; thence North 16° 46' 49" West, 100.00 feet; thence North 73° 13' 11" East, 100.00 feet to the True Point of Beginning.

449317

Instrument # 449317

WALLACE, SHOSHONE COUNTY, IDAHO

12-15-2008 01:09:00 No. of Pages: 4

Recorded for: FIRST AMERICAN TITLE CO.

PEGGY DELANGE WHITE Fee: 12.00

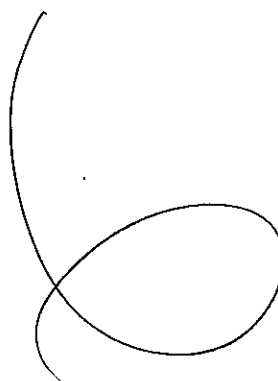
Ex-Officio Recorder Deputy

Index to: QUITCLAIM DEED

2008 DEC 15 PM 1 09

QUITCLAIM DEED - 4

PortInd2-4714244.2 0061829-00046



Delaware

503219

PAGE 1

THIS INSTRUMENT FILED AS AN
ACCOMMODATION ONLY. IT HAS
NOT BEEN EXAMINED AS TO ITS
EXECUTION, INSURABILITY OR
AFFECT ON TITLE.

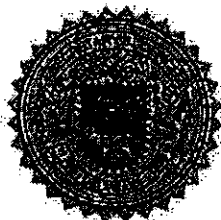
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"POTLATCH CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "POTLATCH OPERATING COMPANY" UNDER THE NAME OF
"POTLATCH OPERATING COMPANY", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE THIRD DAY OF FEBRUARY, A.D. 2006,
AT 6:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF
FEBRUARY, A.D. 2006, AT 7:45 O'CLOCK P.M.



4029681 8100M

060125812

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4513260

DATE: 02-09-06

CERTIFICATE OF MERGER
OF
POTLATCH CORPORATION
WITH AND INTO
POTLATCH OPERATING COMPANY

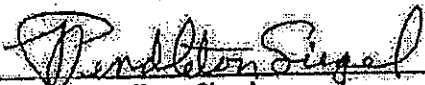
(Pursuant to Section 251 of the General Corporation Law of the State of Delaware)

Potlatch Operating Company, a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:
 - (a) Potlatch Operating Company, a Delaware corporation; and
 - (b) Potlatch Corporation, a Delaware corporation.
2. An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Potlatch Operating Company, a Delaware corporation (the "Surviving Corporation").
4. The Certificate of Incorporation of Potlatch Operating Company shall constitute the Certificate of Incorporation of the Surviving Corporation.
5. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation at 601 West Riverside Avenue, Suite 1100, Spokane, Washington 99201.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, this Certificate of Merger shall be effective at 7:45 p.m., Eastern Standard Time, on Friday, February 3, 2006.

IN WITNESS WHEREOF, Potlatch Operating Company has caused this Certificate to be signed as of this February 3, 2006.


Name: L. Pendleton Siegel
Title: Chief Executive Officer

NO. 503219
LATAH COUNTY TITLE CO
DATE & HOUR 3:20 PM 2/3/06
SUSAN PETERSEN
LATAH COUNTY RECORDER
FFE \$ 6.00 BY 

THIS INSTRUMENT FILED AS AN
ACCOMMODATION ONLY. IT HAS
NOT BEEN EXAMINED AS TO ITS
EXECUTION, INSURABILITY OR
AFFECT ON TITLE.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "POTLATCH FOREST HOLDINGS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "POTLATCH OPERATING COMPANY" TO "POTLATCH FOREST HOLDINGS, INC.", FILED THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 6:40 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 8 O'CLOCK P.M.



4029681 8100X

060125620

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4513118

DATE: 02-09-06

RESTATED CERTIFICATE OF INCORPORATION
OF
POTLATCH OPERATING COMPANY

Potlatch Operating Company, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The date of the filing of the original Certificate of Incorporation of Potlatch Operating Company with the Secretary of State of the State of Delaware was September 13, 2005 (the "Original Certificate of Incorporation").
2. This Restated Certificate of Incorporation, amends, restates and integrates the provisions of the Original Certificate of Incorporation and in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware, as amended from time to time (the "GCL"), was duly adopted by the sole stockholder and the Board of Directors by written consent in accordance with Sections 228 and 141(f), respectively of the GCL.
3. Pursuant to Section 103(d) of the GCL, this Restated Certificate of Incorporation shall be effective at 8:00 p.m., Eastern Standard Time, on Friday, February 3, 2006.
4. The text of the Original Certificate of Incorporation is hereby amended and restated in its entirety to provide as herein set forth in full.

ARTICLE 1

The name of this Corporation is Potlatch Forest Holdings, Inc.

ARTICLE 2

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE 3

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware ("GCL").

ARTICLE 4

This Corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$1.00 per share. The total number of shares which the Corporation is authorized to issue is 1,000 shares.

ARTICLE 5

503220

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE 6

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the board of directors or by the stockholders.

ARTICLE 7

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE 8

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

ARTICLE 9

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except that this Article 9 shall not eliminate or limit a director's liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL, or (iv) for any transaction from which such director derived an improper personal benefit. If the GCL is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended from time to time.

Any repeal or modification of this Article 9 shall not increase the personal liability of any director of this Corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The provisions of this Article 9 shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated by the provisions of this Article 9.

ARTICLE 10

The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made a party or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he, his testator or intestate, is or was a director or an officer of the Corporation or by reason of the fact that such person, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment to or repeal of this Article 10 shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

ARTICLE 11

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by L. Pendleton Siegel, its Chief Executive Officer, and attested by Malcolm A. Ryerse, its Corporate Secretary, this February 3, 2006.

By:


L. Pendleton Siegel,
Chief Executive Officer

ATTEST:


Malcolm A. Ryerse, Corporate Secretary

700355986v1

3

503220
NO. _____
LATAH COUNTY RECORDER
DATE & HOUR: 3-2-06 3:44
SUSAN PETERSEN
LATAH COUNTY RECORDER
FEE \$ 12.00 BY 

7

THIS INSTRUMENT FILED AS AN
ACCOMMODATION ONLY IT HAS
NOT BEEN EXAMINED AS TO ITS
EXECUTION, INSURABILITY OR
AFFECT ON TITLE.

RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

Potlatch TRS Idaho, LLC
c/o Potlatch Corporation
601 W. First Avenue, Suite 1600
Spokane, WA 99201
Attn: Michael Gadd

NO. 523243
AT THE RECORDER'S OFFICE
LATAH COUNTY TITLE CO
DATE & HOUR: 6:30:08 11/27
SUSAN PETERSEN
LATAH COUNTY RECORDER
FEE \$ 90 BY [Signature]

(Space Above For Recorder's Use)

WARRANTY DEED
LATAH COUNTY

For ten dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, **POTLATCH FOREST HOLDINGS, INC.**, a Delaware corporation ("Grantor"), conveys, grants and warrants to **POTLATCH TRS IDAHO, LLC**, a Delaware limited liability company ("Grantee"), whose address is c/o Potlatch Corporation, 601 W. First Avenue, Suite 1600 Spokane, WA 99201, and its successors and assigns forever, the following described real property in Latah County, Idaho (the "Property"):

See attached Exhibit A.

SUBJECT TO (i) all defects, liens, matters of record, and (ii) encumbrances created or suffered by Grantor.

This conveyance shall include any and all estate, right, title, interest, appurtenances, tenements, hereditaments, reversions, remainders, easements, rents, issues, profits, rights-of-way and water rights in anyway appertaining to the Property herein described as well as in law and in equity.

IN WITNESS WHEREOF, the Grantor has executed this instrument on this ____ day of June, 2008.

Potlatch Forest Holdings, Inc.,
a Delaware corporation

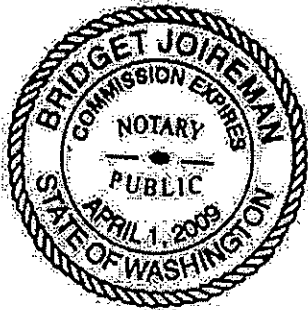
By: [Signature]
Its: President & CEO

523243

STATE OF Washington
County of Spokane) ss.

On this 26 day of June, 2008, before me Bridget Joireman personally appeared Michael J. Covey, known or identified to me to be the President of Potlatch Forest Holdings, Inc., a Delaware corporation that executed the instrument, or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such company executed the same.

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



Bridget Joireman
NOTARY PUBLIC FOR Washington
Residing at Colton, WA
My Commission Expires April 1, 2009

EXHIBIT A
Legal Description

POTLATCH MILL SITE:

Township 41 North, Range 4 West Boise Meridian, Latah County, State of Idaho:

Section 7: Part of Government Lot 1 lying South of the Rock Creek Road.

Township 41 North, Range 5 West Boise Meridian, Latah County, State of Idaho:

Section 1: Government Lot 3 lying south of the Railroad Right of Way,

And, those portions of Government Lot 4 and Southwest Quarter of the Northwest Quarter (SW $\frac{1}{4}$ NW $\frac{1}{4}$) lying south of the Railroad right-of-way and east of lands sold by Potlatch Forests Inc. to Louis H. Young on May 17, 1946 recorded as Latah County Instrument Number 161717 in Book 109 of Deeds at page 310.

And, those portions of the Southwest Quarter of the Northeast Quarter (SW $\frac{1}{4}$ NE $\frac{1}{4}$), the Southeast Quarter of the Northwest Quarter (SE $\frac{1}{4}$ NW $\frac{1}{4}$), the West half (W $\frac{1}{2}$) of the Southeast Quarter, and the Southeast Quarter of the Southeast Quarter (SE $\frac{1}{4}$ SE $\frac{1}{4}$) lying west of the Washington, Idaho & Montana Railway right-of-way and west and south of the lands Gift Deeded by Potlatch Corporation to the City of Potlatch on October 24, 1995, recorded in Latah County on March 18, 1997 as Instrument number 426198.

And, East Half of the Southwest Quarter (E $\frac{1}{2}$ SW $\frac{1}{4}$)

Section 12: Those portions of the Northeast Quarter of the Northeast Quarter (NE $\frac{1}{4}$ NE $\frac{1}{4}$) lying south of the river, the Northwest Quarter of the Northeast Quarter (NW $\frac{1}{4}$ NE $\frac{1}{4}$), and the Northeast Quarter of the Northwest Quarter (NE $\frac{1}{4}$ NW $\frac{1}{4}$).

8

RECEPTION ☒ INDEXED ☒
FILMED ☐ DELIVERED ☐
MAILED ☐

CLEARWATER
County
202153

Instrument # 202153
CLEARWATER COUNTY, OROFINO, IDAHO
2006-03-23 02:45:00 No. of Pages: 44
Recorded for: CCLT
ROBIN CHRISTENSEN
Ex-Officio Recorder Deputy
Fee: 132.00
Return to X

~~X~~ CLEARWATER LAND TITLE

CORRECTION BARGAIN AND SALE DEED

The purpose of this CORRECTION BARGAIN AND SALE DEED is to correct an erroneous legal description in a Bargain and Sale Deed dated December 30, 2005, recorded as Instrument No. 201542, records of Clearwater County, Idaho, on January 19, 2006, which, through a scrivener's error, contained an erroneous legal description.

For valuable consideration, Potlatch Corporation, a Delaware corporation, bargains, sells and conveys to Potlatch Forest Products Corporation, a Delaware corporation, whose mailing address is P.O. Box 1016, Lewiston, Idaho 83501, all of the real property situate in the county of Clearwater, State of Idaho, as described on an exhibit marked "Exhibit A", attached and incorporated by reference.

DATED: March 15, 2006.

POTLATCH CORPORATION

By:

Pamela A. Mull
Pamela A. Mull
Vice-President

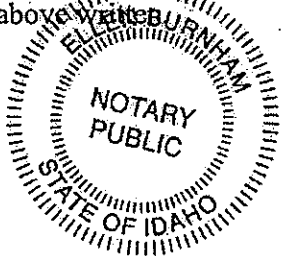
STATE OF IDAHO)

) ss.

County of Nez Perce)

On this 15 day of March, 2006, before me, the undersigned, a notary public in and for said state, personally appeared PAMELA A. MULL, known to me to be the Vice-President of Potlatch Corporation, the corporate officer who executed the within and foregoing instrument, and acknowledged to me that she executed it in her official capacity.

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



Ellen Burnham
Notary Public in and for the State of Idaho
residing at Lewiston, therein.
My Commission Expires: 10-18-11

EXHIBIT A
Clearwater County

PARCEL 1 *PETERSON'S CORNER*

Township 35 North, Range 5 East, B.M., Clearwater County, Idaho

Section 14: Northwest Quarter of the Southwest Quarter (NW $\frac{1}{4}$ SW $\frac{1}{4}$) lying north of County Road 6-10326.

Section 15: Northeast Quarter of the Southeast Quarter (NE $\frac{1}{4}$ SE $\frac{1}{4}$) lying north of County Road 6-10326.

PARCEL 2 *WILSON RANCH - SOLD*

Township 35 North, Range 5 East, B.M., Clearwater County, Idaho

Section 18: Southeast Quarter of the Southeast Quarter (SE $\frac{1}{4}$ SE $\frac{1}{4}$), and

Tract 1

A parcel of land located in the Northeast Quarter of the Southwest Quarter (NE $\frac{1}{4}$ SW $\frac{1}{4}$) of Section 18, Township 35 North, Range 5 East, Boise Meridian, and more particularly described as follows.

Commencing at a found 2 1/2" Brass Cap marking the Southwest 1/16th corner of Section 18 of Township 35 North, Range 5 East as shown on Record of Surveys on file at the Clearwater County Recorder's Office as Instrument Numbers 185676 and 192696;

thence North 0°17'29" West, 486.38 feet along the north-south 1/16th line;

thence South 89°25'30" East, 80.00 feet to a found yellow plastic cap on a 1/2 inch iron rebar, which point is the TRUE POINT OF BEGINNING;

thence South 0°17'29" East, 100.00 feet;

thence South 89°25'30" East, 422.39 feet;

thence South 0°17'29" East, 201.23 feet to the thread of Heywood Creek and the south corner of this parcel;

thence, along the thread of Heywood Creek, North 66°10'30" East, 458.35 feet;

thence North 88°40'24" East, 165.33 feet;

thence South 26°56'39" East, 23.95 feet;

thence North 88°09'09" East, 33.95 feet;

thence North 4°25'30" East, 89.73 feet to the southeast corner of this parcel;

thence, leaving said Heywood Creek, North 2°55'02" West, 878.27 feet to the east-west 1/4 line of Section 18 and the northeast corner of this parcel;

thence, along said 1/4 line, North 89°25'30" West, 1019.81 feet to the northwest corner of this parcel;

thence South 0°17'29" East, 840.10 feet to the TRUE POINT OF BEGINNING;

Containing 23.554 Acres;

PARCEL 2 (Cont'd)

Also known as Parcel 1-A, as shown on the Record of Survey, recorded September 26, 2005, as Instrument No. 200518, records of Clearwater County, Idaho, and

Tract 2

A parcel of land located in the Northeast Quarter of the Southwest Quarter (NE $\frac{1}{4}$ SW $\frac{1}{4}$) and North Half of the Southeast Quarter (N $\frac{1}{2}$ SE $\frac{1}{4}$) of Section 18, Township 35 North, Range 5 East, Boise Meridian, Clearwater County, Idaho and more particularly described as follows.

Commencing at the northwest corner of the said Northeast Quarter of the Southwest Quarter (NE $\frac{1}{4}$ SW $\frac{1}{4}$) of Section 18 of Township 35 North, Range 5 East as shown on Record of Surveys on file at the Clearwater County Recorder's Office as Instrument Numbers 185676 and 192696;

thence South 89°25'30" East, 1099.81 feet along the east-west $\frac{1}{4}$ line to the northwest corner of this parcel and the TRUE POINT OF BEGINNING;

thence South 2°55'02" East, 878.27 feet to the thread of Heywood Creek and the southwest corner of this parcel;

thence, along the thread of Heywood Creek, North 66°09'38" East, 238.67 feet;

thence South 88°09'06" East, 138.16 feet;

thence North 35°12'13" East, 73.14 feet;

thence North 71°17'32" East, 119.04 feet;

thence South 69°59'59" East, 43.86 feet;

thence North 67°01'53" East, 42.07 feet;

thence North 7°44'17" East, 137.29 feet;

thence South 83°03'52" East, 46.53 feet;

thence North 48°39'42" East, 151.52 feet;

thence North 78°52'48" East, 216.70 feet;

thence South 72°11'56" East, 152.42 feet;

thence North 7°59'55" East, 52.60 feet;

thence North 58°47'22" East, 101.20 feet;

thence South 46°30'02" East, 58.60 feet;

thence North 77°40'58" East, 86.78 feet;

thence South 84°49'55" East, 85.45 feet;

thence North 62°46'03" East, 65.90 feet;

thence North 36°21'05" East, 65.42 feet;

thence North 15°57'19" East, 118.99 feet;

Exhibit A (Clearwater County)

PARCEL 2 – Tract 2 (Cont'd)

thence North 30°04'11" East, 108.39 feet;

thence North 6°06'10" East, 77.69 feet to a point on the said east-west ¼ line of Section 18, marked by a 2 inch Aluminum Cap on a 5/8 inch x 12 inch iron rebar driven through the top of the center 60 inch diameter corrugated metal pipe;

thence, leaving said Heywood Creek and along the east-west ¼ line, North 89°25'30" West, 1671.10 feet to the TRUE POINT OF BEGINNING;

Containing 20.198 Acres;

Also known as Parcel 2, as shown on the Record of Survey, recorded September 26, 2005, as Instrument No. 200518, records of Clearwater County, Idaho, and

Tract 3

A parcel of land located in the North Half of the Southeast Quarter (N½SE¼) of Section 18, Township 35 North, Range 5 East, Boise Meridian, and more particularly described as follows.

Beginning at the Southeast 1/16th corner Section 18 of Township 35 North, Range 5 East as shown on Record of Surveys on file at the Clearwater County Recorder's Office as Instrument Numbers 185676 and 192696;

thence North 89°21'13" West, 764.16 feet along the east-west 1/16 line to the southwest corner of this parcel;

thence North 0°48'27" East, 881.70 feet to the thread of Heywood Creek and the northwest corner of this parcel;

thence, along the thread of Heywood Creek, North 78°52'48" East, 216.70 feet;

thence South 72°11'56" East, 152.42 feet;

thence North 7°59'55" East, 52.60 feet;

thence North 58°47'22" East, 101.20 feet;

thence South 46°30'02" East, 58.60 feet;

thence North 77°40'58" East, 86.78 feet;

thence South 84°49'55" East, 85.45 feet;

thence North 62°46'03" East, 65.90 feet;

thence North 36°21'05" East, 65.42 feet;

thence North 15°57'19" East, 118.99 feet;

thence North 30°04'11" East, 108.39 feet;

thence North 6°06'10" East, 77.69 feet to a point on the said east-west ¼ line of Section 18, marked by a 2-inch Aluminum Cap on a 5/8-inch x ½-inch iron rebar driven through the top of the center 60-inch diameter corrugated metal pipe;

PARCEL 2 – Tract 3 (Cont'd)

thence, leaving said Heywood Creek and along the east-west $\frac{1}{4}$ line, South $89^{\circ}25'30''$ East, 751.06 feet;

thence South $7^{\circ}58'02''$ West, 232.68 feet;

thence South $6^{\circ}19'41''$ West, 266.05 feet;

thence South $88^{\circ}13'44''$ East, 294.59 feet;

thence North $88^{\circ}20'39''$ East, 236.26 feet to the Section Line Common to Sections 17 and 18;

thence, along the said Section Line, South $0^{\circ}16'38''$ East, 839.06 feet to the South $\frac{1}{16}$ th Corner;

thence, leaving said Section Line and along the east-west $\frac{1}{16}$ th line, North $89^{\circ}21'13''$ West, 1329.14 feet to the TRUE POINT OF BEGINNING;

Containing 50.657 Acres;

Also known as Parcel 4, as shown on the Record of Survey, recorded September 26, 2005, as Instrument No. 200518, records of Clearwater County, Idaho.

PARCEL 3 *HEYWOOD 30*

Township 35 North, Range 5 East, B.M., Clearwater County, Idaho
Section 30: North Half of the Southeast Quarter ($N\frac{1}{2}SE\frac{1}{4}$)

PARCEL 4 *LOG HOME*

Township 35 North, Range 5 East, B.M., Clearwater County, Idaho
Section 30: Government Lots 2 and 3, and the Southeast Quarter of the Northwest Quarter ($SE\frac{1}{4}NW\frac{1}{4}$)

PARCEL 5 *RUDD*

Township 36 North, Range 4 East, B.M., Clearwater County, Idaho

Section 6: Government Lots 2, 3, 4, 5, 6 and 7, the Southeast Quarter of the Northwest Quarter ($SE\frac{1}{4}NW\frac{1}{4}$), and the Northeast Quarter of the Southwest Quarter ($NE\frac{1}{4}SW\frac{1}{4}$), all lying north of the Railroad right-of-way.

Township 37 North, Range 4 East, B.M., Clearwater County, Idaho

Section 31: Government Lot 4 and the Southeast Quarter of the Southwest Quarter ($SE\frac{1}{4}SW\frac{1}{4}$)

PARCEL 6 *ARNESON*

Township 36 North, Range 3 East, B.M., Clearwater County, Idaho

Section 7: Government Lot 1, North Half of the Northeast Quarter ($N\frac{1}{2}NE\frac{1}{4}$) and Northeast Quarter of the Northwest Quarter ($NE\frac{1}{4}NW\frac{1}{4}$).

Section 8: The Northwest Quarter of the Northwest Quarter ($NW\frac{1}{4}NW\frac{1}{4}$).

EXCEPTING that portion of Government Lot 1 lying north of the County Road and west of the former County Road (now abandoned) as shown on the Warranty Deed recorded January 15, 1969, as Instrument No. 93314, records of Clearwater County, Idaho, attached hereto as Exhibit Arneson.

Township 36 North, Range 2 East, B.M., Clearwater County, Idaho

Section 12: That portion of the Northeast Quarter of the Northeast Quarter ($NE\frac{1}{4}NE\frac{1}{4}$) lying southerly of the County Road and northerly of Oliver Road.

PARCEL 7 *COOK CREEK LOT 1*

A parcel of land located in the Southeast Quarter ($SE\frac{1}{4}$) of Section 21, Township 36 North, Range 3 East of the Boise Meridian, Clearwater County, Idaho described as follows.

Commencing at the Center $\frac{1}{4}$ corner of said Section 21;

thence S $1^{\circ} 03' 58''$ E along the North-South centerline of said section, a distance of 788.30 feet to the Point of Beginning.

thence continuing S $1^{\circ} 03' 58''$ E along the North-South centerline of said section, a distance of 880.18 feet to a point on the North right of way line of a county road;

thence along said right of way line N $87^{\circ} 02' 53''$ E, a distance of 119.54 feet;

thence along said right of way line through a curve to the right having a central angle of $11^{\circ} 14' 00''$, a radius of 855.59 feet, and an arc length of 167.74 feet;

thence S $81^{\circ} 49' 50''$ E along said right of way line, a distance of 293.56 feet;

thence along said right of way line through a curve to the left having a central angle of $31^{\circ} 56' 57''$, a radius of 601.29 feet, and an arc length of 335.29 feet;

thence N $66^{\circ} 13' 12''$ E along said right of way line, a distance of 453.70 feet;

thence N $0^{\circ} 28' 56''$ W, a distance of 599.90 feet;

thence through a curve to the left having a central angle of $29^{\circ} 35' 12''$, a radius of 200.00 feet, and an arc length of 103.28 feet;

thence S $89^{\circ} 51' 28''$ W, a distance of 1304.87 feet to the Point of Beginning.

Said parcel contains 26.33 acres, more or less.

Exhibit A (Clearwater County)

PARCEL 8 *BIG SCHOOL*

Township 36 North, Range 5 East, B.M., Clearwater County, Idaho

Section 2: Southwest Quarter of the Northeast Quarter (SW $\frac{1}{4}$ NE $\frac{1}{4}$).

EXCEPTING therefrom the South Half of the Southwest Quarter of the Southwest Quarter of the Southwest Quarter of the Northeast Quarter (S $\frac{1}{2}$ SW $\frac{1}{4}$ SW $\frac{1}{4}$ SW $\frac{1}{4}$ NE $\frac{1}{4}$).

PARCEL 9 *BEST CORNERS - LOT 3*

*see correction B & S Recd
dated 12/19/2006*

A part of the Southwest Quarter (SW $\frac{1}{4}$) of Section 12, Township 37 North, Range 2 East, B.M., Clearwater County, Idaho, more particularly described as:

Commencing at a brass cap monument marking the southwest corner of said Section 12;

thence N. 0°05'19" E., a distance of 15.00 feet to an iron pin and the TRUE POINT OF BEGINNING;

thence continuing N. 0°05'19" E. along the west line of said Section 12, a distance of 690.00 feet to an iron pin;

thence N.89°49'48" E., a distance of 1406.43 feet to an iron pin standing on the westerly right-of-way line of that County road known locally as the Dent Road;

thence S.26°15'00" W., along said right-of-way, a distance of 100.00 feet to the beginning of a curve to the left having a radius of 645.15 feet;

thence southwesterly along said curve, through a central angle of 26°21'07", an arc length of 296.72 feet to the end of the said curve;

thence S.0°06'07" E., a distance of 310.48 feet to an iron pin;

thence N.89°57'49" W., a distance of 1297.34 feet to the TRUE POINT OF BEGINNING.

Containing 20.9 acres and being subject to any rights of ways and or easements apparent on the premises and or of record.

PARCEL 10 *TIE CREEK*

Township 37 North, Range 2 East, Boise Meridian,

Section 17: Government Lots 1, 2 and 3, the South Half of the Northeast Quarter of the Northeast Quarter (S $\frac{1}{2}$ NE $\frac{1}{4}$ NE $\frac{1}{4}$), the South Half of the Northeast Quarter (S $\frac{1}{2}$ NE $\frac{1}{4}$), the East Half of the Southwest Quarter (E $\frac{1}{2}$ SW $\frac{1}{4}$), and the Southeast Quarter (SE $\frac{1}{4}$).

Section 18: Government Lots 8 and 13 and the Southeast Quarter of the Southeast Quarter (SE $\frac{1}{4}$ SE $\frac{1}{4}$).

Exhibit A (Clearwater County)

PARCEL 10 (Cont'd)

Section 20: Government Lots 1, 2, 5 and 6 and the North Half of the Northeast Quarter (N $\frac{1}{2}$ NE $\frac{1}{4}$).

EXCEPTING THEREFROM a parcel of land located in Government Lots 8 and 13 of said Section 18 as described in the Bargain and Sale Deed recorded October 22, 2004 as Instrument No. 197478, records of Clearwater County, attached hereto as Exhibit Donner I.

ALSO EXCEPTING THEREFROM a parcel of land located in the Southeast Quarter (SE $\frac{1}{4}$) of said Section 18 as described in the Bargain and Sale Deed recorded December 23, 2004 as Instrument No. 197971, records of Clearwater County, attached hereto as Exhibit Judge I.

ALSO EXCEPTING THEREFROM a parcel of land located in the Southwest Quarter of the Northeast Quarter (SW $\frac{1}{4}$ NE $\frac{1}{4}$) of said Section 17 as described in the Bargain and Sale Deed recorded December 27, 2004 as Instrument No. 198004, records of Clearwater County, and attached hereto as Exhibit Sell.

ALSO EXCEPTING THEREFROM a parcel of land located in the Southwest Quarter (SW $\frac{1}{4}$) of said Section 17 and Government Lot 13 of said Section 18 as described in the Bargain and Sale Deed recorded December 30, 2004 as Instrument No. 198055, records of Clearwater County, attached hereto as Exhibit Donner II.

ALSO EXCEPTING THEREFROM a parcel of land located in Government Lot 1 of said Section 17 and the Southeast Quarter (SE $\frac{1}{4}$) of said Section 18 as described in the Quitclaim Deed recorded September 27, 2005 as Instrument No. 200529, records of Clearwater County, and attached hereto as Exhibit Hershey.

ALSO EXCEPTING THEREFROM a parcel of land located in said Sections 17, 18 and 20 as described in the Bargain and Sale Deed recorded September 29, 2005 as Instrument No. 200530, records of Clearwater County, and attached hereto as Exhibit Judge II.

PARCEL 11 *JOHNSTON'S MILL REMAINDER*

Township 37 North, Range 3 East, B.M., Clearwater County, Idaho

Section 9: West Half of the Northeast Quarter (W $\frac{1}{2}$ NE $\frac{1}{4}$) and the South Half of the Northeast Quarter of the Northwest Quarter (S $\frac{1}{2}$ NE $\frac{1}{4}$ NW $\frac{1}{4}$).

SUBJECT TO Easements of records.

PARCEL 12 *BAND MILL*

Township 37 North, Range 3 East, B.M., Clearwater County, Idaho

Section 26: The Southwest Quarter of the Northeast Quarter (SW $\frac{1}{4}$ NE $\frac{1}{4}$) and the South Half Northwest Quarter (S $\frac{1}{2}$ NW $\frac{1}{4}$) and the North Half of the Southwest Quarter (N $\frac{1}{2}$ SW $\frac{1}{4}$)

Section 27: The South Half of the Northeast Quarter (S $\frac{1}{2}$ NE $\frac{1}{4}$) and the Northeast Quarter of the Southeast Quarter (NE $\frac{1}{4}$ SE $\frac{1}{4}$).

All lying south and west of the Grangemont County Road and north and east of the Band Mill Loop County Road.

EXCEPTING THEREFROM that portion of said Section 26 described as:

Beginning at the southwest corner of Section 26;
thence N 23° 07' 57" E a distance of 1749.36 feet to the True Point of Beginning;
thence N 02° 31' 16" W a distance of 660.00 feet to the south Boundary of Clearwater County Recorder's Instrument No. 103637;
thence N 87° 28' 44" E a distance of 424.27 feet to a brass cap monument marking the southeast corner of Clearwater County Recorder's Instrument No. 103637;
thence N 87° 28' 44" E a distance of 1225.73 feet;
thence S 02° 31' 16" E a distance of 660.00 feet;
thence S 87° 28' 44" W a distance of 1650.00 feet to the True Point of Beginning.

ALSO EXCEPTING THEREFROM that portion of said Section 26 described as:

Beginning at the One-Quarter corner common to Sections 26 and 27;
thence due south for a distance of 430 feet;
thence due east for a distance of 1,056 feet;
Said point being the Point of Beginning, and marked with an iron pipe and cap, labeled as "SHN DEED# SE COR";
thence North 15° East a distance of 55 feet;
thence North 75° West a distance of 55 feet;
thence South 15° West a distance of 55 feet;
thence South 75° East a distance of 55 feet, to the Point of Beginning.

PARCEL 13 *DENT VIEW LOT 4 - SOLD*

The South Half of the Northwest Quarter of the Southeast Quarter (S $\frac{1}{2}$ NW $\frac{1}{4}$ SE $\frac{1}{4}$), of Section 23, Township 38 North, Range 2 East, Boise Meridian; also known as Parcel 4, as shown on the Record of Survey, recorded February 25, 2005 as Instrument Number 198518, records of Clearwater County

SUBJECT TO the easement for ingress, egress and utilities granted to the State of Idaho, recorded July 23, 2001, as Instrument No. 187258, records of Clearwater County, Idaho.

Exhibit A (Clearwater County)

PARCEL 13 (Cont'd)

ALSO SUBJECT TO the Record of Survey, recorded February 25, 2005, as Instrument No. 198518, records of Clearwater County, Idaho.

ALSO SUBJECT TO the Road Maintenance Agreement as per the Record of Survey, recorded February 25, 2005, as Instrument No. 198518, records of Clearwater County, Idaho.

ALSO SUBJECT TO the Road Maintenance Agreement as per the Record of Survey, recorded October 28, 2005, As Instrument No. 200820, records of Clearwater County, Idaho.

PARCEL 14 DENT VIEW - LOT 7 SOLD

The West Half of the Southeast Quarter of the Southeast Quarter (W $\frac{1}{2}$ SE $\frac{1}{4}$ SE $\frac{1}{4}$), of Section 23, Township 38 North, Range 2 East, Boise Meridian; also known as Parcel 7, as shown on the Record of Survey, recorded February 25, 2005 as Instrument Number 198518, records of Clearwater County

SUBJECT TO the easement for ingress, egress and utilities granted to the State of Idaho, recorded July 23, 2001, as Instrument No. 187258, records of Clearwater County, Idaho.

ALSO SUBJECT TO the Record of Survey, recorded February 25, 2005, as Instrument No. 198518, records of Clearwater County, Idaho.

ALSO SUBJECT TO the Road Maintenance Agreement as per the Record of Survey, recorded February 25, 2005, as Instrument No. 198518, records of Clearwater County, Idaho.

ALSO SUBJECT TO the Road Maintenance Agreement as per the Record of Survey recorded October 28, 2005, As Instrument No. 200820, records of Clearwater County, Idaho.

9

INST. NO. **758681**

FILES FOR RECORD

RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

FFB 24⁰⁰ REC. BY

2008 JUN 30 AM 11 16

Potlatch TRS Idaho, LLC
c/o Potlatch Corporation
601 W. First Avenue, Suite 1600
Spokane, WA 99201
Attn: Michael Gadd

PAITY O. WEEKS
RECORDER, NEZ PERCE CO. ID.
BY [Signature] DEPUTY

FIRST AMERICAN TITLE HAS RECORDED THIS INSTRUMENT BY REQUEST AS AN ACCOMMODATION AND HAS NOT EXAMINED IT FOR REGULARITY AND SUFFICIENCY OR AS TO ITS EFFECT UPON THE TITLE TO ANY REAL PROPERTY THAT MAY BE DESCRIBED HEREIN.

(Space Above For Recorder's Use)

**WARRANTY DEED
NEZ PERCE COUNTY**

For ten dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, **POTLATCH FOREST HOLDINGS, INC.**, a Delaware corporation ("Grantor"), conveys, grants and warrants to **POTLATCH TRS IDAHO, LLC**, a Delaware limited liability company ("Grantee"), whose address is c/o Potlatch Corporation, 601 W. First Avenue, Suite 1600 Spokane, WA 99201, and its successors and assigns forever, the following described real property in Nez Perce County, Idaho (the "Property"):

See attached Exhibit A.

SUBJECT TO (i) all defects, liens, matters of record, and (ii) encumbrances created or suffered by Grantor.

This conveyance shall include any and all estate, right, title, interest, appurtenances, tenements, hereditaments, reversions, remainders, easements, rents, issues, profits, rights-of-way and water rights in anyway appertaining to the Property herein described as well as in law and in equity.

IN WITNESS WHEREOF, the Grantor has executed this instrument on this ____ day of June, 2008.

Potlatch Forest Holdings, Inc.,
a Delaware corporation

By:
Its:

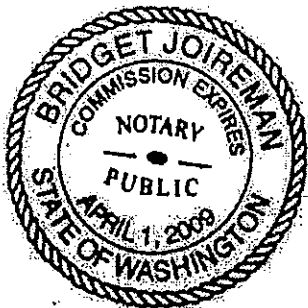
[Signature]
President & CEO

758681

STATE OF Washington)
County of Spokane) ss.

On this 26 day of June, 2008, before me Bridget J. Joreman, personally appeared Michael J. Covey, known or identified to me to be the President & CEO of Potlatch Forest Holdings, Inc., a Delaware corporation that executed the instrument, or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such company executed the same.

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



Bridget J. Joreman
NOTARY PUBLIC FOR Washington
Residing at Colbert, WA
My Commission Expires April 1, 2009

EXHIBIT A
Legal Description

SPALDING MILL SITE:

A parcel of land located in Sections 21, 22 and 28 of Township 36 North, Range 4 West, Nez Perce County, State of Idaho more particularly described as:

Parcel 1

A portion of the East Half of the Northeast Quarter of the Northeast Quarter ($E\frac{1}{2}NE\frac{1}{4}NE\frac{1}{4}$) of Section 28 in Township 36 North, Range 4 West, B.M., Nez Perce County, State of Idaho Highway 95.

Also a tract of land described as follows:

BEGINNING at a point, five chains (330 feet) East of the Southwest corner of Section 22, Township 36 North, Range 4 West, B.M.;

Thence due West fifteen chains (990 feet);

Thence North $0^{\circ}15'$ East, a distance of 657.46 feet to the Southerly boundary line of the Camas Prairie Railnet right-of-way;

Thence along this line running North $67^{\circ}55'$ East, a distance of 1,070.0 feet to a point North $0^{\circ}15'$ East of the Point of Beginning,

Thence South $0^{\circ}15'$ West a distance of 1058.0 feet to the POINT OF BEGINNING, being a part of Lot 20 in Section 22 and part of Lot 7 in Section 21, Township 36 North, Range 4 West, B.M.

AND ALSO a strip of land 10 feet wide along the West line of the West Half of the South Half ($W\frac{1}{2}S\frac{1}{2}$) of Lot 8 running North and South, in Section 22, Township 36 North, Range 4 West, B.M.

EXCEPTING the following parcel of land being a part of Lot 7, Section 21, Township 36 North, Range 4 West, B.M., described as:

BEGINNING at a point on the Southerly boundary line of the Camas Prairie Railnet right-of-way, said point being 660.0 feet West and 657.46 feet North $0^{\circ}15'$ East from the Southeast corner of said Section 21, Township 36 North, Range 4 West, of the B.M.

Thence running North $67^{\circ}55'$ East along the Southerly boundary of the Camas Prairie Railnet right-of-way a distance of 170.0 feet to a point;

Thence South $0^{\circ}15'$ West a distance of 162.16 feet to a point;

Thence South $67^{\circ}55'$ West a distance of 170.0 feet to a point;

Thence North $0^{\circ}15'$ East a distance of 162.16 feet to the POINT OF BEGINNING.

ALSO EXCEPT the following described property:

COMMENCING at the corner common to Sections 21, 22, 27, and 28, Township 36 North, Range 4 West, B.M.;

Thence North along the line between said Sections 21 and 22 a distance of 923 feet to an intersection with the Southerly boundary of the Camas Prairie Railnet right-of-way, said point of intersection being the TRUE PLACE OF BEGINNING;

Thence deflect right $67^{\circ}40'$ a distance of 357.56 feet along the Southerly boundary of the Camas Prairie Railnet right-of-way;

Thence deflect right $112^{\circ}20'$ a distance of 162.16 feet;

Thence deflect right $67^{\circ}40'$ a distance of 900.0 feet;

Thence deflect right $112^{\circ}20'$ a distance of 162.16 feet to a point on the above mentioned right-of-way;

Thence deflect right $67^{\circ}40'$ a distance of 542.44 feet along said boundary to the PLACE OF BEGINNING, said tract being parts of Lot 20 of said Section 22 and Lot 7 of said Section 21, Township 36 North, Range 4 West of the B.M., all being North of the Northerly right-of-way easement of State of Idaho Highway 95 in Nez Perce County, State of Idaho.

ALSO EXCEPT the right-of-way of State of Idaho Highway 95.

ALSO EXCEPT the right-of-way of the Camas Prairie Railnet, formerly Burlington Northern Railroad.

Parcel 2

Commencing at a point on the South line of Section 21, Township 36 North, Range 4 West, B.M., Nez Perce County, State of Idaho, which point is 10 chains (660 feet) West of the Southeast corner of said Section 21;

Thence North on a line parallel with the East line of said Section 21 to the intersection of the Camas Prairie Railnet Southerly right-of-way line as now established;

Thence Southwesterly along said Southerly right-of-way line a distance of 893 feet to a point, which is the true POINT OF BEGINNING;

Thence South 15° East a distance of 125 feet;

Thence Northeasterly on a line parallel with said Southerly right-of-way line a distance of 150 feet to a point;

Thence South 15° East a distance of 25 feet to a point;

Thence Northeasterly on a line parallel with said Southerly right-of-way line a distance of 118 feet to a point;

Thence North 15° West a distance of 150 feet to a point on the said Southerly right-of-way line;

Thence Southwesterly along said Southerly right-of-way line a distance of 268 feet to the POINT OF BEGINNING.

Parcel 3

Commencing at a point on the South line of Section 21, Township 36 North, Range 4 West, B.M., Nez Perce County, State of Idaho, which point is 10 chains West of the Southeast corner of said Section 21;

Thence North on a line parallel with the East line of said Section 21 to the intersection of the Camas Prairie Railnet Southerly right-of-way line as now established;

Thence Southwesterly along said Southerly right-of-way line a distance of 743 feet to a point, which is the true POINT OF BEGINNING;

Thence South 15° East a distance of 125 feet;

Thence Southwesterly on a line parallel with said Southerly right-of-way line a distance of 150 feet;

Thence North 15° West a distance of 125 feet to said Southerly right-of-way line;

Thence Northeasterly along said line a distance of 150 feet to the Point of Beginning.

Parcel 4

COMMENCING at the corner common to Sections 21, 22, 27 and 28, Township 36 North, Range 4 West, B.M., Nez Perce County, State of Idaho;

Thence North on a line between said Sections 21 and 22 a distance of 923.76 feet to an intersection with the Southerly right-of-way line of the Camas Prairie Railnet;

Thence deflect left $112^{\circ} 20'$ a distance of 712.44 feet along said right-of-way line to the TRUE POINT OF BEGINNING;

Thence continue on the last above-mentioned course a distance of 625.00 feet;

Thence deflect left $90^{\circ}00'$ a distance of 150 feet;

Thence deflect left $90^{\circ}00'$ a distance of 563.38 feet;

Thence deflect left $67^{\circ}40'$ a distance of 162.16 feet to the TRUE POINT OF BEGINNING;

Said tract being a part of Lot 7, said Section 21, Township 36 North, Range 4 West of the B.M.

Parcel 5

COMMENCING at the corner common to Sections 21, 22, 27 and 28, Township 36 North, Range 4 West, B.M., Nez Perce County, State of Idaho;

Thence North on a line between said Sections 21 and 22 a distance of 923.76 feet to an intersection with the Southerly right-of-way line of the Camas Prairie Railnet and the POINT OF BEGINNING.

Thence deflect right $67^{\circ}40'$ a distance of 357.56 feet along the Southerly right-of-way line of the Camas Prairie Railnet;

Thence deflect right $112^{\circ}20'$ a distance of 162.16 feet;

Thence deflect right $67^{\circ}40'$ a distance of 900.00 feet;

Thence deflect right $112^{\circ} 20'$ a distance of 162.16 feet to a point on said Southerly right-of-way line of the Camas Prairie Railnet;

Thence deflect right $67^{\circ} 40'$ a distance of 542.44 feet along said Southerly right-of-way line of the Camas Prairie Railnet to the POINT OF BEGINNING;

Said tract being a part of Lot 20 of said Section 22, and Lot 7 of said Section 21, Township 36 North, Range 4 West of the Boise Meridian.

Parcel A

Lot 6 of Section 21; the Northwest Quarter of the Northeast Quarter of the Northeast Quarter ($NW\frac{1}{4}NE\frac{1}{4}NE\frac{1}{4}$) and the North Half of the Northwest Quarter of the Northeast Quarter ($N\frac{1}{2}NW\frac{1}{4}NE\frac{1}{4}$) of Section 28, all in Township 36 North, Range 4 West of the B.M., Nez Perce County, Idaho.

AND the following described tract of land:

Beginning at a point 10 chains (660 feet) West of the Southeast corner of Section 21, Township 36 North, Range 4 West of the B.M., Nez Perce County, Idaho;

Thence due West 10 chains (660 feet);

Thence North to the left bank of the Clearwater River;

Thence Northwesterly along the meanders of said river to a point North of the Point of Beginning;

Thence due South to the POINT OF BEGINNING.

Said tract being a part of Lot 7 of Section 21, Township 36 North, Range 4 West of the B.M.

EXCEPT the right-of-way of the Camas Prairie Railnet formerly Burlington Northern Railroad.

ALSO EXCEPT the right-of-way of State of Idaho Highway 95

ALSO EXCEPTING that parcel of land conveyed to Pataha Lumber Co. on January 3, 1951, by Warranty Deed recorded January 31, 1951, in Book 185 of Deeds, page 616, which is described as follows:

Commencing at a corner common to Sections 21, 22, 27, and 28, Township 36 North, Range 4 West of the B.M., Nez Perce County, Idaho;

Thence North along the line between said Sections 21 and 22 a distance of 923.76 feet to an intersection with the Southerly right-of-way line of the Camas Prairie Railnet;

Thence deflect left $112^{\circ}20'$ a distance of 712.44 feet along said Southerly right-of-way line to the TRUE POINT OF BEGINNING;

Thence continue on the last above-mentioned course a distance of 625 feet;

Thence deflect left $90^{\circ}00'$ a distance of 150.00 feet;

Thence deflect $90^{\circ}00'$ a distance of 563.38 feet;

Thence deflect left $67^{\circ}40'$ a distance of 162.16 feet to the TRUE POINT OF BEGINNING, said tract being a part of Lot 7, Section 21, Township 36 North, Range 4 West of the B.M.

ALSO EXCEPTING that parcel of land conveyed to Gerald V. Olmstead and Linda Olmstead, his wife, by Deed dated January 21, 1963, and recorded on January 21, 1963, in Book 219 of Deeds, Page 112, described as follows, to-wit:

A tract of or parcel of land situated in Lot 7, Section 21, Township 36 North, Range 4 West of the Boise Meridian, Nez Perce County, Idaho, and lying between the Northerly right-of-way line of the Camas Prairie Railnet and the Southerly bank of the Clearwater River, more particularly described as follows:

Beginning at the point of intersection of the North and South centerline of Lot 7, Section 21, Township 36 North, Range 4 West of the B.M., and the Northerly right-of-way line of the Camas Prairie Railnet, said point being 981.78 feet North and 657.2 feet West from the Southeast corner of said Section 21;

Thence running South $67^{\circ}55'$ West along said Northerly right-of-way line a distance of 209.7 feet to a point;

Thence North $15^{\circ}07'$ East a distance of 121.3 feet to a point;

Thence North $56^{\circ}45'$ along the top of the Southerly bank of the Clearwater River a distance of 196.0 feet to a point on the North and South centerline of said Lot 6;

Thence South $0^{\circ}15'$ West along said North and South centerline a distance of 145.6 feet to the POINT OF BEGINNING.

ALSO EXCEPTING that parcel of land conveyed to the Clearwater Lumber Company by Deed dated April 5, 1968, and recorded April 8, 1968, as Instrument No. 330111, records of Nez Perce County, Idaho, described as follows, to-wit:

Commencing at a point on the South line of Section 21, Township 36 North, Range 4 West of the B.M., Nez Perce County, Idaho, which point is 10 chains (660 feet) West of the Southeast corner of said Section 21;

Exhibit A Page 4 of 6

Thence North on a line parallel with the East line of said Section 21 to the intersection of the Camas Prairie Railnet southerly right-of-way line as now established;

Thence Southwesterly along said Southerly right-of-way line a distance of 893 feet to a point, which is the true POINT OF BEGINNING;

Thence South 15° East a distance of 125 feet;

Thence Northeasterly on a line parallel with said Southerly right-of-way line a distance of 150 feet to a point;

Thence South 15° East a distance of 25 feet to a point;

Thence Northeasterly on a line parallel with the Southerly right-of-way line a distance of 118 feet to a point;

Thence North 15° West a distance of 150 feet to a point on the Southerly right-of-way line;

Thence Southwesterly along said Southerly right-of-way line a distance of 268 feet to the POINT OF BEGINNING.

Parcel B

Commencing at the corner common to Sections 21, 22, 27, and 28, Township 36 North, Range 4 West of the B.M., Nez Perce County, Idaho;

Thence North along the line between said Sections 21 and 22 a distance of 923.76 feet to an intersection with the Southerly right-of-way line of the Camas Prairie Railnet;

Thence deflect right 67°40' a distance of 357.56 feet along said Southerly right-of-way line to the TRUE POINT OF BEGINNING;

Thence continue on last course a distance of 362.14 feet;

Thence deflect left 90°00' a distance of 200 feet to a point on the Southerly right-of-way line of the Camas Prairie Railnet;

Thence deflect right 90°00' a distance of 432.74 feet along said right-of-way line;

Thence deflect right 112°20' a distance of 665.00 feet;

Thence deflect 67°40' a distance of 712.72 feet;

Thence deflect right 112°20' a distance of 448.78 feet of the TRUE POINT OF BEGINNING, being a part of Lots 7, 8, 19, and 20 in Section 22, Township 36 North, Range 4 West of the B.M., Nez Perce County, Idaho.

EXCEPTING THEREFROM, those parcels of land conveyed to the State of Idaho by Instrument Nos. 287799 and 287800, records of Nez Perce County, Idaho.

EXCEPTING THEREFROM, the rights-of-way of State of Idaho Highway 95, and the Camas Prairie Railnet, formerly Burlington Northern Railroad.

Parcel C

758681

Being a part of Lot 7, Section 21, Township 36 North, Range 4 West of the B.M., Nez Perce County, Idaho, described as follows:

Beginning at a point the Southerly right-of-way of the Camas Prairie Railnet, said point being 660.0 feet West and 657.46 feet North $0^{\circ}15'$ East from the Southeast corner of Section 21, Township 36 North, Range 4 West of the Boise Meridian;

Thence running North $67^{\circ}55'$ East along the aforesaid Southerly right-of-way line a distance of 170.0 feet to a point;

Thence South $0^{\circ}15'$ West a distance of 162.16 feet to a point;

Thence South $67^{\circ}55'$ West a distance of 170.0 feet to a point;

Thence North $0^{\circ}15'$ East a distance of 162.16 feet to the POINT OF BEGINNING.

727974

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"POTLATCH CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "POTLATCH OPERATING COMPANY" UNDER THE NAME OF
"POTLATCH OPERATING COMPANY", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE THIRD DAY OF FEBRUARY, A.D. 2006,
AT 6:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF
FEBRUARY, A.D. 2006, AT 7:45 O'CLOCK P.M.

INSI. NO. 727974
FILED FOR REC'D
REG. BY FIRST AMERICAN TITLE

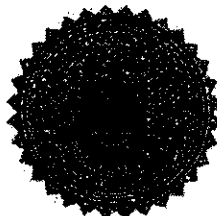
2006 MAR -2 P 12:58

PATTY O. WEEKS
RECORDER, NEZ PLRCE CO.

BY R. Lewis DEPUTY

4029681 8100M

060125812



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4513263

DATE: 02-09-06

727974

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:24 PM 02/03/2006
FILED 06:24 PM 02/03/2006
SRV 060107742 - 4029681 FILE

**CERTIFICATE OF MERGER
OF
POTLATCH CORPORATION
WITH AND INTO
POTLATCH OPERATING COMPANY**

(Pursuant to Section 251 of the General Corporation Law of the State of Delaware)

Potlatch Operating Company, a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:
 - (a) Potlatch Operating Company, a Delaware corporation; and
 - (b) Potlatch Corporation, a Delaware corporation.
2. An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Potlatch Operating Company, a Delaware corporation (the "Surviving Corporation").
4. The Certificate of Incorporation of Potlatch Operating Company shall constitute the Certificate of Incorporation of the Surviving Corporation.
5. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation at 601 West Riverside Avenue, Suite 1100, Spokane, Washington 99201.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, this Certificate of Merger shall be effective at 7:45 p.m., Eastern Standard Time, on Friday, February 3, 2006.

IN WITNESS WHEREOF, Potlatch Operating Company has caused this Certificate to be signed as of this February 3, 2006.


Name: L. Pendleton Siegel
Title: Chief Executive Officer

920000

727975

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "POTLATCH FOREST HOLDINGS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "POTLATCH OPERATING COMPANY" TO "POTLATCH FOREST HOLDINGS, INC.", FILED THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 6:40 O'CLOCK P.M.

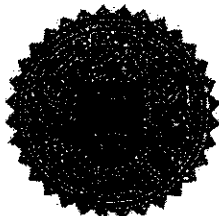
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 8 O'CLOCK P.M.

INST. NO. 727975
FILED FOR REC'D
1202 REG. BY. FIRST AMERICAN TITLE

2006 MAR -2 P 12: 59

PATLY O. WEEKS
RECORDER, NEZ PERCE CO

BY R. Lewis DET



4029681 8100X

060125620

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4513117

DATE: 02-09-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:24 PM 02/03/2006
FILED 06:40 PM 02/03/2006
SRV 060107818 - 4029681 FILE

RESTATED CERTIFICATE OF INCORPORATION
OF
POTLATCH OPERATING COMPANY

Potlatch Operating Company, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The date of the filing of the original Certificate of Incorporation of Potlatch Operating Company with the Secretary of State of the State of Delaware was September 13, 2005 (the "Original Certificate of Incorporation").
2. This Restated Certificate of Incorporation, amends, restates and integrates the provisions of the Original Certificate of Incorporation and in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware, as amended from time to time (the "GCL"), was duly adopted by the sole stockholder and the Board of Directors by written consent in accordance with Sections 228 and 141(f), respectively of the GCL.
3. Pursuant to Section 103(d) of the GCL, this Restated Certificate of Incorporation shall be effective at 8:00 p.m., Eastern Standard Time, on Friday, February 3, 2006.
4. The text of the Original Certificate of Incorporation is hereby amended and restated in its entirety to provide as herein set forth in full.

ARTICLE 1

The name of this Corporation is Potlatch Forest Holdings, Inc.

ARTICLE 2

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE 3

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware ("GCL").

ARTICLE 4

This Corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$1.00 per share. The total number of shares which the Corporation is authorized to issue is 1,000 shares.

ARTICLE 5

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

ARTICLE 6

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the board of directors or by the stockholders.

ARTICLE 7

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE 8

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

ARTICLE 9

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, except that this Article 9 shall not eliminate or limit a director's liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL, or (iv) for any transaction from which such director derived an improper personal benefit. If the GCL is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended from time to time.

Any repeal or modification of this Article 9 shall not increase the personal liability of any director of this Corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

The provisions of this Article 9 shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director which has not been eliminated by the provisions of this Article 9.

ARTICLE 10

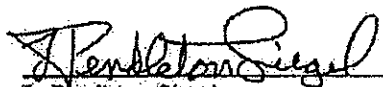
The Corporation shall indemnify to the full extent authorized or permitted by law (as now or hereafter in effect) any person made, or threatened to be made a party or witness to any action, suit or proceeding (whether civil or criminal or otherwise) by reason of the fact that he, his testator or intestate, is or was a director or an officer of the Corporation or by reason of the fact that such person, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment to or repeal of this Article 10 shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

ARTICLE 11

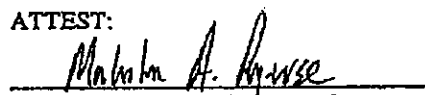
The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by L. Pendleton Siegel, its Chief Executive Officer, and attested by Malcolm A. Ryerse, its Corporate Secretary, this February 3, 2006.

By:


L. Pendleton Siegel,
Chief Executive Officer

ATTEST:


Malcolm A. Ryerse, Corporate Secretary

765846

FIRST AMERICAN TITLE HAS RECORDED THIS INSTRUMENT BY REQUEST AS AN ACCOMMODATION AND HAS NOT EXAMINED IT FOR REGULARITY AND SUFFICIENCY OR AS TO ITS EFFECT UPON THE TITLE TO ANY REAL PROPERTY THAT MAY BE DESCRIBED HEREIN.

RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

Clearwater Paper Corporation
601 West Riverside Ave., Suite 1100
Spokane, WA 99201
Attn: Michael S. Gadd

(Space Above For Recorder's Use)

QUITCLAIM DEED
(Nez Perce County)

FOR VALUE RECEIVED, POTLATCH FOREST HOLDINGS, INC., a Delaware corporation, Grantor, does hereby convey and quitclaim to CLEARWATER PAPER CORPORATION, a Delaware corporation, Grantee, whose complete mailing address is 601 West Riverside, Suite 1100, Spokane, WA 99201, the following described property situated in Nez Perce County, Idaho:

SEE EXHIBIT A ATTACHED HERETO;

TOGETHER WITH all and singular the tenements, hereditaments, and appurtenances thereunto belonging, or otherwise appertaining, including water rights, and all estate, right, title and interest in and to the said property, including any after-acquired estate, right, title and interest therein.

IN WITNESS WHEREOF, Grantor has executed this Quitclaim Deed this 16th day of December, 2008.

GRANTOR:

Potlatch Forest Holdings, Inc.,
a Delaware corporation

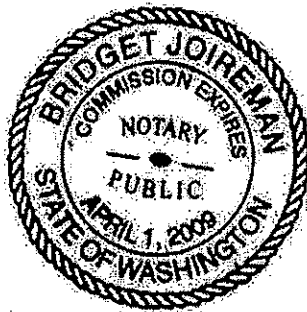
By: [Signature]
Its: VP Resource Management

765846

STATE OF WASHINGTON)
) ss.
County of Spokane)

I certify that I know or have satisfactory evidence that Brent Stinnett is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he is authorized to execute the instrument and acknowledged it as Vice President of Potlatch Forest Holdings, Inc., a Delaware corporation, to be the free and voluntary act of such party for the uses and purposes mentioned in this instrument.

Dated December 16, 2008.



Bridget Joireman
Notary Public for the State of Washington
My appointment expires: April 1, 2009

INST. NO. 765846

FILED FOR RECORD
FEE 9.00 REC. BY FIRST AMERICAN TITLE

2009 FEB 20 PM 2 23

RECORDED
BY [Signature] DEPUTY

EXHIBIT A**Legal Description**

Real property situate in Nez Perce County, Idaho, described as follows:

Commencing at the one quarter corner between Section 27 and 34, Township 36 North, Range 5 West, Boise Meridian, thence on a bearing of North 86° 38' 57.56" East, a distance of 556.626 feet to the POINT OF BEGINNING; thence South 72° 58' 07.9" East, a distance of 442.833 feet; thence North 0° 00' 00" East a distance of 385.1415 feet; thence North 56° 14' 49.25" West, a distance of 757.721 feet; thence North 65° 32' 09.24" West, a distance of 735.4708 feet; thence South 36° 53' 21.4" East, a distance of 660.0 feet; thence South 46° 38' 21.4" East, a distance of 660.0 feet to the point of beginning. This plot consists of 11.1 acres more or less. All bearings are grid bearing of Lambert South Washington Zone.