

Egbert, Sandy

From: Hill, Teresa A. [TAHILL@stoel.com]
Sent: Monday, November 30, 2009 4:32 PM
To: Egbert, Sandy
Cc: mpl@givenspursley.com
Subject: RE: Potlatch Water Rights
Attachments: Certificate of Merger - Valley View Land Co into PFPC.PDF; PFPC to Clearwater Paper - Name Change Delaware.pdf

Follow Up Flag: Follow up
Flag Status: Flagged

Sandy,

The parcels referenced below were owned by Valley View Land Co., which merged into Potlatch Forest Products Corp. in 2008 pursuant to the attached merger documents. I believe you already have a copy of the second document changing the name of PFPC to Clearwater Paper. Please let me know if this provides the documentation you need for these parcels.

I am copying another attorney, Mike Lawrence, at Givens Pursley. His firm assisted with the Valley View Land Co. transaction and provided the attached documents. They also filed a related water right transfer in 2008 for the "Greenhouse" portion of water right 85-15367. Since this is all interrelated, and complicated, I thought it might be good to get Mike in the loop for any follow up questions related to those transactions.

Please don't hesitate to call or email me if you have any additional questions, and if there is anything I can do to make this process easier, please let me know. I am happy to help in any way that I can.

Teresa A. Hill

STOEL RIVES LLP | Direct: (208) 387-4264 | Mobile: (208) 850-7422

From: Egbert, Sandy [mailto:Sandy.Egbert@idwr.idaho.gov]
Sent: Wednesday, November 18, 2009 1:55 PM
To: Hill, Teresa A.
Subject: Potlatch Water Rights

Teresa,

I left you a voice mail this morning about water rights 84-4126 and 84-4162. I think the numbers were transposed on one of the Change of Ownership forms.

I would like to add another question to the mix. I am working on water rights 85-2098, 85-2140, etc. Several water rights overlap the same area. My question is, did Potlatch ever own the two southern parcels in 36N05W Section 32 SENE. On our 2007 parcel data, Michael McNichols owns that property. The parcel numbers we have are: RP36N05W322090 and RPL365W0321899. I have attached a map with aerial photography to help identify the parcels.

Sandy Egbert

GIS Specialist

**CERTIFICATE OF MERGER
MERGING
VALLEY VIEW LAND COMPANY, INC.,
an Idaho corporation
WITH AND INTO
POTLATCH FOREST PRODUCTS CORPORATION,
a Delaware corporation**

(pursuant to Section 252 of the Delaware
General Corporation Law)

Potlatch Forest Products Corporation, a corporation organized and existing under the laws of the State of Delaware, under and in accordance with Section 252 of the Delaware General Corporation Law (the "**DGCL**"), does hereby certify:

FIRST: The name and state of incorporation of each of the constituent corporations is as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Potlatch Forest Products Corporation	Delaware
Valley View Land Company, Inc.	Idaho

SECOND: An agreement and plan of merger (the "**Merger Agreement**") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the DGCL.

THIRD: The name of the surviving corporation (the "**Surviving Corporation**") in the merger is Potlatch Forest Products Corporation.

FOURTH: The certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of the Surviving Corporation, as it existed prior to the effective time of the merger.

FIFTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SIXTH: The authorized capital stock of Valley View Land Company, Inc. is 1,000 shares of common stock, \$100 par value per share.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned officer of Potlatch Forest Products Corporation, under penalties of perjury, affirms and acknowledges that the foregoing instrument is the act and deed of the corporation and the facts stated therein are true.

Dated: July 17th 2008

Potlatch Forest Products Corporation,
a Delaware corporation

By: 
Name: Eric J. Cremers
Title: Chief Financial Officer

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

Delaware

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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.