

PROVINCE OF BRITISH COLUMBIA

Ministry of Forests

IN THE MATTER OF TREE FARM LICENCE 39

INSTRUMENT NUMBER 153

Amendment

THIS AGREEMENT is dated the 1st day of DECEMBER, 1999.

BETWEEN:

THE MINISTER OF FORESTS, on behalf of
HER MAJESTY THE QUEEN IN RIGHT OF THE
PROVINCE OF BRITISH COLUMBIA, Parliament Buildings,
Victoria, British Columbia, V8V 1X4

(the "Licensor") OF THE FIRST PART

AND:

~~MACMILLAN BLOEDEL LIMITED~~ ^{was} Weyerhaeuser Company Limited ^{as}
925 West Georgia Street
Vancouver, British Columbia
V6C 3L2
(the "Licensee") OF THE SECOND PART

WHEREAS:

The land described hereinafter lie within Tree Farm Licence (TFL) 39, and the said parcel of land is required for the purpose of a truck maintenance shop site (Kip Brown Trucking Limited);

AND:

The Licensor and the Licensee are in agreement with the withdrawal of the aforementioned lands from Schedule "A" of the said TFL.

THEREFORE:

Pursuant to Section 39(1)(e) of the *Forest Act*, the parties agree to the withdrawal from Schedule "A" of TFL 39, the following parcel of land:

That part of Lot C, District Lot 4421, Plan 6246, New Westminster Land District (0.65 hectares, more or less) as shown outlined in red on the plan attached.

This agreement has been executed by the Licensor and Licensee on the day and year first written above.



SIGNED, SEALED AND DELIVERED)
by the Minister of Forests on behalf of)
Her Majesty the Queen in Right of the)
Province of British Columbia in the)
presence of:)

_____)
_____)
_____)



Minister of Forests

THE COMMON SEAL (C/S) of the)
Licensee was affixed in the presence of:)


_____)
Authorized Signatory)

_____)
Authorized Signatory)
_____)

C/S

(OR)

SIGNED, SEALED AND DELIVERED)
by the Licensee in the presence of:)

_____)
_____)
_____)

Authorized Signatory

Title



Industry Canada

Industrie Canada

**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

WEYERHAEUSER COMPANY LIMITED

367561-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

November 1, 1999 / le 1 novembre 1999

Date of Amalgamation - Date de fusion

Canada



Industry Canada

Industrie Canada

Corporations Directorate
9th floor
Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

Direction générale des Corporations
9e étage
Tour Jean Edmonds sud
365, avenue Laurier ouest
Ottawa (Ontario) K1A 0C8

November 2, 1999 / le 2 novembre 1999

Your file - Votre référence

PATRICIA E. HALEY
BLAKE, CASSELS & GRAYDON
45 O'CONNOR ST, WORLD EXCHANGE PLAZA
20TH FLOOR
OTTAWA ONTARIO
K1P 1A4

Our file - Notre référence
367561-1

Re - Objet

WEYERHAEUSER COMPANY LIMITED

Enclosed herewith is the document issued in the above matter.

Vous trouverez ci-inclus le document émis dans l'affaire précitée.

A notice of issuance of CBCA documents will be published in the *Canada Corporations Bulletin*. A notice of issuance of CCA documents will be published in the *Canada Corporations Bulletin* and the *Canada Gazette*.

Un avis de l'émission de documents en vertu de la LCSA sera publié dans le *Bulletin des sociétés canadiennes*. Un avis de l'émission de documents en vertu de la LCC sera publié dans le *Bulletin des sociétés canadiennes* et dans la *Gazette du Canada*.

IF A NAME OR CHANGE OF NAME IS INVOLVED, THE FOLLOWING CAUTION SHOULD BE OBSERVED:

S'IL EST QUESTION D'UNE DÉNOMINATION SOCIALE OU D'UN CHANGEMENT DE DÉNOMINATION SOCIALE, L'AVERTISSEMENT SUIVANT DOIT ÊTRE RESPECTÉ :

This name is available for use as a corporate name subject to and conditional upon the applicants assuming full responsibility for any risk of confusion with existing business names and trade marks (including those set out in the relevant NUANS search report(s)). Acceptance of such responsibility will comprise an obligation to change the name to a dissimilar one in the event that representations are made and established that confusion is likely to occur. The use of any name granted is subject to the laws of the jurisdiction where the company carries on business.

Cette dénomination sociale est disponible en autant que les requérants assument toute responsabilité de risque de confusion avec toutes dénominations commerciales et toutes marques de commerce existantes (y compris celles qui sont citées dans le(s) rapport(s) de recherches de NUANS pertinent(s)). Cette acceptation de responsabilité comprend l'obligation de changer la dénomination de la société en une dénomination différente advenant le cas où des représentations sont faites établissant qu'il y a une probabilité de confusion. L'utilisation de tout nom octroyé est sujette à toute loi de la juridiction où la société exploite son entreprise.

Narayanan Iyer

For the Director General, Corporations Directorate

pour le Directeur général, Direction générale des Corporations

Canada

1 — Name of amalgamated corporation Dénomination de la société issue de la fusion
WEYERHAEUSER COMPANY LIMITED

2 — The place in Canada where the registered office is to be situated Lieu au Canada où doit être situé le siège social
**Greater Vancouver Regional District,
 Province of British Columbia**

3 — The classes and any maximum number of shares that the corporation is authorized to issue Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
**An unlimited number of shares designated as "Common Shares", 100 shares designated as "Preference Shares" and an unlimited number of shares designated as "Exchangeable Shares".
 The rights, privileges, restrictions and conditions attaching to each class of shares are set out in the annexed Schedule 1 which is incorporated in this form.**

4 — Restrictions, if any, on share transfers Restrictions sur le transfert des actions, s'il y a lieu
None.

5 — Number (or minimum and maximum number) of directors Nombre (ou nombre minimal et maximal) d'administrateurs
A minimum of three directors and a maximum of fifteen directors

6 — Restrictions, if any, on business the corporation may carry on Limites imposées à l'activité commerciale de la société, s'il y a lieu
None.

7 — Other provisions, if any Autres dispositions, s'il y a lieu
Authorization to Appoint Additional Directors
The directors may, within the maximum number permitted by the articles, appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.

8 — The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: 8 — La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

183
 184(1)
 184 (2)

9 — Name of the amalgamating corporations Dénomination des sociétés fusionnantes	Corporation No. N° de la société	Signature	Date	Title Titre
Weyerhaeuser Company Limited	367560-2	<i>[Signature]</i>	Nov 1/99	DIRECTOR
MacMillan Bloedel Limited	3487504	<i>[Signature]</i>	Nov 1/99	DIRECTOR

FOR DEPARTMENTAL USE ONLY — A L'USAGE DU MINISTRE SEULEMENT Filed — Déposée
 Corporation No. — N° de la société **367561-1** **NOV - 1 1999**

Direct Tel (604)661-8185
Direct Fax (604)681-9674

Our File: P.1576-03
Your File: 19700-25 TFL 39

December 2, 1999

Resource Tenures and Engineering Branch
Ministry of Forests
P.O. Box 9510, Stn Prov Govt
Victoria, B.C.
V8W 9C2

Attention: Jim Gowriluk, Acting Director

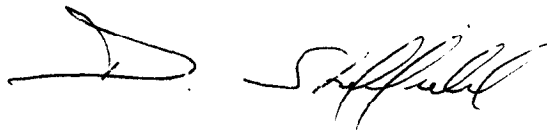
Dear Jim:

Re: Instrument No. 153 For T.F.L. 39

Please find enclosed a copy of instrument No. 153 signed on behalf of the Weyerhaeuser Company Limited. As MacMillan Bloedel Limited amalgamated with Weyerhaeuser effective November 1, 1999, we have changed the name of the company on the first page and initialed the change. For your records I have also included a copy of the certificate of amalgamation.

We appreciate your Branch's assistance in completing this matter.

Yours truly,
Weyerhaeuser Company Limited



D.E. Sheffield
Property Administrator

99/12/10

Brad.


100th
Anniversary



Province of British Columbia
Ministry of Forests
Forest Service

Map of I. INSTRUMENT NUMBER 15 TO TREE FARM LICENCE NUMBER 39

EXHIBIT A

Date: NOVEMBER 19, 1982
Ref. Map: R92 L/SE
Base: T.F.L. 39 BK. 2
Scale: 1:126 720
Area: as shown hectares ±

MANAGEMENT UNIT		TIMBER SUPPLY AREA		Pulpwood Agreement	Cascades	
Type	OT	Numbr.	28 QUADRA		East	West
Number	T.F.L. 39	Block				
Block		Sub-B			✓	

Forest Region: O1 VANCOUVER

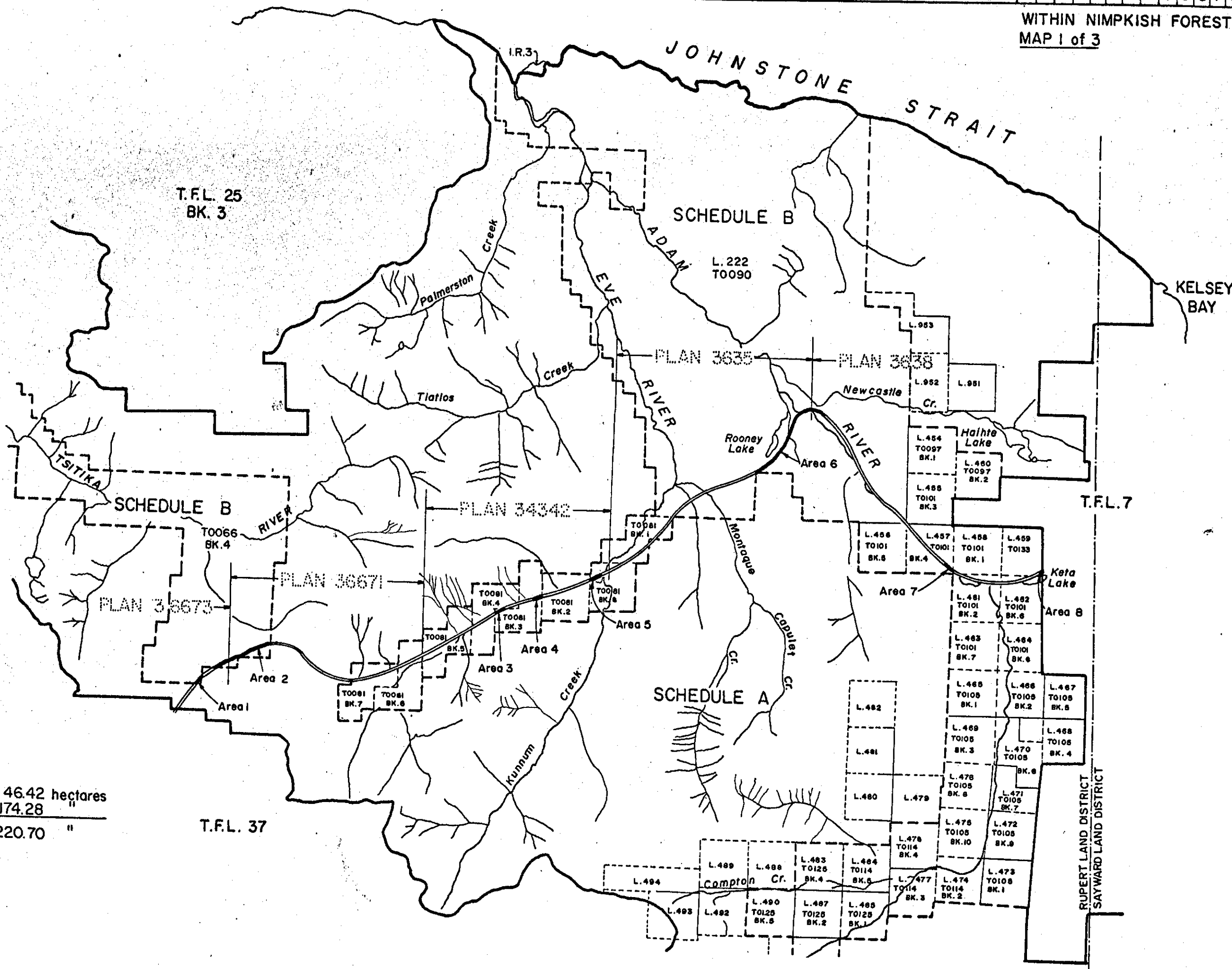
Land District: RUPERT

District: O8 CAMPBELL RIVER

Outline: _____

U.T.M. Zone	East	North	Reg	Compt.	L
Grid	09 68 90 00 05 58 70 00 02 05 8				

WITHIN NIMPKISH FOREST
MAP 1 of 3



AREA	
Schedule A	46.42 hectares
Schedule B	174.28 "
Total	220.70 "

T.F.L. 37