

EXHIBIT "C"

to
TENNESSEE MINING, INC./CUMBERLAND TIMBER COMPANY, LLC
DEEDS

First Party hereby grants and conveys unto Second Party its right to repurchase surface acres overlying the mineral estate conveyed by the Deed to which this Exhibit C is attached, said rights retained by First Party in the Deeds of record dated July 21, 1994 from Tennessee Mining, Inc. to Champion International, Inc. and appearing of record in

<u>Deed Book</u>	<u>Page</u>	<u>Register's Office</u>
<u>324</u>	<u>715-827</u>	Campbell County
<u>325</u>	<u>1-76</u>	Campbell County
<u>Z-18</u>	<u>265-377</u>	Anderson County
<u>204</u>	<u>1-113</u>	Scott County

Reference is hereby made to Exhibit "C" of the above referenced Deeds.

These repurchase rights were established and subsequently amended by the following documents:

- (a) Asset Purchase and Sale Agreement dated July 5, 1994.
- (b) Second Amendment to Asset Purchase and Sale Agreement dated January 25, 1996.
- (c) Third Amendment to Asset Purchase and Sale Agreement dated September 8, 1999.

Pursuant to the Third Amendment to Asset Purchase and Sale Agreement, First Party relinquished its rights of repurchase with regard to surface property in Overton and Fentress Counties, Tennessee. The quitclaim deeds evidencing this relinquishment appear of record in Deed Book 288, Page 195-198, Overton County Recorder's Office, and in Deed Book F-8, Page 212, Fentress County Recorder's Office.

Second Party's right to repurchase surface acreage shall be fully subject to the terms and conditions of the documents referenced above, which documents are incorporated herein by reference. In the event of any inconsistency between the terms of this Deed and the above referenced documents, then the terms of those documents shall control. Second Party acknowledges that it has received copies of and has reviewed the above referenced documents.

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