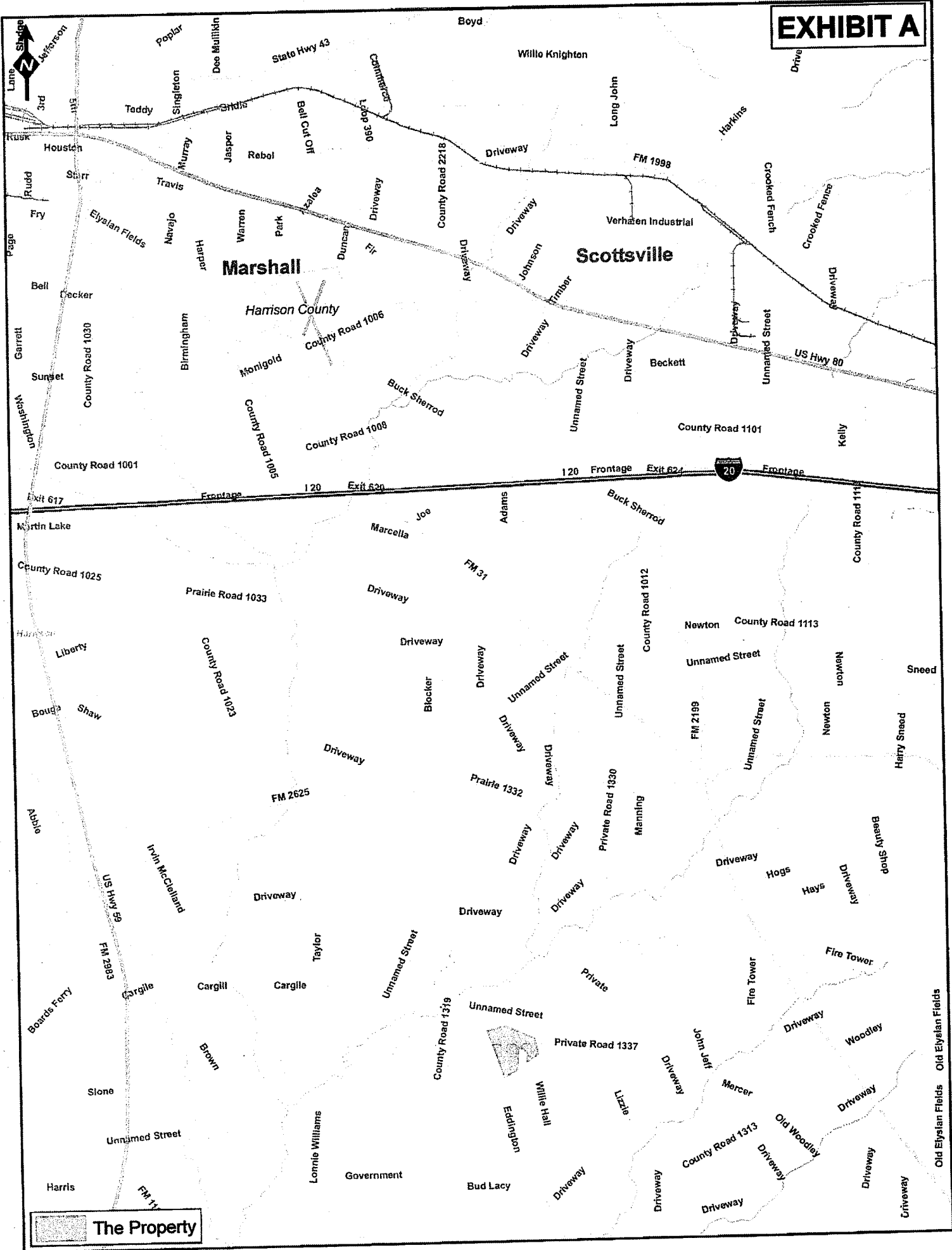


EXHIBIT A

TO VET
PROGRAM

(LANDS UNDER CONTRACT OF SALE AND PURCHASE TO VETERAN
APPLICANTS UNDER THE VETERANS' LAND PROGRAM)

STATE OF TEXAS

COUNTY OF Harrison

KNOW ALL MEN BY THESE PRESENTS:

THAT DOUGLAS M. SEMBERA _____ of

Harrison

County, Texas, with the approval of the Veterans'

Land Board, acting by and through its Chairman or other designated official,
duly authorized thereunto, hereby grants to IP TIMBERLANDS OPERATING
COMPANY, LTD. his heirs and assigns, the free and uninterrupted use,

liberty, and privilege of passing in and along a certain way across that certain tract of land in Harrison County, Texas, now

under Contract of Sale and Purchase, to Grantor herein, who shall receive

a deed to said land from the Veterans' Land Board when all terms of said

Contract have been satisfied, which land was conveyed to the Veterans'

Land Board by general warranty deed from B.G. PATTERSON

_____, recorded in Volume 881, Page 459-461, Deed

Records of Harrison County, Texas, to which reference is made

for a full and complete description; said right-of-way being 30

feet in width and being more particularly described as to course and exact

location as follows, to wit;

See attachment marked Exhibit "A" and Exhibit "B" hereto attached and made a part hereof.

Together with free ingress, egress, regress to and for said _____

IP TIMBERLANDS OPERATING CO., LTD, his heirs and assigns, for all purposes

as by him or them shall be necessary or convenient at all times.

This grant is made in consideration of the sum of THREE THOUSAND

FIVE HUNDRED AND NO/100---- Dollars Cash paid by IP TIMBERLANDS OPERATING COMPANY, LTD.

to the Veterans' Land Board for application to the credit of the principal

of Grantor's account; provided that if the said land shall be forfeited according to the law to the Veterans' Land Board, such amount will be applied for the benefit of the fund designated by law.

TO HAVE AND TO HOLD all and singular the rights and privileges aforesaid to him, the said IP TIMBERLANDS OPERATING COMPANY, LTD, his heirs and assigns, to their proper use.

WITNESS my hand this 19th day of September, 19 86.

APPROVED:

Garry M. Ward CHAIRMAN
VETERANS' LAND BOARD OF THE
STATE OF TEXAS

Ray L. Sembera
Geneva M. Sembera
Veteran-Purchaser(s)

SINGLE ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF Marion

Before me, Shirley Corley, a notary public in and for said County and State, on this day personally appeared Douglas M. Sembera, known to me (or proved to me on the oath of _____, a credible witness) to be the person whose name _____ subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office, this the 19th day of Sept., 19 86.

Notary Public in and for Marion County, Texas.

WIFE'S SEPARATE ACKNOWLEDGMENT

STATE OF TEXAS
COUNTY OF Marion

Before me, Shirley Corley, a notary public in and for said County and State, on this day personally appeared Geneva M. Sembera, wife of Douglas M. Sembera, known to me (or proved to me on the oath of _____, a credible witness) to be the person whose name is subscribed to the foregoing instrument, and having been examined by me privily and apart from her husband, and having the same fully explained to her, she the said _____, acknowledged such instrument to be her act and deed, and declared that she had willingly signed the same for the purposes and consideration therein expressed, and that she did not wish to retract it.

Given under my hand and seal of office, this the 19th day of Sept., 19 86.

Notary Public in and for Marion County, Texas.

Legal description of Right-of-way Easement

FIRST EASEMENT TRACT: All that certain lot, tract or parcel of land situated in Harrison County, Texas; being a part of the SAMUEL MONDAY SURVEY, A-14; being a part of that certain 65.14 acre tract set aside for B.G. Patterson and designated as Tract "C" in Exhibit "A" of the Report of Commissioners in Clause No. 30,393 District Court of Harrison County, Texas; being a strip of land 30 feet in width and being 15 feet on each side of the following described centerline:

BEGINNING at a point in the center of Mercer Road and in the South line of said Tract "C"; said beginning corner being South 65 deg. 45 min. West, said South line, 15.04 feet from the Southeast corner of said Tract "C";
THENCE North 20 deg. no min. West, 15 feet West of and parallel with the East line of Tract "C", 928.52 feet to a corner in the North line of said Tract "C", and in the South line of the Oscar and Robert Cargill tract in said survey; the terminal point of this centerline description; said terminal point being North 89 deg. 10 min. West, with said North line, 16.06 feet from the Northeast corner of said Tract "C".

SECOND EASEMENT TRACT: All that certain lot, tract or parcel of land situated in Harrison County, Texas; being a part of the SAMUEL MONDAY SURVEY, A-14; being a part of Tract No. 3 described in the Partition of the Rebecca A. Cargill Estate 200 acre tract; being all that certain triangular tract out of the Southeast corner of said Tract No.3 and more particularly described in Right-of-way Easement, dated August 31, 1978, from Oscar Cargill, Ind., and Robert Cargill, Trustee, to B.G. Patterson.

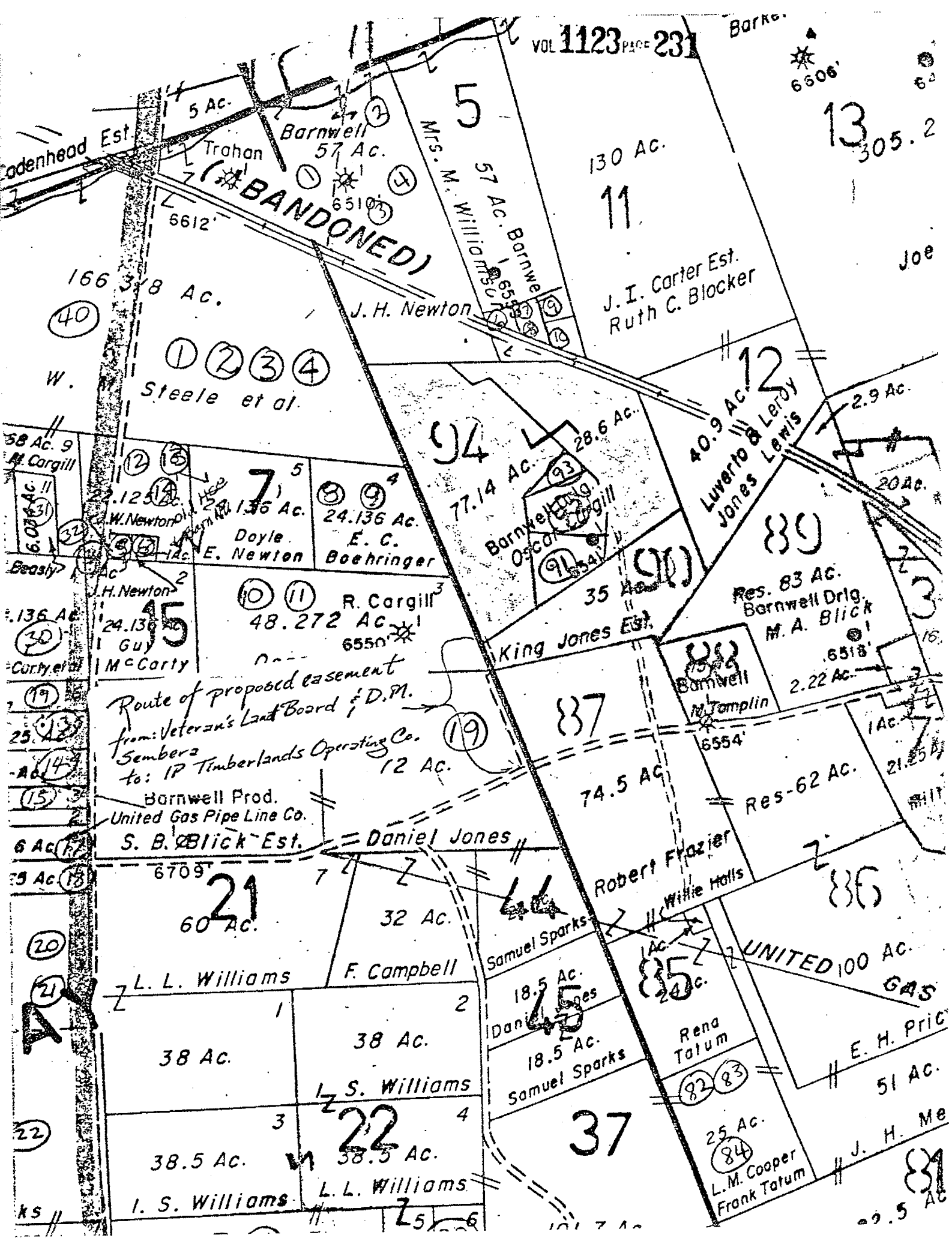
BEGINNING at the Southeast corner of the above described Tract No.3; THENCE North 89 deg. 50 min. West 37 feet long the South line of said tract to a point; THENCE North 34.5 deg. East 42 feet to a point in the East line of said tract; THENCE South along said East line to the place of beginning.

Including all of the named First Easement Tract and the Second Easement Tract referred to in deed from B.G. Patterson to Veteran's Land Board of Texas recorded in Vol. 881, Pg. 459 of the Deed Records of Harrison County, Texas; and also a 30 foot strip of land beginning at the Northeast corner Second Easement Tract, Thence N 19° 58' West for 307 feet to an iron stake at the Southwest corner IP Timberlands Operating Co., Ltd. 92 acre tract (called 84 acres) in the WILLIAM SMITH SURVEY, A-21.

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Tract 0811

Tract 14:

All that certain lot, tract or parcel of land situated in Harrison County, Texas, about 9 miles Southeast from the City of Marshall, Texas, being 28.6 acres of the William Smith Survey, A-21, and being described as follows:

Beginning on the South margin of the Marshall & East Texas Railroad right of way and in the West line of a 45-9/10 acre tract owned by King Jones;

Thence South 20 East, 327 varas, to the Southeast corner of a 238-79/100 acre tract sold by Mrs. Boehringer to B. A. Cargill;

Thence South 56° 36' West, 296 varas, to corner on South line;

Thence North 4-1/2 East, 505.5 feet, to corner;

Thence North 48 West, 341.7 feet, to corner;

Thence West, 183.3 feet, to corner;

Thence North 37° 49' West, 1442 feet, to corner on the South line of Mrs. M. E. Newton 114 acre tract;

Thence North 76-1/2 East, 277.8 feet, to corner in the South margin of the Marshall & East Texas Railroad right of way;

Thence with said right of way, South 65° 50' East, 590 varas, to the place of beginning.

Being the same land conveyed C. O. Black and S. C. Black by deed from J. H. Newton et ux, dated December 10, 1930, recorded in Volume 167, Page 78, Deed Records of Harrison County, Texas. Also being the same land conveyed by J. H. Newton et ux, Lizzie Newton to E. A. Westmoreland by deed dated April 6, 1933, recorded in Volume 143, Page 270, Deed Records of Harrison County, Texas. Also being the same land conveyed by Elizabeth Newton, et al, to Oscar Cargill by deed dated November 13, 1948, recorded in Volume 331, Page 44, Deed Records of Harrison County, Texas.

Being the same land described as Tract 8 in deed dated June 28, 1968, executed by Oscar Cargill, et al, to International Paper Company, recorded in Volume 659, Page 14, Deed Records, Harrison County, Texas.

Tract 0811 continued

Tract 15:

All that certain lot, tract or parcel of land situated in Harrison County, Texas, being Tract No. 1, Part A, of a 70.98 acre tract in the William Smith Survey, A-21, as set apart to Oscar Cargill in Report of Commissioners in Suit No. 15591, styled Oscar Cargill, et al, Vs. Verna Cargill

Young, et vir, a certified copy of which is recorded in Volume 329, Page 514, Deed Records of Harrison County, Texas, said Tract No. 1, Part A, containing 55.454 acres is more fully described as follows:

Beginning at an iron stake for corner in the West line of the William Smith Survey, from which a 24" Post Oak tree marked "X" bears South 63°, East 17 feet, same being Northwest corner of tract conveyed to B. A. Cargill by Ernest Boehringer as shown referred to;

Thence North 76-1/2° East with the North line of said B. A. Carry tract, 750 feet, to an iron stake for corner at the Northwest corner of said 28.6 acre tract conveyed by said Cargill to J. H. Newton as hereinbefore referred to, from which a 24" Sweet Gum bears South 79° West, 73 feet, and a 30" Elm bears South 81-1/2° West, 52.2 feet, both marked "X";

Thence South 37° 49' East, with the South line of said Newton tract, 1442 feet, to an iron stake for corner in same, from which an 8" Post Oak bears East 3 feet marked "X";

Thence South 6° 13' West, 1167 feet, to an iron stake for corner in the South line of said B. A. Cargill tract;

Thence South 56° 36' West, with said South line, 713.5 feet, to an iron stake for corner in the West line of said Smith Survey and in the East line of the Samuel Monday Survey, from which a 20" Post Oak bears South 89° 55' East, 33 feet, same being the Southwest corner of said B. A. Cargill tract;

Thence North 19-3/4° West with said Survey lines and the West line of said B. A. Cargill tract, 1633 feet, to the Northeast corner of the Cargill tract in the Samuel Monday Survey and on with said Survey line, 1067 feet, more or less, to the place of beginning, containing 55.454 acres, more or less.

Being the same land described as Tract 9 in deed dated June 28, 1968, executed by Oscar Cargill, et al, to International Paper Company, recorded in Volume 659, Page 14, Deed Records Harrison County, Texas.