

6 12

1363

STATE OF ALABAMA THIS INDENTURE, made and entered into on
COUNTY OF BIBB this the 23rd day of December, 1970, by
and between D. S. LESLIE, JR., W. H. STRAW,
and R. J. KILGORE, as former Directors, and as Trustees, of
W. E. Belcher Lumber Company, Incorporated, a dissolved corporation,
hereinafter referred to as Grantors, and HAMMERMILL PAPER COMPANY,
a corporation, organized under the laws of the State of Pennsylvania,
hereinafter referred to as Grantee,

WITNESSETH: That W. E. Belcher Lumber Company, Incorporated,
a corporation, organized under the laws of the State of Alabama, with
its principal place of business in Bibb County, Alabama, was the
owner at the time of its dissolution of the hereinafter described
property;

That said W. E. Belcher Lumber Company, Incorporated, a
corporation, was duly and legally dissolved on the 23rd day of
December, 1970, pursuant to the provisions of Article 7, Section 21
(76) of the Alabama Business Corporation Act, being Title 10, Section
21 (76) of the Code of Alabama of 1940, as amended, by consent and
agreement of Hammermill Paper Company, a corporation, the Grantee
herein, as the owner and holder of all of the capital stock of said
W. E. Belcher Lumber Company, Incorporated, a corporation, and being
its sole stockholder, duly executed, certified and filed in the
Probate Office of Bibb County, Alabama on the 23rd day of
December, 1970; and

That Grantors were duly appointed and designated as
Trustees of W. E. Belcher Lumber Company, Incorporated, a dissolved
corporation, to wind up the affairs of the corporation, and to
distribute the assets thereof to Hammermill Paper Company, a
corporation as the sole stockholder of said W. E. Belcher Lumber
Company, Incorporated, a corporation, as set forth in instrument
dated the 23rd day of December, 1970, entitled Agreement and
Plan of Dissolution of W. E. Belcher Lumber Company, Incorporated,
a corporation, executed by Hammermill Paper Company, a corporation,

As the sole stockholder and by D. S. Leslie, Jr., W. H. Straw, and R. J. Kilgore, as the sole Directors of said W. E. Belcher Lumber Company, Incorporated, an executed counterpart of said Agreement and Plan of Dissolution being attached hereto and made a part hereof as Exhibit "A";

That Grantee, Hammermill Paper Company, a corporation, was the owner and holder of all of the capital stock of said W. E. Belcher Lumber Company, Incorporated, at the time of its dissolution; and Grantee is now the owner of all of the assets of said dissolved corporation;

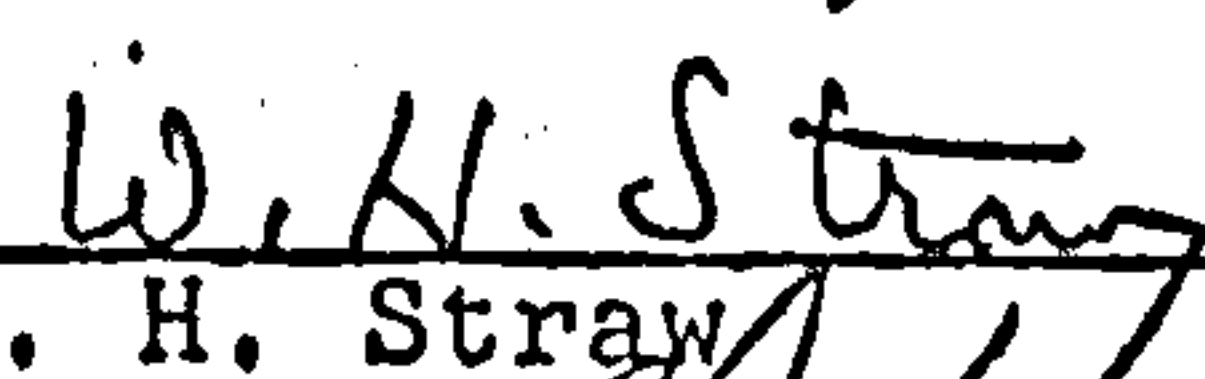
NOW, THEREFORE, in consideration of the premises, and under and by virtue of the power and authority given and granted to Grantors under and by the aforesaid Agreement and Plan of Dissolution, and in further consideration of the surrender for cancellation by Grantee of all of the capital stock of said W. E. Belcher Lumber Company, Incorporated, a corporation, Grantor does hereby grant, bargain, sell and convey unto Grantee, its successors and assigns, in fee simple, the following described real estate, viz:

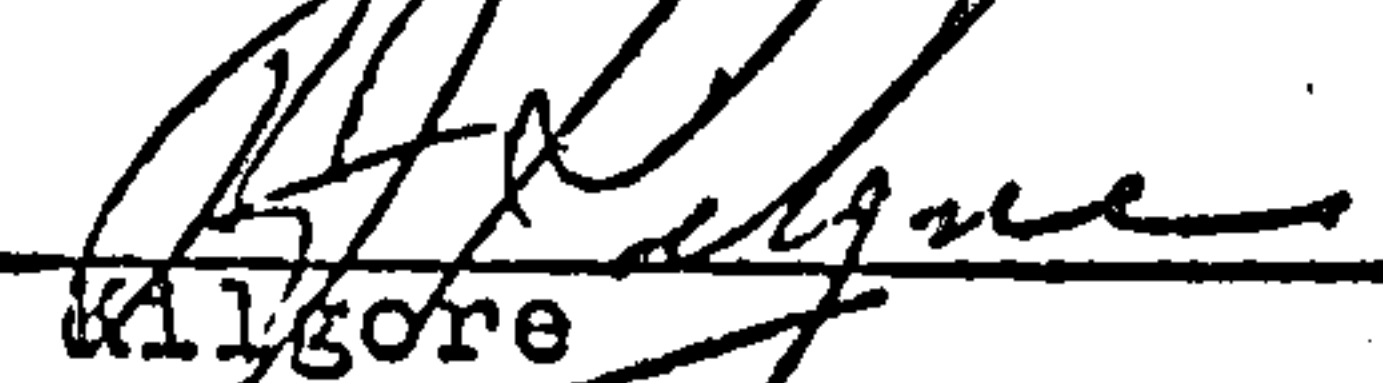
All real estate, together with any and all interest in and to real estate of every kind and character, owned by W. E. Belcher Lumber Company, Incorporated, a corporation, at the time of its dissolution, situated in the State of Alabama, in the State of Florida, or wherever situated; including all right, title, claim or interest of every kind and character of said W. E. Belcher Lumber Company, Incorporated, a dissolved corporation, at the time of its dissolution, in and to any and all of said real estate wherever situated.

TO HAVE AND TO HOLD unto Grantee, its successors and assigns, in fee simple, forever.

IN WITNESS WHEREOF, Grantors have hereunto set their hands and seal on this day and in the year hereinabove first written.

 (SEAL)
D. S. Leslie, Jr.

 (SEAL)
W. H. Straw

 (SEAL)
R. J. Kilgore

As former Directors, and as Trustees of W. E. Belcher Lumber Company, Incorporated, a dissolved corporation.

STATE OF Pennsylvania
COUNTY OF Erie

I, the undersigned, Notary Public
in and for said County, in said State,
do hereby certify that D. S. Leslie,

Jr., W. H. Straw, and R. J. Kilgore, whose names as former Directors
and as Trustees of W. E. Belcher Lumber Company, Incorporated, a
dissolved corporation, are signed to the foregoing instrument, and
who are known to me, acknowledged before me on this day that, being
informed of the contents of said instrument, they, in their capacity
as such former Directors and as such Trustees, and with full
authority, executed the same voluntarily on the day the same bears
date.

GIVEN UNDER MY HAND AND SEAL this 23rd day of December,
1970.

Margaret P. Tencella
Notary Public

My Commission Expires:

Jan. 15, 1971

[NOTARIAL SEAL]

AGREEMENT AND PLAN OF DISSOLUTION
OF W. E. BELCHER LUMBER COMPANY,
INCORPORATED.

STATE OF ALABAMA I KNOW ALL MEN BY THESE PRESENTS: That
COUNTY OF BIBB I Hammermill Paper Company, a Pennsylvania
corporation, duly authorized to do business
in the State of Alabama, is the owner of all of the capital stock
of W. E. Belcher Lumber Company, Incorporated, an Alabama corporation,
and is its sole stockholder; that said Hammermill Paper Company, a
corporation, and its officers, have heretofore been duly authorized
and empowered by resolution of the Board of Directors of Hammermill
Paper Company, a corporation, as the sole stockholder of W. E. Belcher
Lumber Company, Incorporated, a true and correct copy of said
resolution attached hereto as Exhibit "1"; and

That said Hammermill Paper Company, a corporation, as
such sole stockholder of said W. E. Belcher Lumber Company, Incorporated,
and the undersigned, D. S. Leslie, Jr., W. H. Straw, and R. J. Kilgore,
as the sole directors of W. E. Belcher Lumber Company, Incorporated,
are desirous of dissolving said W. E. Belcher Lumber Company,
Incorporated, by unanimous consent pursuant to the provisions of
Title 10, Section 21 (76) of the Code of Alabama of 1940, as amended,
and are desirous of liquidating and distributing all of the assets
of W. E. Belcher Lumber Company, Incorporated, upon its dissolution,
to Hammermill Paper Company, a corporation, as the sole stockholder
of said dissolved corporation, as expeditiously as possible;

NOW, THEREFORE, the undersigned, Hammermill Paper Company,
a corporation, as the owner and holder of all of the capital stock
of said W. E. Belcher Lumber Company, Incorporated, and the undersigned,
D. S. Leslie, Jr., W. H. Straw, and R. J. Kilgore, being all of the
directors of said W. E. Belcher Lumber Company, Incorporated, do
hereby consent and agree as follows:

1. That W. E. Belcher Lumber Company, Incorporated, be
dissolved by consent of Hammermill Paper Company, a corporation,
being the owner and holder of all of the capital stock of said
W. E. Belcher Lumber Company, Incorporated; and that said Hammermill

Paper Company, a corporation, as such owner and holder of all of the capital stock of said W. E. Belcher Lumber Company, Incorporated, execute dissolution agreement to be certified by the President of W. E. Belcher Lumber Company, Incorporated, and filed and recorded in the office of the Probate Judge of Bibb County, Alabama, all pursuant to the provisions of Article 7, Section 21 (76) of the Alabama Business Corporation Act, being Title 10, Section 21 (76) of the Code of Alabama of 1940, as amended;

2. That immediately upon the filing of said dissolution agreement in said Probate Office, said W. E. Belcher Lumber Company, Incorporated, shall be and become a dissolved corporation; that the directors of the W. E. Belcher Lumber Company, Incorporated (hereinafter referred to as the Corporation), viz: D. S. Leslie, Jr., W. H. Straw, and R. J. Kilgore, (hereinafter referred to as Trustees), be and they are hereby designated and appointed as Trustees of W. E. Belcher Lumber Company, Incorporated, a dissolved corporation, with full power and authority to wind up and settle the affairs of the Corporation, to distribute the assets thereof to the stockholders in exchange for the outstanding stock of the Corporation, and to execute all necessary instruments in liquidation of the Corporation;

3. That the Trustees be and they are hereby authorized, empowered and directed by Hammermill Paper Company, a corporation, as the sole stockholder of the corporation, to execute and deliver appropriate instruments of conveyance, conveying all of the assets of W. E. Belcher Lumber Company, Incorporated, a dissolved corporation, to Hammermill Paper Company, a corporation, as its sole stockholder;

4. That the Trustees be and they are hereby authorized and directed to file all necessary tax returns, to make all reports necessary to be made on behalf of the dissolved corporation, and that they do any and all other things necessary to effectuate the dissolution and completely wind up the affairs of the corporation;

5. That upon the conveyance of all of the assets of the dissolved corporation to Hammermill Paper Company, as its sole stockholder; that said Hammermill Paper Company shall surrender to the dissolved corporation, all of the shares of stock of said dissolved corporation.

6. That the assets of said dissolved corporation shall be liquidated and distributed and the dissolution of the corporation shall be effectuated as expeditiously as possible, but in all events not later than December 1, 1971, being within twelve months of the date hereof.

IN WITNESS WHEREOF, Hammermill Paper Company, a corporation, as the sole stockholder of W. E. Belcher Lumber Company, Incorporated, has executed this agreement on this 23rd day of December, 1970, and has caused its corporate seal to be affixed hereto and the undersigned, D. S. Leslie, Jr., W. H. Straw, and R. J. Kilgore, have executed this agreement as the sole directors of the Corporation.

ATTEST:

As Its

HAMMERMILL PAPER COMPANY
a corporation

(SEAL)

By

As Its

As the sole stockholder of W. E. Belcher Lumber Company, Incorporated, as aforesaid.

WITNESSES to all signatures:

Margaret P. Trivette

W. H. Straw
W. H. Straw

(SEAL)

Eleanore L. Loyer

R. J. Kilgore
R. J. Kilgore

(SEAL)

Being the sole directors of W. E. Belcher Lumber Company, Incorporated, as aforesaid.

STATE OF PENNSYLVANIA

COUNTY OF ERIE

I, the undersigned authority, in and for said State and County, do hereby certify that A. F. Trivette

whose name as President of Hammermill Paper Company, a corporation, is signed to the foregoing agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily on the day the

same bears date, for and as the act of said corporation.

GIVEN UNDER MY HAND AND SEAL this 23rd day of
December, 1970.

Margaret P. Kinsella
Notary Public

My Commission Expires:

Jan. 15, 1971

STATE OF PENNSYLVANIA
COUNTY OF ERIE

§
§
§

I, the undersigned authority, in and for
said State and County, do hereby certify
that D. S. Leslie, Jr., W. H. Straw,

and R. J. Kilgore, whose names as Directors of W. E. Belcher Lumber
Company, Incorporated, are signed to the foregoing agreement, and
who are known to me, acknowledged before me on this day that, being
informed of the contents of said instrument, they, in their capacity
as such Directors and with full authority, executed the same
voluntarily on the day the same bears date.

GIVEN UNDER MY HAND AND SEAL this 23rd day of December,
1970.

Margaret P. Kinsella
Notary Public

My Commission Expires:

Jan. 15, 1971

BOOK 265 PAGE 719

BOOK 660 PAGE 314

Excerpt from Minutes
of
Board of Directors Meeting

October 19, 1970

HAMMERMILL'S CONSENT TO
DISSOLUTION OF W. E. BELCHER
LUMBER COMPANY, INCORPORATED

Upon motion duly made, seconded and unanimously carried it was

RESOLVED, that the Company upon acquisition of all the outstanding capital stock of W. E. Belcher Lumber Company, as parent and sole stockholder of W. E. Belcher Lumber Company, Incorporated liquidate and distribute the assets of W. E. Belcher Lumber Company, Incorporated to the Hammermill Paper Company, and dissolve W. E. Belcher Lumber Company, Incorporated; and

RESOLVED FURTHER, that the proper officers be and they hereby are empowered, authorized and directed on behalf of Hammermill Paper Company to execute a certificate of Dissolution, pursuant to Article 7, Section 21 (76) of the Alabama Business Corporation Act, being Title 10, Section 21 (76) of the Code of Alabama of 1940, as amended, and to execute a plan of liquidation pursuant to Section 332 of the Internal Revenue Code of 1946 as amended; said officers on behalf of the Company being authorized to adopt any subsequent resolution to effectuate the liquidation of W. E. Belcher Lumber Company, Incorporated, and are further authorized to execute any and all documents necessary to effectuate such dissolution; and said officers are further authorized to execute all deeds, documents and instruments of conveyance necessary to convey the assets of W. E. Belcher Lumber Company, Incorporated, to Hammermill Paper Company, as its sole stockholder.

I, R. J. Kilgore, Secretary of Hammermill Paper Company, do hereby certify that the resolution of which the foregoing is a true and correct copy, was duly adopted at a meeting of the Board of Directors of the Company held October 19, 1970, at which a quorum was present, and that said resolution is presently in full force and effect.

Dated: Dec 23, 1970

EXHIBIT "B"

BOOK 660 PAGE 315

BOOK 265 PAGE 720

FILED IN PROBATE OFFICE
DALLAS COUNTY, TEXAS

1970 DEC 23 AM 11:35

B.A. REYNOLDS
JUDGE

Deed # 101400

THE STATE OF ALABAMA()

0

THE COUNTY OF DALLAS()

I, B.A. REYNOLDS, JUDGE OF

PROBATE in and for said County,

in said State, do hereby certify that the foregoing transcript is a

true and correct copy of an instrument filed in this office on the

23 day of Dec., 1970, as same appears of

record in Book 660 at Page 308, et seq., of

the Probate Records of Dallas County, Alabama

Given under my hand and official

seal this) 14 day of Jan.

19 71.

B. A. Reynolds
Judge of Probate

U.C.C. FILE NUMBER OR
REC. BK. & PAGE AS SHOWN ABOVE
Comptroller
JUDGE OF PROBATE

STATE OF ALA. SHERIFF CO.
CERTIFY THIS
INSTRUMENT IS
1971 JAN 18 PM 10:52
Bill *88.00*

