

STATE OF ALABAMA)
SHELBY COUNTY)

INDEMNIFICATION AGREEMENT

Come now Sarah Booth Charlton, individually and as Attorney In Fact for her mother, Hildreath K. Booth, as appointed under that certain power of attorney, dated August 28, 1987, properly executed and notarized copy of which is attached hereto for recording in Shelby County, Alabama, and hereby agree to indemnify the Kimberly-Clark Corporation in connection with the purchase of timber by Kimberly-Clark Corporation from Hildreath K. Booth on a forty acre parcel in Shelby County, Alabama, more particularly described as follows:

The Southwest Quarter of the Southwest Quarter of Section 22, Township 18 South, Range 1 East, Shelby County, Alabama.

The purpose of this Indemnification Agreement is to insure the interest of Kimberly-Clark Corporation so that said corporation will be allowed to cut timber for a period from the date of the closing of this transaction up to and including December 31, 1991, or be justly compensated for the loss of said right, should it occur. Further, Sarah Booth Charlton shall reimburse Kimberly-Clark Corporation for any loss or damage it may in anyway incur because of the failure of its title to the above described timber as acquired at closing.

The undersigned covenants with Kimberly-Clark Corporation that she is the only living child of Hildreath K. Booth, and that Hildreath K. Booth has no descendants of any deceased child or deceased grandchild; and that if Hildreath K. Booth has a will, Sarah Booth Charlton is the only devisee or heir thereunder.

Executed this the 14 day of February, 1990.

Sarah Booth Charlton
Sarah Booth Charlton, Individually
Sarah Booth Charlton
POA Hildreath K Booth
Sarah Booth Charlton, As Attorney In Fact for Hildreath K. Booth

STATE OF VIRGINIA)
COUNTY OF Portsmouth)
City

I, the undersigned Notary Public in and for the State of Virginia, hereby certify that Sarah Booth Charlton, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office on this the 14 day of February, 1990.

Carole King
Notary Public

My Commission Expires: 1-24-92

Please Affix National Seal

BOOK 284 PAGE 674

GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That I, HILDREATH K. BOOTH, a legal resident of the City of Norfolk, State of Virginia, have made, constituted and appointed, and by these presents do make, constitute and appoint SARAH B. CHARLTON, whose address is in the City of Chesapeake, Virginia, my true and lawful attorney to act as follows, that is to say:

GIVING AND GRANTING unto my said attorney full power to:

1. DISPOSITION OF PROPERTY: To lease, sell, insure, transfer, mortgage, pledge, exchange, or otherwise dispose of or encumber any and all of my property, real, personal, or mixed, and to execute and deliver good and sufficient deeds or other instruments for the lease, conveyance, mortgage, or transfer of the same.

2. COLLECTION OF DEBTS: To collect, sue for, compromise or otherwise dispose of any claim, debt, rents, or share in an estate in which I now or hereafter may have an interest.

3. RECOVERING POSSESSION OF PROPERTY: To eject, remove or relieve tenants or other persons from, and recover possession of, any property, real, personal or mixed, in which I now or hereafter may have an interest.

4. ACQUISITION OF PROPERTY; To buy, receive, lease, accepts, or otherwise acquire in my name and for my account, property, real, personal or mixed, upon such terms, considerations, and conditions as my said attorney shall think proper.

5. LITIGATION: To institute, maintain, defend, compromise, arbitrate, or otherwise dispose of, any and all actions, suits, attachments, or other legal proceedings for or against me.

6. ENDORSING CHECKS AND DEPOSITING MONEY: To deposit in my name and for my account with any bank, banker, trust company, or other banking institution, all monies which may come into her hands as such attorney and all bills of exchange, drafts, checks, promissory notes, and other securities for money payable or belonging to me, and for that purpose to sign my name (in the manner provided herein) and endorse the same for deposit or collection, and from time to time to withdraw any and all monies deposited with such bank, banker, trust company, or other banking institution that has monies so belonging to me, and for that purpose to draw

checks and drafts thereon in my name in the manner provided herein.

7. BORROWING MONEY: To borrow money in my name when deemed necessary to my said attorney upon such terms as to my said attorney appear proper and to execute such instruments as may be requisite for such purpose.

8. TAX RETURNS: To prepare, execute and file income and other tax returns.

9. SHIPMENT OF PROPERTY: To take possession and order the removal and shipment of any of my property from or to any post, warehouse, depot, dock, or other place of storage or safekeeping, governmental or private, and to execute and deliver any release, voucher, receipt, shipping ticket, certificate or other instrument necessary or convenient for such purpose.

10. AUTOMOBILES: To execute and deliver to the proper persons and authority any and all documents, instruments, and papers necessary to effect proper registration of any automobile in which I now or may hereafter have an interest, or the sale thereof and transfer of legal title thereto as required by law, and to collect and receipt for all monies paid in consideration of such sale and transfer.

FURTHER, I do authorize my aforesaid attorney-in-fact to perform all necessary acts in the execution of the aforesaid authorizations and generally to do any and all acts on my behalf in any other matter or thing pertaining or belonging to me with the same validity as I could effect if personally present.

AND I HEREBY DECLARE that any act or thing lawfully done hereunder by my said attorney shall be binding upon myself and my heirs, legal and personal representatives, and assigns.

PROVIDED, HOWEVER, that all business transacted hereunder for me or for my account shall be transacted in my name, and that all endorsements and instruments executed by my said attorney for the purpose of carrying out the foregoing powers shall contain my name, followed by that of my said attorney and the designation "attorney-in-fact".

FURTHER, this power of attorney shall remain in full force and effect until the occurrence of the first of the following circumstances: (1) my death; (2) the death of my said attorney; and/or (3) until the revocation of this power of attorney by me. This Power of Attorney shall not terminate on disability, incompetence, or incapacity on my part, and all acts done by my Attorney-in-Fact pursuant to

this power during such disability, incompetence, or incapacity shall bind me as fully as if I were not subject to such disability.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of August, 1987.

Hildreath K. Booth (SEAL)
HILDREATH K. BOOTH

STATE OF VIRGINIA,
CITY OF CHESAPEAKE, to-wit:

I, the undersigned Notary Public in and for the State of Virginia At Large, do hereby certify that HILDREATH K. BOOTH personally appeared before me and executed said instrument after the contents thereof had been read and duly explained to her and acknowledged that the execution of said instrument by her was her free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 28th day of August, 1987.

My Commission Expires: 11-18-1988.

James Webb Jones
NOTARY PUBLIC

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

90 MAR 29 AM 10:50

James C. Jones
JUDGE OF PROBATE

1. Deed Tax	\$	
2. Mtg. Tax	\$	
3. Recording Fee	\$	10.00
4. Indexing Fee	\$	3.00
5. No Tax Fee	\$	
6. Certified Fee	\$	1.00
Total	\$	14.00

I certify this to be a true photocopy

JONES AND QUAYLE
ATTORNEYS AT LAW
SUITE A
3808 POPLAR HILL RD.
CHESAPEAKE, VA. 23321
(804) 484-0404
(804) 483-3703

Sworn to and subscribed before me this 14

day of February, 1990

Witness my hand and official seal

Carol King Notary Public

My Commission Expires 1-24-92