



20220526000214000 1/14 \$1226.35
Shelby Cnty Judge of Probate, AL
05/26/2022 12:25:17 PM FILED/CERT

This instrument prepared by:
Grant E. Summers
DAVIDSON SUMMERS, A PLC
330 Marshall Street, Suite 1114
Shreveport, LA 71101

And when recorded mail to:
BRP MINERALS LLC
c/o NRP (Operating) LLC
5260 Irwin Road, Huntington, WV 25705

Space above this line for Recorders use only

QUITCLAIM DEED

Date: April 12, 2022

Grantor(s): **INTERNATIONAL PAPER COMPANY, A NEW YORK CORPORATION, on behalf of itself and as successor-in-interest by dissolution to GCO MINERALS LLC, A TEXAS LIMITED LIABILITY COMPANY, IP FARMS, INC., A DELAWARE CORPORATION, CHAMPION REALTY CORPORATION, A DELAWARE CORPORATION, TRANSTATES PROPERTIES INCORPORATED, A DELAWARE CORPORATION, THE LONG-BELL PETROLEUM COMPANY, INC., A LOUISIANA CORPORATION and IP PACIFIC TIMBERLANDS, INC., A DELAWARE CORPORATION; SUSTAINABLE FORESTS L.L.C., A DELAWARE LIMITED LIABILITY COMPANY; THE BRANIGAR ORGANIZATION, INC., AN ILLINOIS CORPORATION; IP EAGLE LLC, A DELAWARE LIMITED LIABILITY COMPANY; INTERNATIONAL PAPER FINANCIAL SERVICES, INC., A DELAWARE CORPORATION; SP FORESTS L.L.C., A DELAWARE LIMITED LIABILITY COMPANY; IP PETROLEUM LLC, A DELAWARE LIMITED LIABILITY COMPANY; and IP TIMBERLANDS OPERATING COMPANY, LTD., A TEXAS LIMITED PARTNERSHIP**

Grantee(s): **BRP MINERALS LLC, A DELAWARE LIMITED LIABILITY COMPANY**

Abbreviated Legal: None

Assessor's Tax Parcel Nos: None

THE GRANTOR(S), INTERNATIONAL PAPER COMPANY, a New York corporation,



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on behalf of itself and as successor-in-interest by dissolution to GCO MINERALS LLC, a Texas limited liability company, IP FARMS, INC., a Delaware corporation, CHAMPION REALTY CORPORATION, a Delaware corporation, TRANSTATES PROPERTIES INCORPORATED, a Delaware corporation, THE LONG-BELL PETROLEUM COMPANY, INC., a Louisiana corporation, and IP PACIFIC TIMBERLANDS, INC., a Delaware corporation; SUSTAINABLE FORESTS L.L.C., a Delaware limited liability company, THE BRANIGAR ORGANIZATION, INC., an Illinois corporation, IP EAGLE LLC, a Delaware limited liability company, successor in interest by dissolution to Blue Sky Timber Properties LLC, a Delaware limited liability company, INTERNATIONAL PAPER FINANCIAL SERVICES, INC., a Delaware corporation, successor in interest by dissolution of Blue Sky Timber Properties LLC, a Delaware limited liability company SP FORESTS L.L.C., a Delaware limited liability company, IP PETROLEUM LLC, a Delaware limited liability company, and IP TIMBERLANDS OPERATING COMPANY, LTD., a Texas limited partnership, (each a “Grantor” and collectively, the “Grantors”), and each of whose address is set forth below, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) cash in hand paid by BRP MINERALS LLC, a Delaware limited liability company, whose address is set forth below (“Grantee”), the receipt and sufficiency of which are hereby acknowledged, do hereby quitclaim and release unto Grantee, its successors and assigns forever, subject to the reservations herein, the Assets. The term “Assets” shall mean all of the right, title, interest and claim of each Grantor in and to the following:

(a) all mineral fee estates, mineral servitudes, royalty, overriding royalty, executive rights and other interests and rights, whether developed or undeveloped, leased or unleased in all (i) oil, liquid hydrocarbons, gas, coal seam gas, coal bed methane and any and all other liquid or gaseous hydrocarbons, as well as their respective constituent products, including condensate, casinghead gas, distillate and natural gas liquids, brine and any other minerals produced in association therewith, (ii) helium, carbon dioxide and other gaseous substances, (iii) lead, zinc, copper, coal, lignite, peat, sulfur, phosphate, iron ore, sodium, salt, uranium, thorium, and other fissionable materials, molybdenum, vanadium, titanium, rutile ilmenite, leucoxene, zircon, monazite, gold, silver, bauxite, lithium, precious and semi-precious gems and minerals, industrial minerals and other hard minerals, (iv) limestone, granite, saprolite, kaolin (and other forms of clay), sand, gravel, aggregate and other mined or quarried stone, bedrock and other rock materials, (v) all geothermal energy resources including, but not limited to, hydrostatic pressure, thermal energy, hydro pressured reservoirs, geopressured reservoirs, steam and other gases, hot water, hot brine, heat, natural gas and methane dissolved in geothermal formation water and any associated energy found in such geothermal formation water, including hydrostatic pressure and thermal



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energy, (vi) the right to sequester carbon dioxide or other greenhouse gases or greenhouse gas emissions in, on or under the subsurface of the Assets, including deep saline aquifers, oil and gas reservoirs, unmineable coal seams, basalt formations, and any other type of geologic formations or strata that may be susceptible to carbon dioxide or greenhouse gas storage either presently or in the future, (vii) subsurface water rights, and (viii) ore deposits of any kind or character, whether solid, liquid or gaseous, and without limitation by enumeration of the minerals and substances expressly mentioned above (all of the foregoing minerals, substances and rights being defined as "*Minerals*"), in each case owned, held or claimed by any Grantor, in, to, on or under any lands in Shelby County, Alabama, including but not limited to those lands described on **EXHIBIT A** attached hereto and made a part hereof (the "*Mineral Lands*");

(b) all Mineral leases, subleases, option agreements, and other similar instruments applicable to the Mineral Lands;

(c) all real or immovable property and rights incident to the Mineral Lands, including (i) all rights with respect to the use or occupation of the surface of and subsurface depths under the Mineral Lands, and (ii) all rights with respect to any pooled, communitized or unitized lands by virtue of any Mineral Lands being a part thereof, including all production from such pool or unit allocated to any such Mineral Lands;

(d) all surface fee interests, surface leases, easements, rights-of-way, permits, licenses, and servitudes, rights of ingress and egress and use of the Mineral Lands to the extent reasonably necessary for exploring, drilling, mining, developing, producing, treating, storing, removing, transporting, marketing and owning the Minerals, and other rights with respect to the use and occupation of the surface of and the subsurface depths under the Mineral Lands;

(e) all Minerals produced from or attributable to the Mineral Lands after the Effective Time and all fixtures and other real, immovable, movable and mixed property used or held for use in connection with the Mineral Lands.

TO HAVE AND TO HOLD THE ASSETS, together with all and singular the rights, privileges, contracts and appurtenances, in any way appertaining or belonging thereto (except as otherwise set forth herein), unto Grantee, its successors and assigns forever. EXCEPT AS PROVIDED IN THE SALE AND CONTRIBUTION AGREEMENT DATED MAY 27, 2010 BY AND AMONG NRP (OPERATING) LLC, INTERNATIONAL PAPER COMPANY, IP MINERAL HOLDINGS LLC and GRANTEE, this Quitclaim Deed is made without warranty of title of any kind whatsoever, express, implied or statutory, and without recourse, even as to the return of the purchase price or other consideration, but with full substitution and subrogation of Grantee, and all persons claiming by, through and under Grantee, to the extent assignable, in and to all covenants and warranties by Grantors' predecessors in title and with full subrogation of all



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rights accruing under the statutes of limitation or prescription under the laws of various states in which the Assets are located. Grantors hereby assign to Grantee all covenants and warranties by Grantors' predecessors in title and all of Grantors' rights, claims and causes of action which any Grantor may have against its predecessors, and Grantee is specifically subrogated to all rights occurring under the statutes of limitation or prescription under the laws of the state where the Mineral Lands are located, to the extent Grantor may legally transfer such rights and grant such subrogation.

This Quitclaim Deed shall be effective for all purposes as of 7:00 a.m., local time at the location of the Assets, June 1, 2010 (the "*Effective Time*").

Address of Grantor:
c/o International Paper Company
PO Box 2118
Memphis, TN 38101

Address of Grantee:
BRP Minerals LLC
c/o NRP (Operating) LLC
1201 Louisiana Street, Suite 3400
Houston, Texas 77002
Attention: General Counsel

EXECUTED this 12th day of April, 2022.



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INTERNATIONAL PAPER COMPANY, a New York corporation, on behalf of itself and as successor-in interest by dissolution to GCO MINERALS LLC, a Texas limited liability company, IP FARMS, INC., a Delaware corporation, CHAMPION REALTY CORPORATION, a Delaware corporation, TRANSTATES PROPERTIES INCORPORATED, a Delaware corporation, THE LONG-BELL PETROLEUM COMPANY, INC., a Louisiana corporation, and IP PACIFIC TIMBERLANDS, INC., a Delaware corporation

By:

Name: W. Neely Mallory, IV

Title: Director – Global Real Estate Services

STATE OF TENNESSEE)

ss.

COUNTY OF SHELBY)

On this 12th day of April, 2022, before me, a Notary Public in and for the State of Tennessee, personally appeared W. Neely Mallory, IV, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Director – Global Real Estate Services of **INTERNATIONAL PAPER COMPANY**, a New York corporation, on behalf of itself and as successor in interest by dissolution of GCO MINERALS LLC, a Texas limited liability company, IP FARMS, INC., a Delaware Corporation, CHAMPION REALTY CORPORATION, a Delaware corporation, TRANSTATES PROPERTIES INCORPORATED, a Delaware corporation, THE LONG-BELL PETROLEUM COMPANY, INC., a Louisiana corporation, and IP PACIFIC TIMBERLANDS, INC., a Delaware corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

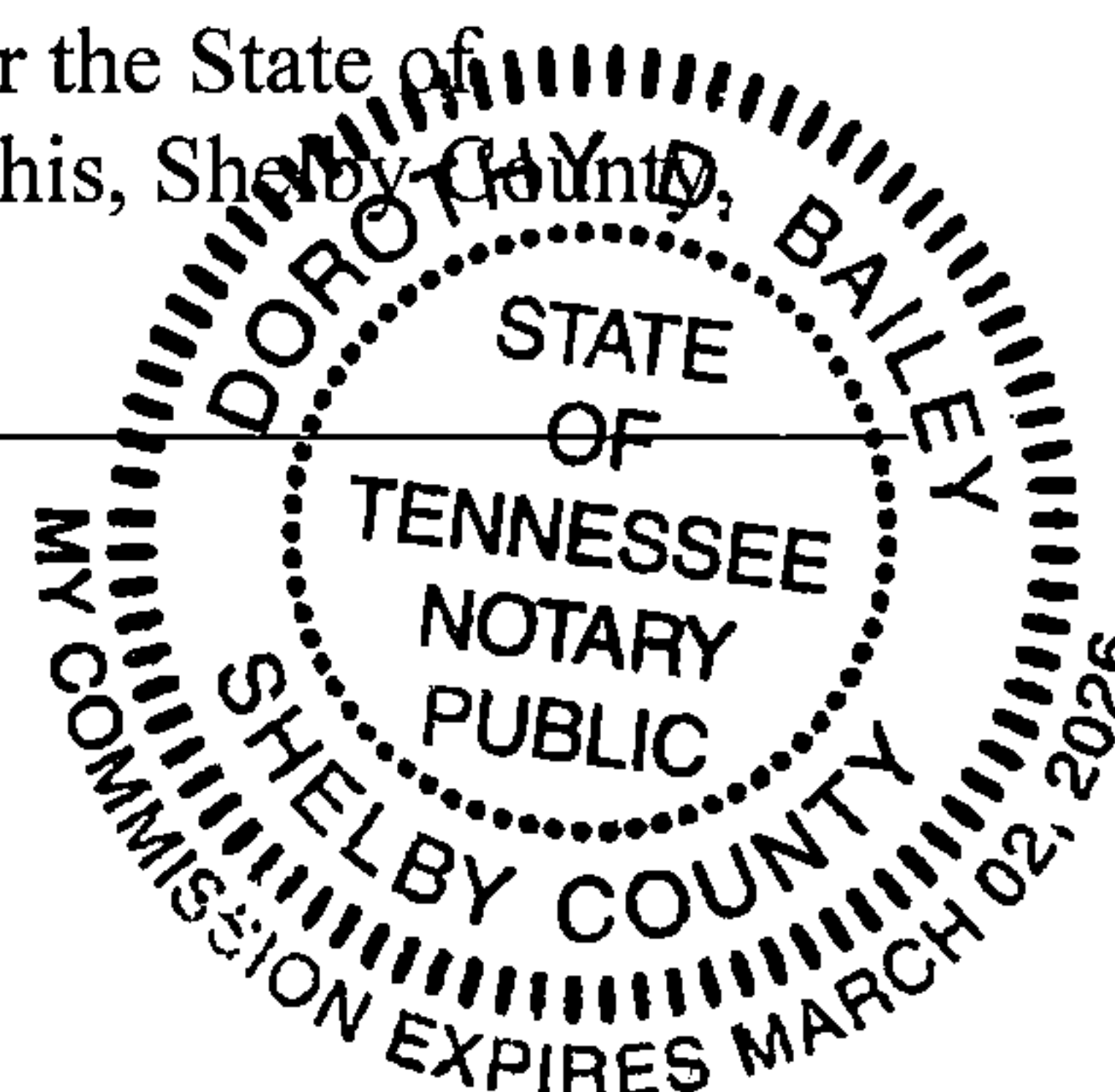
Dorothy D. Bailey
Notary Signature

Dorothy D. Bailey
(Stamp or Print Name)

NOTARY PUBLIC in and for the State of
Tennessee Residing at Memphis, Shelby County,
Tennessee

My appointment expires _____

- 5 -





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SUSTAINABLE FORESTS L.L.C.,
a Delaware limited liability company

By: W. Neely Mallory, IV
Name: W. Neely Mallory, IV

Title: Vice President

STATE OF TENNESSEE)
)
COUNTY OF SHELBY) ss.

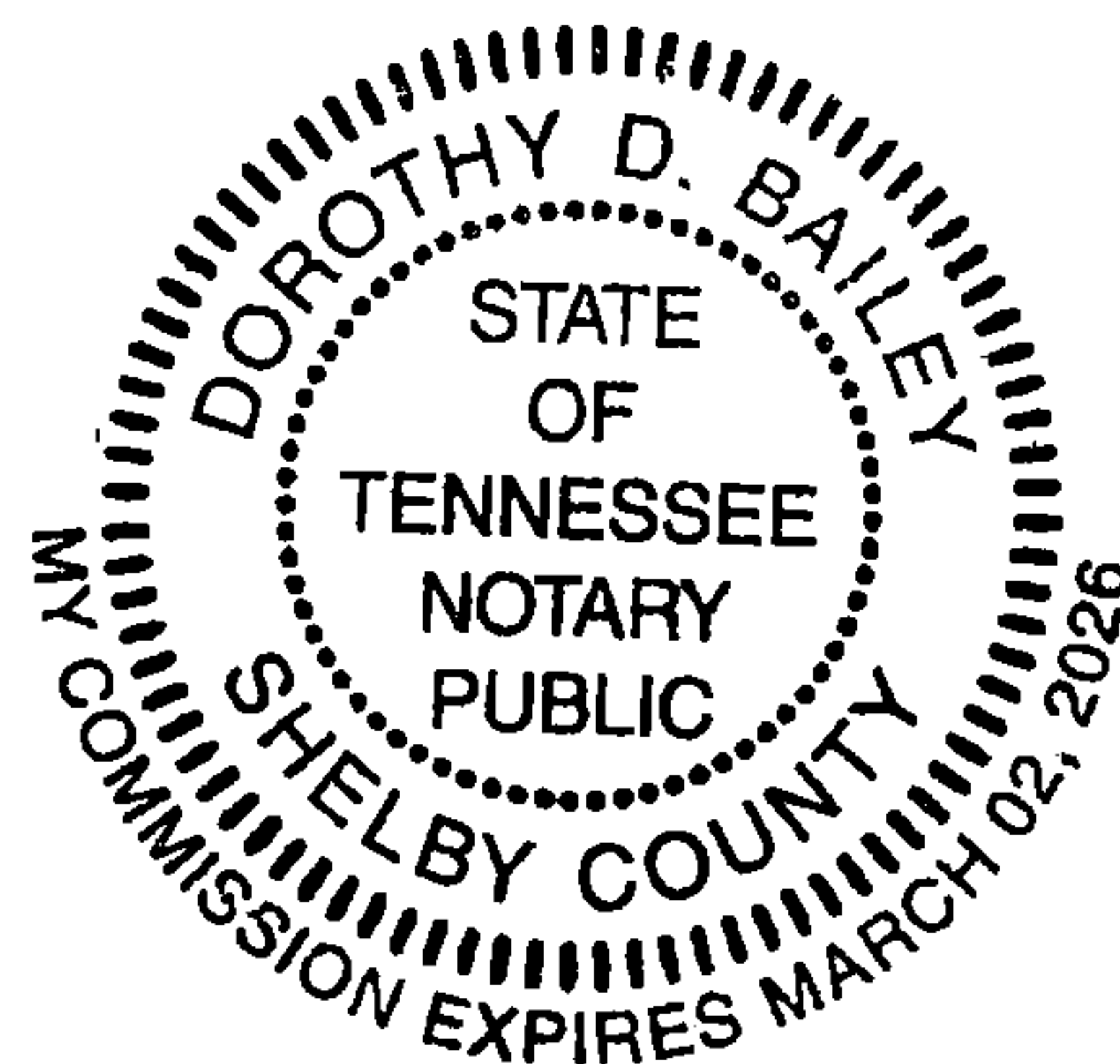
On this 12th day of April, 2022, before me, a Notary Public in and for the State of Tennessee, personally appeared W. Neely Mallory, IV, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President of **SUSTAINABLE FORESTS L.L.C.**, a Delaware limited liability company, to be the free and voluntary act and deed of said limited liability company for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Dorothy D. Bailey
Notary Signature

Dorothy D. Bailey
(Stamp or Print Name)


NOTARY PUBLIC in and for the State of Tennessee
Residing at Memphis, Shelby County, Tennessee
My appointment expires _____





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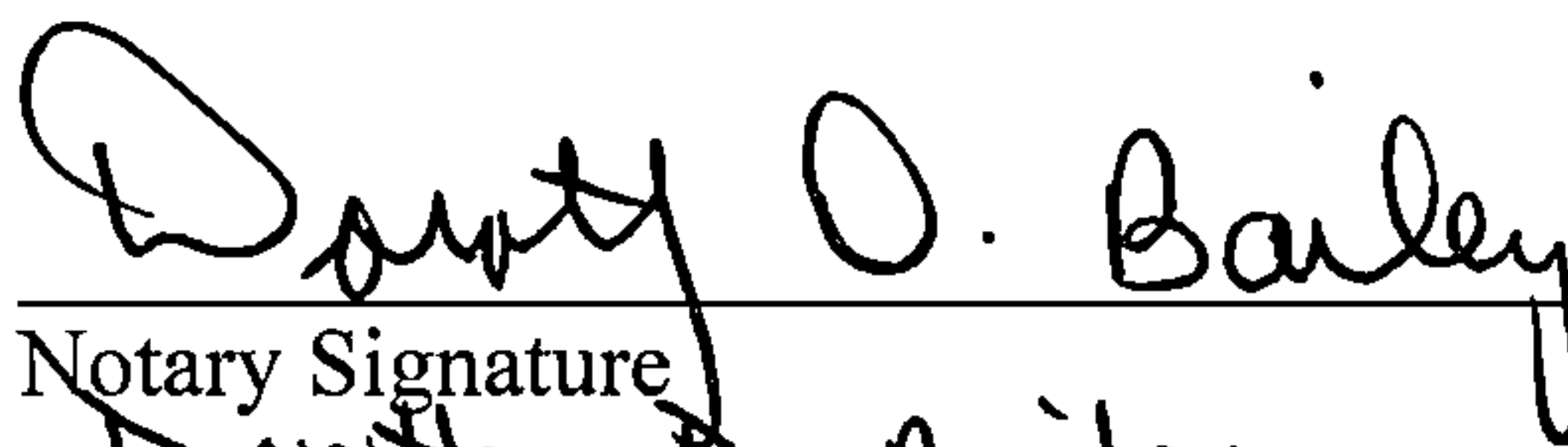
THE BRANIGAR ORGANIZATION, INC., an
Illinois corporation

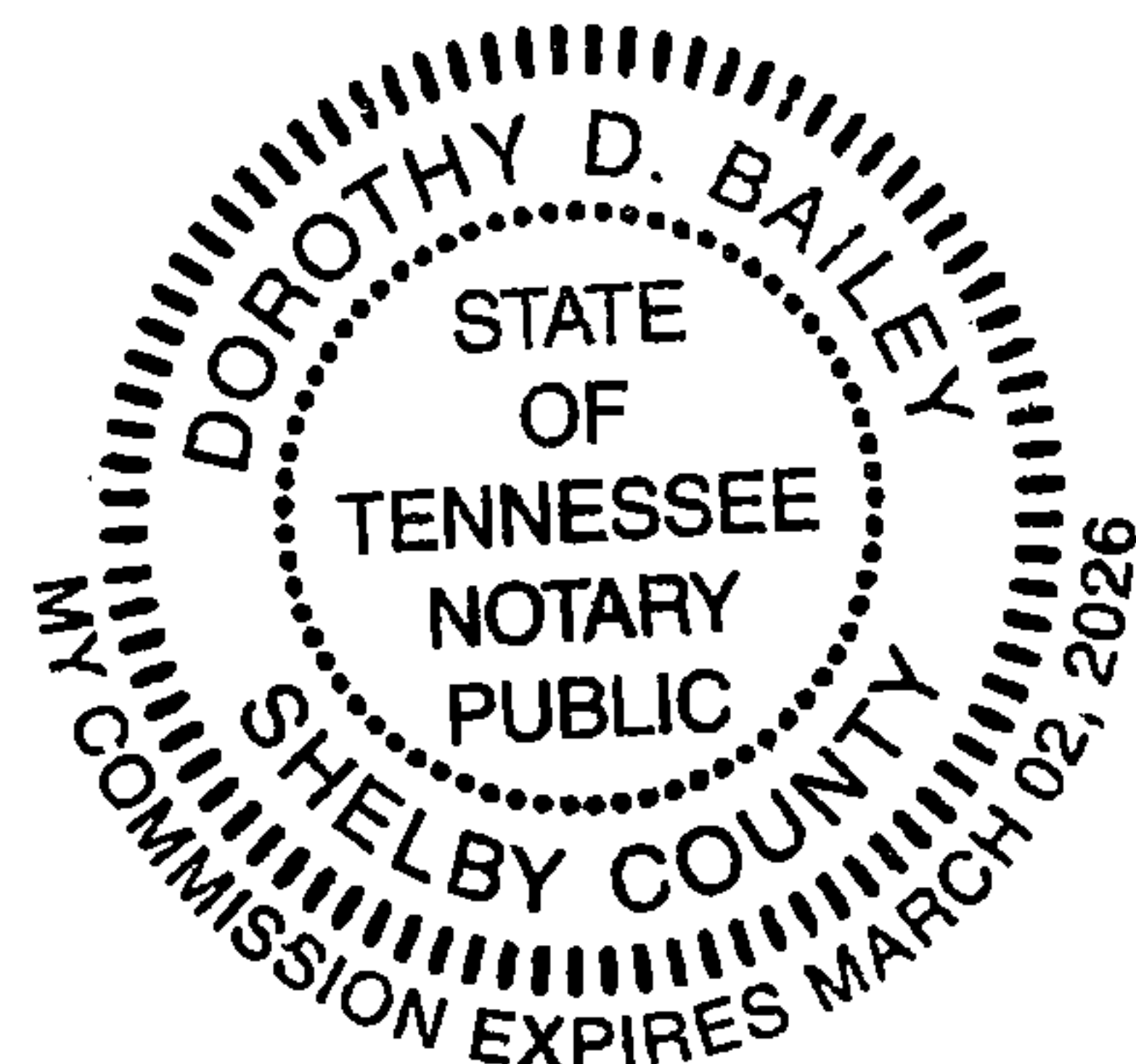
By: 
Name: W. Neely Mallory, IV
Title: Vice President

STATE OF TENNESSEE)
)
COUNTY OF SHELBY) ss.

On this 12th day of April, 2022, before me, a Notary Public in and for the State of Tennessee, personally appeared W. Neely Mallory, IV, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President of **THE BRANIGAR ORGANIZATION, INC.,** an Illinois corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.


Notary Signature
Dorothy D. Bailey
(Stamp or Print Name)
NOTARY PUBLIC in and for the State of
Tennessee Residing at Memphis, Shelby County,
Tennessee
My appointment expires _____





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IP EAGLE LLC

a Delaware limited liability company,
successor in interest by dissolution to
Blue Sky Timber Properties LLC,
A Delaware limited liability company

By: International Paper Company,
A New York corporation

Its: Sole Member

By: W. Neely Mallory, IV

Name: W. Neely Mallory, IV

Title: Director – Global Real Estate Services

STATE OF TENNESSEE)

ss.

COUNTY OF SHELBY)

On this 12th day of April, 2022, before me, a Notary Public in and for the State of Tennessee, personally appeared W. Neely Mallory, IV, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Director – Global Real Estate Services of International Paper Company, a New York corporation, the Sole Member of **IP EAGLE LLC**, a Delaware limited liability company, successor in interest by dissolution to Blue Sky Timber Properties LLC, a Delaware limited liability company, to be the free and voluntary act and deed of said corporation as Sole Member for said limited liability company for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Dorothy D. Bailey

Notary Signature

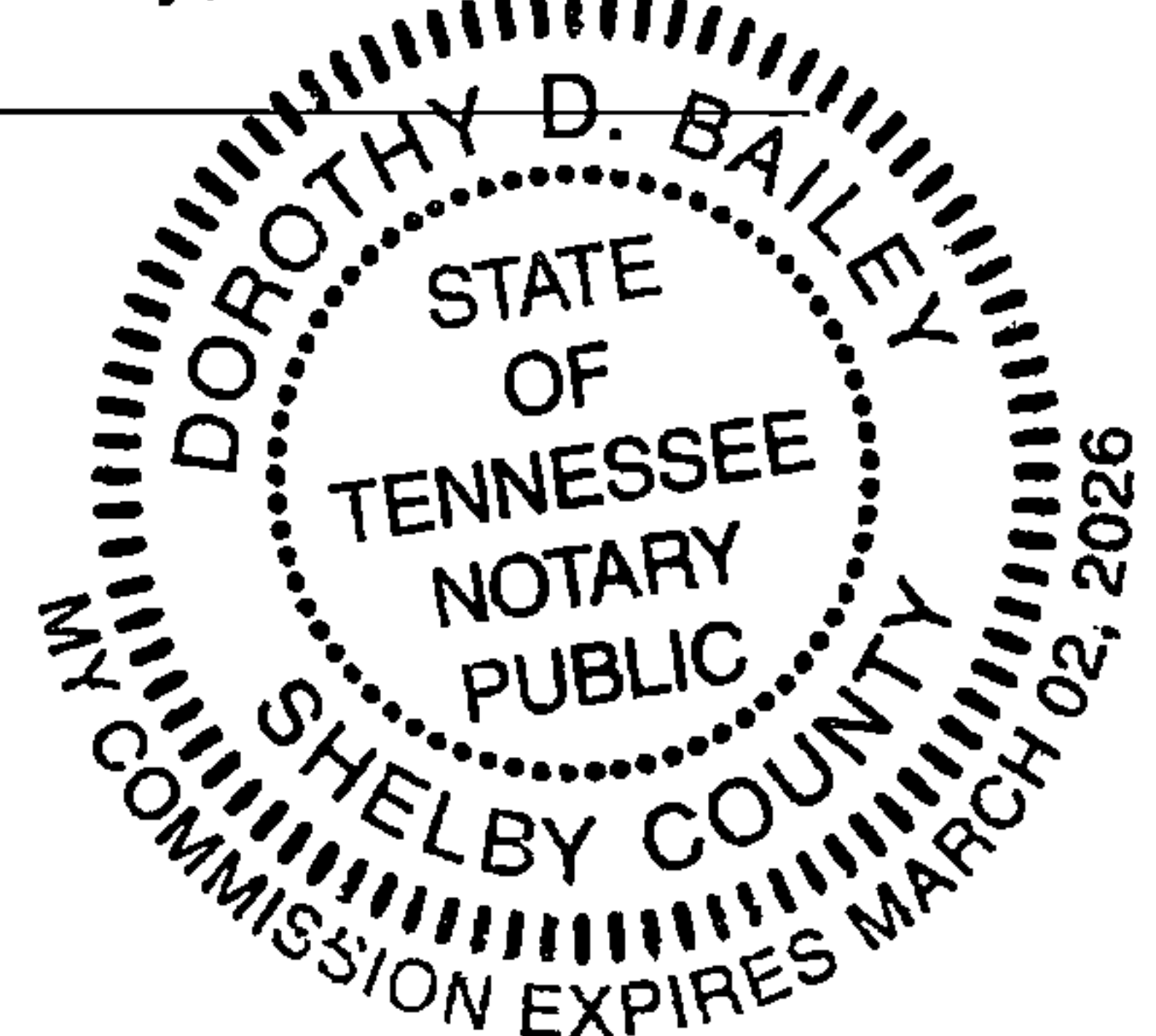
Dorothy D. Bailey

(Stamp or Print Name)

NOTARY PUBLIC in and for the State of Tennessee

Residing at Memphis, Shelby County, Tennessee

My appointment expires _____





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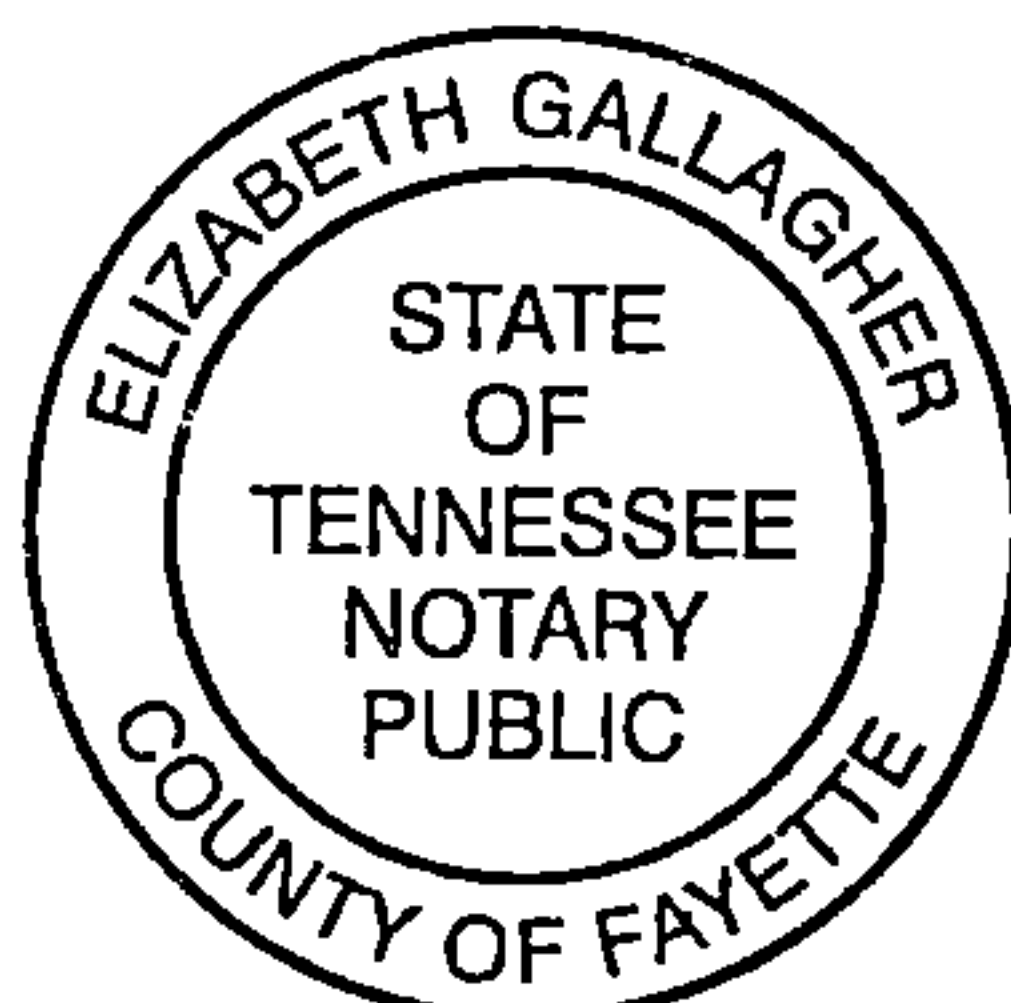
**INTERNATIONAL PAPER FINANCIAL
SERVICES, INC.**, a Delaware corporation,
successor in interest by dissolution to
Blue Sky Timber Properties LLC,
a Delaware limited liability company

By: Jenny R. Borden
Name: Jenny R. Borden
Title: Vice President and Treasurer

STATE OF TENNESSEE)
)
COUNTY OF SHELBY) ss.

On this 28 day of April, 2022, before me, a Notary Public in and for the State of Tennessee, personally appeared Jenny R. Borden, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President and Treasurer of **INTERNATIONAL PAPER FINANCIAL SERVICES, INC.**, a Delaware corporation, successor in interest by dissolution to Blue Sky Timber Properties LLC, a Delaware limited liability company, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



My Comm. Expires
August 28, 2024

Elizabeth Gallagher
Notary Signature
Elizabeth Gallagher
(Stamp or Print Name)
NOTARY PUBLIC in and for the State of
Tennessee Residing at Memphis, Shelby County,
Tennessee
My appointment expires 8-28-2024

SP FORESTS L.L.C.,
a Delaware limited liability company

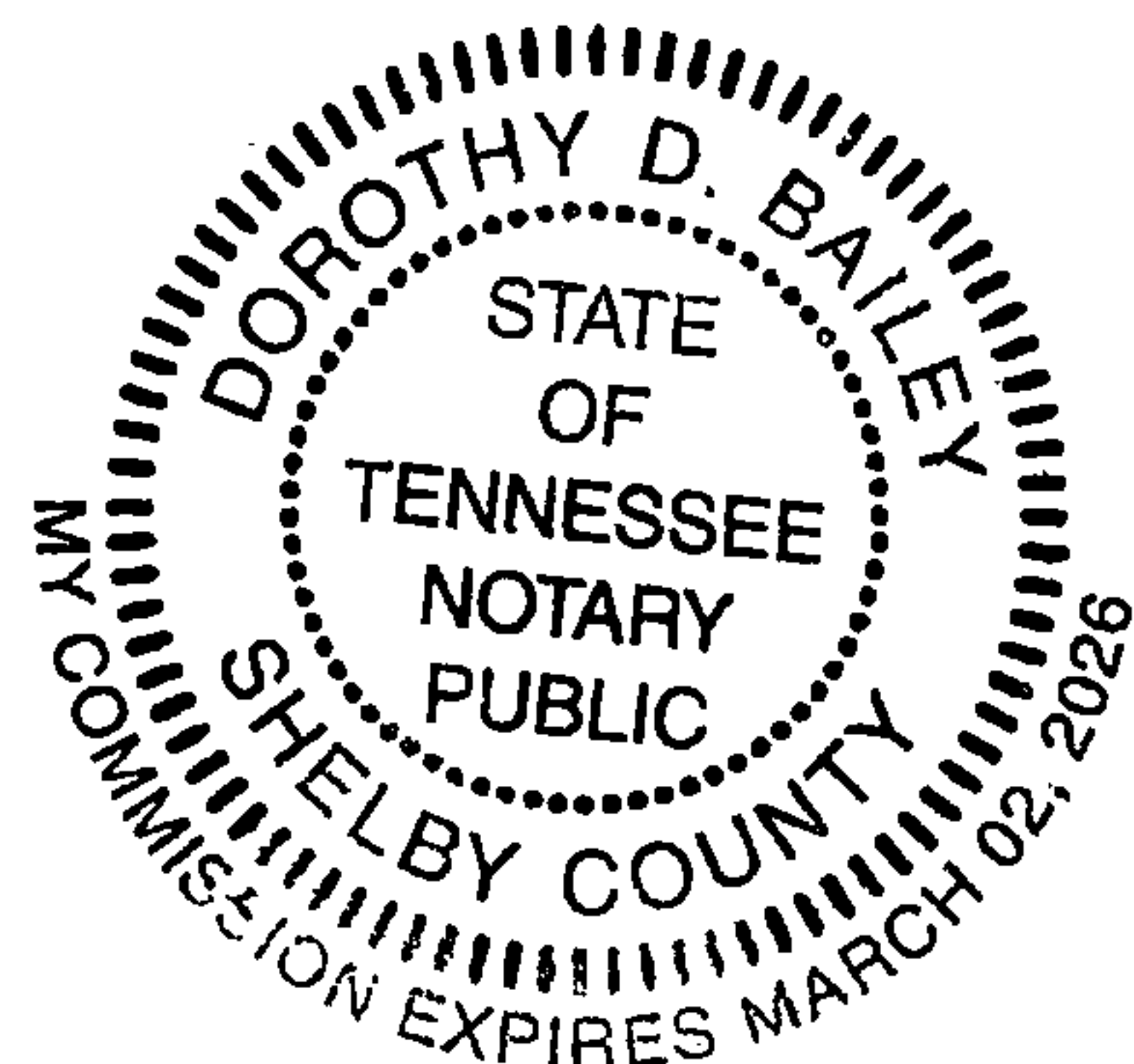
By: W. Neely Mallory, IV
Name: W. Neely Mallory, IV
Title: Vice President

STATE OF TENNESSEE)
COUNTY OF SHELBY) ss.

On this 12th day of April, 2022, before me, a Notary Public in and for the State of Tennessee, personally appeared W. Neely Mallory, IV, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President of **SP FORESTS L.L.C.**, a Delaware limited liability company, to be the free and voluntary act and deed of said limited liability company for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Dorothy D. Bailey
Notary Signature
Dorothy D. Bailey
(Stamp or Print Name)
NOTARY PUBLIC in and for the State of Tennessee
Residing at Memphis, Shelby County, Tennessee
My appointment expires _____





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IP PETROLEUM LLC,
a Delaware limited liability company

By: International Paper Company, a New
York corporation

Its: Manager

By: W. Neely Mallory, IV

Name: W. Neely Mallory, IV

Title: Director – Global Real Estate Services

STATE OF TENNESSEE)
) ss.
COUNTY OF SHELBY)

On this 12th day of April, 2022, before me, a Notary Public in and for the State of Tennessee, personally appeared W. Neely Mallory, IV, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Director – Global Real Estate Services of International Paper Company, a New York corporation, the Manager of **IP PETROLEUM LLC**, a Delaware limited liability company, to be the free and voluntary act and deed of said corporation as Manager of said limited liability company for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Dorothy D. Bailey

Notary Signature

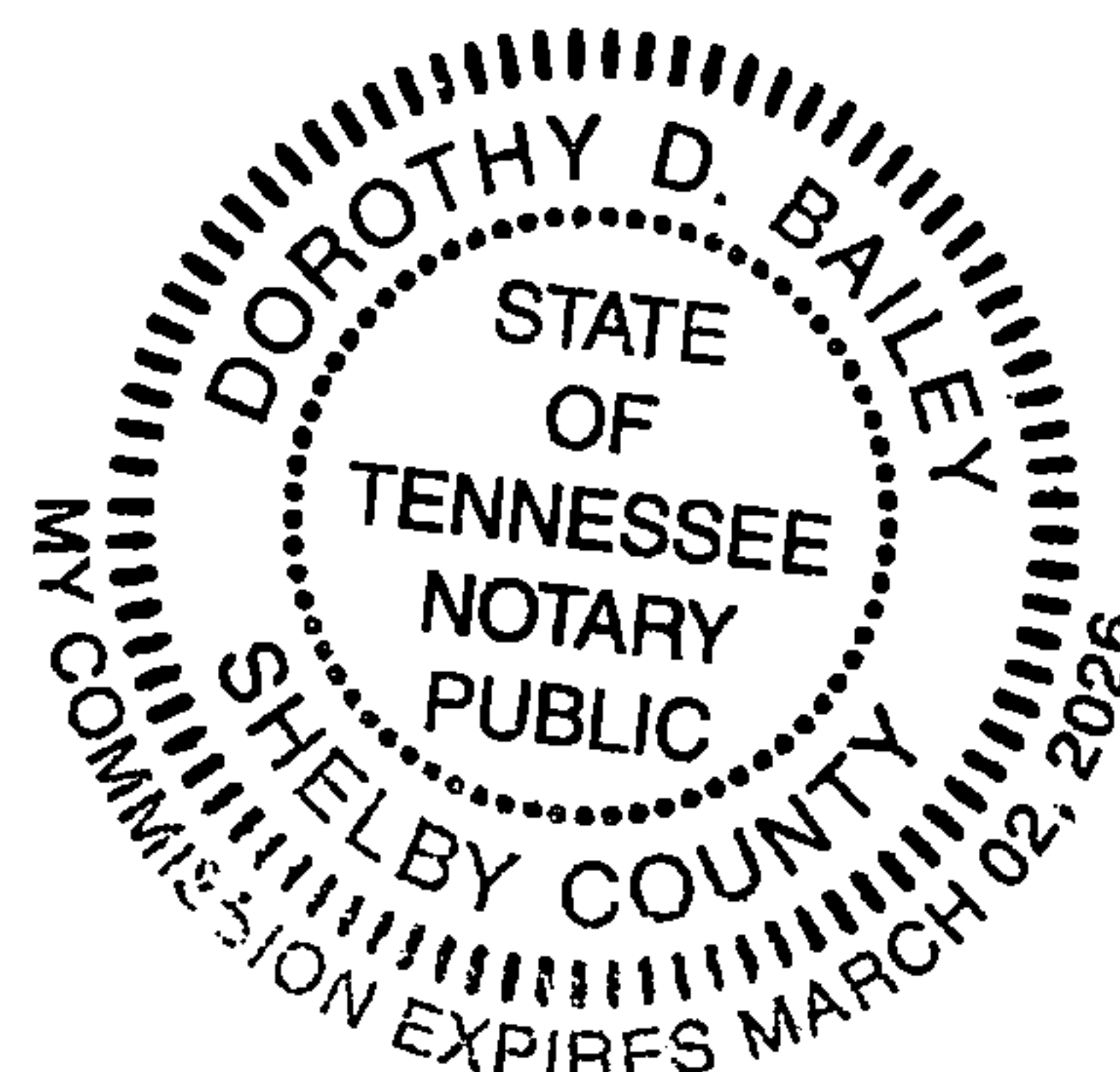
Dorothy D. Bailey

(Stamp or Print Name)

NOTARY PUBLIC in and for the State of Tennessee

Residing at Memphis, Shelby County, Tennessee

My appointment expires _____





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**IP TIMBERLANDS OPERATING COMPANY,
LTD.,**

a Texas limited partnership

By: IP Forest Resources Company,
a Delaware corporation, its
Managing Partner

By: W. Neely Mallory, IV
Name: W. Neely Mallory, IV

Title: Vice President

STATE OF TENNESSEE)

) ss.

COUNTY OF SHELBY)

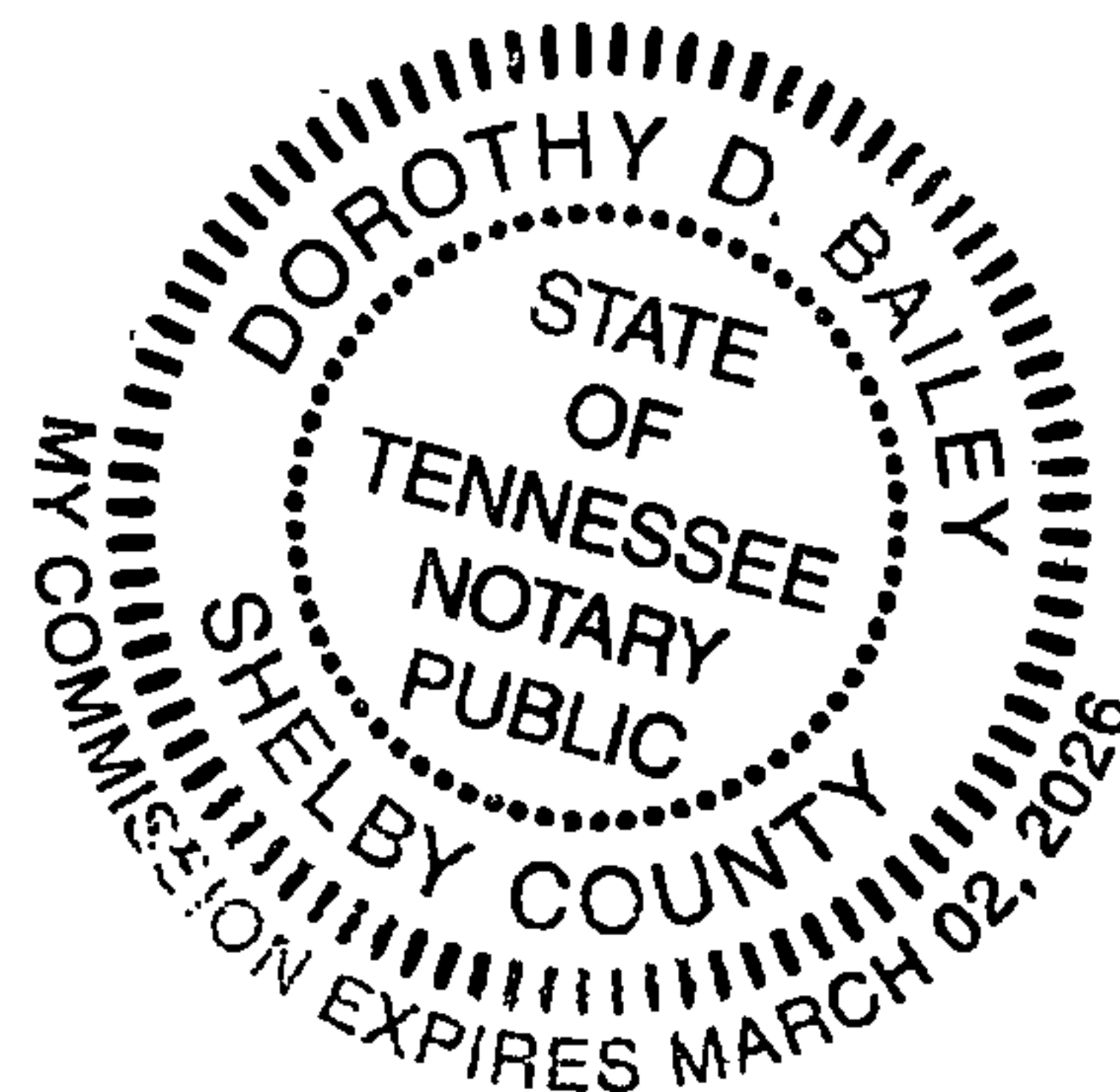
On this 12th day of April, 2022, before me, a Notary Public in and for the State of Tennessee, personally appeared W. Neely Mallory, IV, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that s/he was authorized to execute the instrument, and acknowledged it as the Vice President of **IP Forest Resources Company**, a Delaware corporation, the Managing Partner of IP Timberlands Operating Company, Ltd. to be the free and voluntary act and deed of said corporation as Managing Partner of said limited partnership for the uses and purposes mentioned in the instrument.

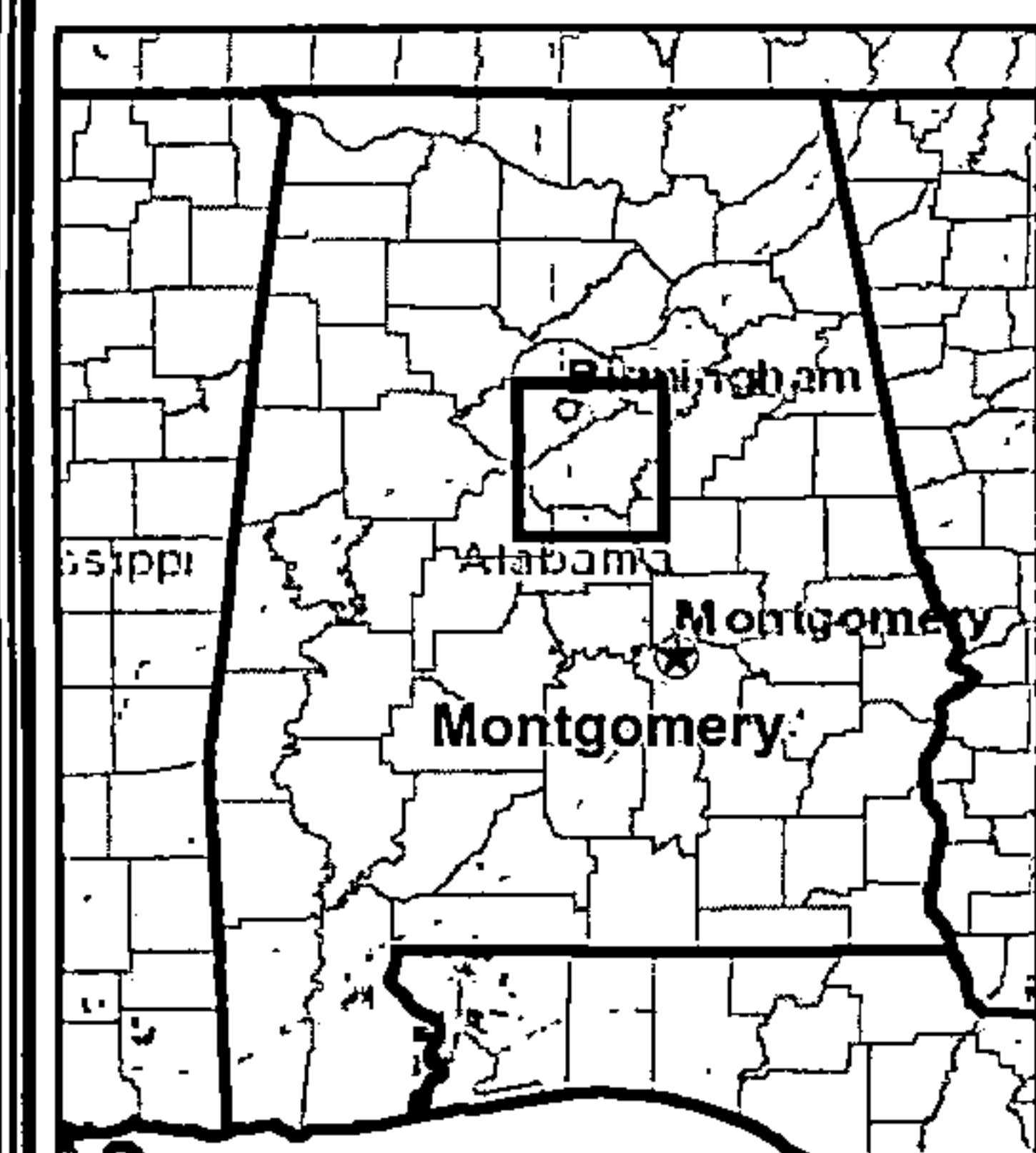
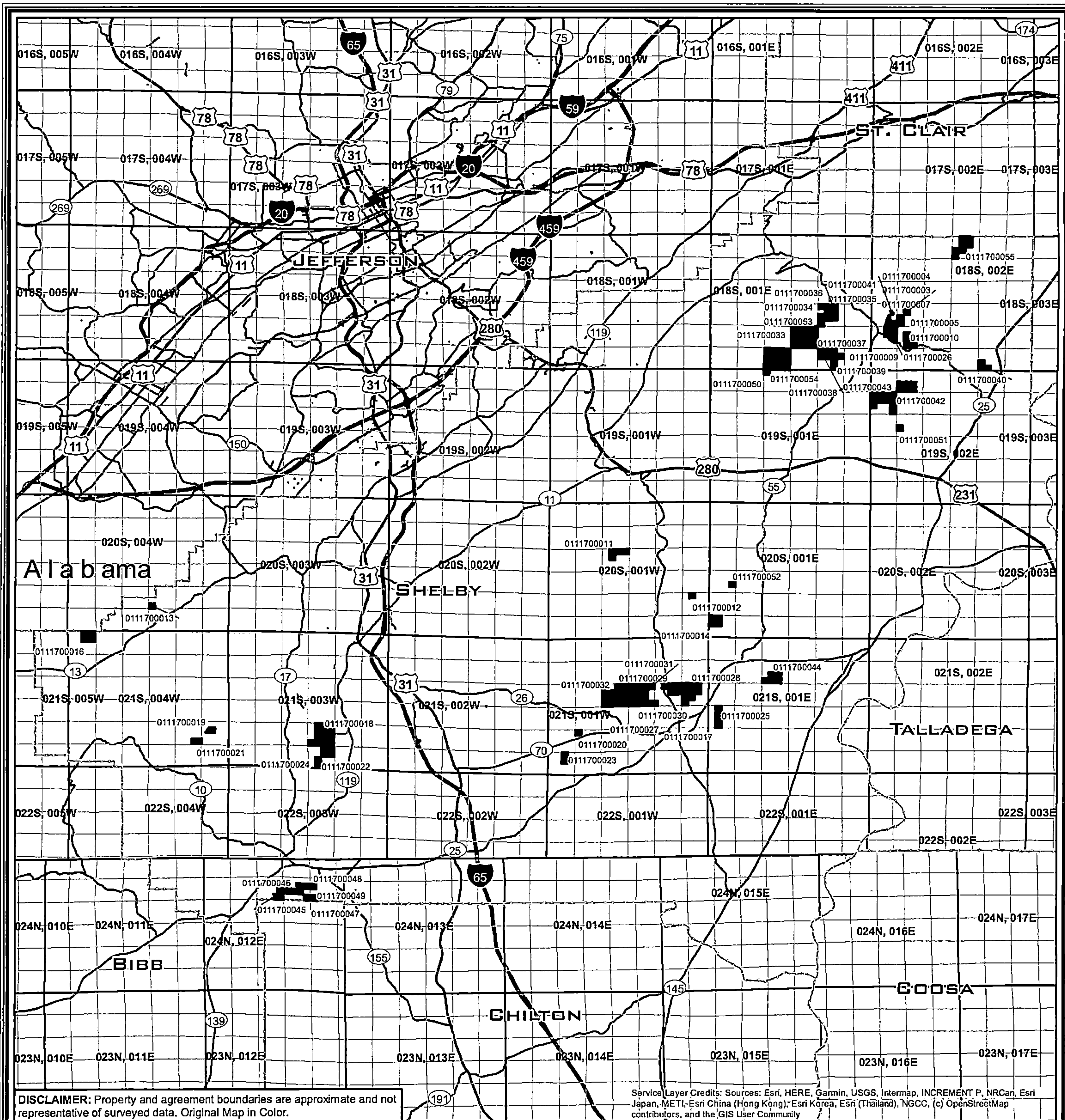
IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

Dorothy D. Bailey
Notary Signature


Dorothy D. Bailey
(Stamp or Print Name)

NOTARY PUBLIC in and for the State of Tennessee
Residing at Memphis, Shelby County, Tennessee
My appointment expires _____





Conveyed Parcels



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1 inch equals 6 miles

0 3 6 Miles

Shelby County
Alabama
BRP Lands - AL (5001)

Projection:
NAD27 AL-W



EXHIBIT A
Map to Accompany
QUITCLAIM DEED
Between
INTERNATIONAL PAPER
COMPANY, ET AL. (Grantor)
And
BRP MINERALS LLC (Grantee)
SHELBY COUNTY, ALABAMA

DATED: _____, 2020

DMG	Paper Size: 8.5" x 11"	5260 Irwin Road Huntington, WV 25705-3247
8/25/2020	T:\GIS_Repository\Working_Directory\BRP\DMG_Work\PHASE I ENVIRONMENTAL SITE ASSESSMENTS\Alabama\Exhibits-Maps\5001_BRP_AL_IP_to_BRP_QCD_Shelby_Ex A 8_25_2020.mxd	

Real Estate Sales Validation Form

This Document must be filed in accordance with Code of Alabama 1975, Section 40-22-1

Grantor's Name International Paper Company
Mailing Address PO Box 2118
Memphis, TN 38101

Grantee's Name BRP Minerals, LLC
Mailing Address c/o NRP (Operating) LLC
5260 Irwin Road
Huntington, WV 25705

Property Address Various nonproductive mineral rights

Date of Sale 6/1/10 (Effective), 11/10/21
Total Purchase Price \$ _____
or
Actual Value \$ 500.00
or
Assessor's Market Value \$ _____

The purchase price or actual value claimed on this form can be verified in the following documentary evidence: (check one) (Recordation of documentary evidence is not required)

- ☐ Bill of Sale ☐ Appraisal Computed nonproducing mineral acreage:
☒ Sales Contract ☒ Other 7768.53 acres (Shelby)
☐ Closing Statement

If the conveyance document presented for recordation contains all of the required information referenced above, the filing of this form is not required.

Instructions

Grantor's name and mailing address - provide the name of the person or persons conveying interest to property and their current mailing address.

Grantee's name and mailing address - provide the name of the person or persons to whom interest to property is being conveyed.

Property address - the physical address of the property being conveyed, if available.

Date of Sale - the date on which interest to the property was conveyed.

Total purchase price - the total amount paid for the purchase of the property, both real and personal, being conveyed by the instrument offered for record.

Actual value - if the property is not being sold, the true value of the property, both real and personal, being conveyed by the instrument offered for record. This may be evidenced by an appraisal conducted by a licensed appraiser or the assessor's current market value.

If no proof is provided and the value must be determined, the current estimate of fair market value, excluding current use valuation, of the property as determined by the local official charged with the responsibility of valuing property for property tax purposes will be used and the taxpayer will be penalized pursuant to Code of Alabama 1975 § 40-22-1 (h).

I attest, to the best of my knowledge and belief that the information contained in this document is true and accurate. I further understand that any false statements claimed on this form may result in the imposition of the penalty indicated in Code of Alabama 1975 § 40-22-1 (h).

Date 5/11/2022

Print Adam Clark

Unattested

Sign

Adam Clark

(Grantor/Grantee/Owner/Agent) circle one

Form RT-1



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ed by)

Print Form