Via Regular Mail

February 18, 2002

Mr Terry Bunch
Director, Transportation & Distribution
Rayonier
4470 Savannah Highway
Jessup, GA 31545

Mr. Michael Salvino
Director of Transportation
Willamette Industries, Inc
1300 SW 5th Avenue, Suite 3700
Portland, OR 97201

Mr. John Ficker
Logistics Development Manager
Weyerhaeuser Company
Mail Stop CH1L35
33663 Weyerhaeuser Way South
Federal Way, WA 98003

RE: Articles of Incorporation

Dear Messrs Bunch, Salvino and Ficker:

Please find enclosed for your records, an executed copy of Articles of Incorporation of the Paper and Forest Industry Transportation Committee that was filed with the Government of the District of Columbia, Department of Consumer and Regulatory Affairs on February 15, 2002.

As always, if you have any questions, please call me at your convenience.

Sincerely,

Nicholas J. DiMichael

Nick DiMichael@ThompsonHine.com Phone 202 263 4103 Fax 202 331 8330

THOMPSON HINE LLP
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Articles of Incorporation of the Paper and Forest Industry Transportation Committee

TO:
Department of Consumer and Regulatory Affairs
Business Regulation Administration, Corporations Division
941 North Capitol St N.E.
Washington, D.C. 20002

FILE

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Non-Profit Corporations Act (D.C. Code, 1981 edition, Title 29, Chapter 5) adopt the following Articles of Incorporation:

Article I(A)
Name

The name of this organization shall be the Paper and Forest Industry Transportation Committee, (hereinafter referred to as the "Corporation").

Article I(B)
The period of duration of the corporation is Perpetual.

Article II
Purpose

The purpose of the Corporation shall be to increase transportation service and safety, provide for multiple transportation service modes, and improve the quality and quantity of equipment to assure that the paper and forest products industry remains competitive domestically and globally. The Corporation will work with suppliers to meet the needs of the paper and forest industry.

Article III
Membership

A. The Corporation shall have one class of Members. Companies, who are actively engaged in distribution or transportation of pulp, paper, paperboard, and forest products, and Pulp and Paper Associations in the United States, Canada, and Mexico shall be eligible to be a Member in the Corporation. All eligible candidates seeking Membership shall present an application to the Corporation Secretary/Treasurer who shall refer it to the Board of Directors for consideration. The Board shall determine which candidates shall become Members by election, which shall be final and binding. Members shall be entitled to vote on matters of concern to the Corporation and for the Directors and Officers of the Corporation.

B. All those Members in good standing in the association known as the Logistics Committee of the American Forest & Paper Association, which is the predecessor of the Corporation, shall become Members of the Corporation at the time of its creation, without further action by the Board of Directors, and shall be entitled to all rights and privileges of Membership in the Corporation subject to its rules and regulations.

Article IV
Officers

A. The Officers of the Corporation shall consist of a President, a Vice President, and a Secretary / Treasurer. The Officers shall be elected at the Annual Meeting and shall continue in office for two years or until their successor is elected and qualified. If a vacancy occurs among the Officers, the Board of Directors may name a Board member to fill the unexpired term.

B. The President shall be the chief executive officer of the Corporation. The President shall preside at the Meetings of the Corporation; shall exercise general supervision over the business of the Corporation, shall serve as Chairman of the Board of Directors; and shall perform such other duties that may be assigned to him or her by the Board of Directors.

C. The Vice President, in the absence or disability of the President, shall preside at meetings of the Corporation and shall perform all the other duties of the President. The Vice President shall perform such other duties that may be assigned to him or her by the Board of Directors.

D. The Secretary/Treasurer shall keep the minutes of the Annual Meeting and the Board of Directors Meetings; shall issue notices of Meetings; shall issue and distribute to the Members the proceedings of all Meetings; shall keep a roster of Members; and shall cause all required documents and returns to be filed. All necessary and proper expenses incurred by the Secretary/Treasurer in carrying out his or her duties, when approved by the Board of Directors, shall be borne by the Corporation.

   The Secretary/Treasurer shall collect all Membership dues and Registration Fees; shall have custody of and disburse all funds of the Corporation, as authorized by the Board of Directors; shall submit a statement of accounts in an Annual Report covering the fiscal year of the Corporation at the Annual Meeting; and shall open and manage accounts with banks approved by the Board of Directors.

Article V
Directors

The Directors of the Corporation shall be elected by the Members. The Board of Directors shall consist of the President, Vice-President, and the Secretary-Treasurer, and in addition shall consist of four Directors, all of whom shall be elected by the Members at the Annual Meeting. Each Director shall be elected for a term of two (2) years. The Initial Board of Directors shall serve until the first Annual Meeting, at which time their successors will be elected.

Article VI
Meetings

A. The Annual Meeting of the Corporation shall be held on the dates and at the location selected by the Board of Directors and pursuant to notice issued by the Secretary. All Members are encouraged to attend the Annual Meeting. A quorum at a meeting of the Corporation shall consist of one-third (1/3) of the Members attending the meeting in person or by proxy.

Proxies shall be written and filed with the Secretary at or prior to the meeting. Other meetings of the Corporation may be called by the President, or by the written request of one-third of the membership.

B. The President may call Board Meetings at such times and places as may be designated by him or her and pursuant to notice by the Secretary/Treasurer. The Board may conduct business by teleconference or by written consent of its members when deemed necessary. A quorum at the Board Meetings shall consist of one-third (1/3) of the Officers and Directors, attending the Meeting in person or by proxy. Proxies shall be written and filed with the Secretary at or prior to the Meeting.

C. Competent antitrust counsel must be present at all General Membership Meetings of the Corporation.

Article VII
Committees Appointed by the President

The President may at any time appoint special committees for any purpose for which there is no designated committee of the Corporation.

Article VIII
Dues and Registration Fees

A. The Board of Directors shall establish annual dues for Members. Those who are Members at the beginning of the year shall pay their dues on or before February 1. Those who become Members during the year shall pay their dues within thirty (30) days after becoming a Member.

B. Assessments may be levied when, in the judgment of the Board of Directors, such fees are required to provide funds for an emergency affecting the general interest of the Members.

C. Registration Fees may be levied to defray the costs of the Meetings and shall be payable by all Members and guests attending the Meetings. Guest speakers are not required to pay a registration fee. .

Article IX
Registered Office and Agent

The registered office of the Corporation shall be the law offices of Thompson Hine LLP, 1920 N. St. N.W., Washington, D.C. 20036 The registered agent of the Corporation is Ms. Karyn A. Booth, who is a resident of the District of Columbia and whose employment address is 1920 N. St. N.W., Washington, D.C.. The Board of Directors may name at any time another registered office and/or agent.

Article X
Bylaws

The Board of Directors may adopt Bylaws not inconsistent herewith.

Article XI
Amendments

The Corporation's Articles of Incorporation and By-Laws may be amended by two-thirds (2/3) vote of the Members at any properly called Meeting, provided notice of the proposed changes shall have been submitted to all Members of the Corporation at least ten (10) days prior to such Meeting; or, may be amended by the affirmative vote of not less than two-thirds (2/3) of those Members responding by mail, electronic mail, or fax within twenty-one (21) days after a written proposal was submitted to such Members

Article XII
Liability of Officers and Directors

A. The personal liability of a Director or Officer to the Corporation or to its Members for monetary damages for breach of duty is limited to an amount that is not greater than the compensation received by the Director or Officer for serving the Corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Director or Officer, (b) enable the Director, Officer or and associate to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Director or Officer to the Corporation under circumstances in which the Director or Officer was aware that his or her conduct or omission created an unjustifiable risk or serious injury to the Corporation, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's or Officer's duty to the Corporation.

B. To the fullest extent permitted by law, and to the extent of the Corporation's assets, each Director and Officer shall be indemnified and defended by the Corporation from and against claims and suits by non-members seeking to recover for injury or damage sustained by the claimants and arising out of the acts or omissions of the Director or Officer performing the duties of his or her office for the benefit of the Corporation and its Members.

Article XIII
Dissolution of the Corporation

A. The corporation may be dissolved for any reason by the affirmative vote of not less than two-thirds (2/3) of the Members of the Corporation by proxy or by attendance, at any properly called Meeting, provided notice of the proposed dissolution shall have been submitted to all Members of the Corporation at least thirty (30) days prior to such Meeting; or may be dissolved by the affirmative vote of not less than two-thirds (2/3) of the Members of the Corporation responding by mail within thirty (30) days after a written proposal was

submitted to such Members.

B. In the event of an affirmative vote to dissolve the Corporation, the President shall take the necessary steps to effect the dissolution.

C. Any funds left over after all expenses are paid shall be returned to the Members on an equal basis.

Article XIV
Incorporators and Initial Board of Directors

The incorporators of the Corporation, and the initial Board of Directors, shall be: (a) Mr. Terry Bunch, Director, Transportation & Distribution, Rayonier, 4470 Savannah Highway, Jesup, GA 31545;(b) Mr. Michael Salvino, Director of Transportation, Willamette Industries, Inc. 1300 SW 5th Avenue, Suite 3700, Portland OR 97201; and, (c) Mr. John Ficker, Logistics Development Manager, Weyerhaeuser Company, Mail Stop CH1L35, 33663 Weyerhauser Way South, Federal Way, WA 98003.

Mr. Michael Salvino

OFFICIAL SEAL
LOIS JEAN SMITH
NOTARY PUBLIC-OREGON
COMMISSION NO. 330872
MY COMMISSION EXPIRES MAR. 24, 2004

Subscribed to before this 8 day of February, 2002

Notary Public
My commission expires: 3-24-2004

Mr. Terry Bunch

Subscribed to before me this 11th day February 2002

Notary Public
My commission expires: 8/5/07

Mr. John Ficker

FRANCES A. NEUMILLER
NOTARY PUBLIC
STATE OF WASHINGTON
COMMISSION EXPIRES OCT 25, 2005

Subscribed to before me this 5th day February 2002

Notary Public
My commission expires: 10/25/05