

**THIRD AMENDMENT TO THE PLANNING AGREEMENT
Between the Mendocino Redwood Company and
the California Department of Fish and Wildlife regarding
the Mendocino Redwood Company Natural Community Conservation Plan**

RECITALS

The Planning Agreement between the Mendocino Redwood Company ("MRC") and the California Department of Fish and Wildlife ("DFW") regarding the Mendocino Redwood Company Natural Community Conservation Plan, dated June 23, 2003, was entered into August 7, 2003, (the "Planning Agreement").

Effective July 1, 2009, in the First Amendment to the Planning Agreement, MRC and DFW extended the duration of the Agreement to July 1, 2014, and replaced Exhibit C of the Agreement with the current Exhibit C.

Effective June 2, 2014, in the Second Amendment to the Planning Agreement, MRC and DFW extended the duration of the Agreement to July 1, 2015.

Now MRC and DFW again wish to extend the terms of the Planning Agreement by way of this Third Amendment (the "Third Amendment").

AMENDMENT

MRC and DFW agree to amend the Planning Agreement effective June 19, 2015, as follows:

1. Section 7.3 of the Agreement is amended to read: "This Agreement will remain in effect until July 1, 2017, unless extended by amendment or terminated."
2. This Third Amendment may be executed in counterparts.
3. All other terms and conditions of the Planning Agreement shall remain in effect as written.

IN WITNESS WHEREOF, MRC and DFW hereto execute this Second Amendment.

THE MENDOCINO REDWOOD COMPANY

Dated: 6/22/15

By: Michael E. Jani
Mike Jani, President and Chief Forester

**THE CALIFORNIA DEPARTMENT OF
FISH AND WILDLIFE**

Dated: 6/30/15

By: Sandra Morey
Sandra Morey, Deputy Director

Approved as to form:

Dated: 6/30/15

By: Wendy Bogdan
Wendy Bogdan, General Counsel