

08-40746

**IN THE UNITED STATES COURT OF APPEALS
FOR THE FIFTH CIRCUIT**

**The Bank of New York Mellon Trust Company, N.A., as Indenture
Trustee for the Timber Notes; Angelo Gordon & Co. LP, Aurelius
Capital Management LP, and Davison Kempner Capital Management
LLC; Scotia Pacific Company LLS, CSG Investments; and Scotia
Redwood Foundation, Inc.,**

Appellants,

v.

**Official Unsecured Creditors' Committee; Marathon Structured
Finance Fund LP, Mendocino Redwood Company LLC; The Pacific
Lumber Company; the United States of America; and California State
Agencies,**

Appellees.

Appeal from the United States Bankruptcy Court
for the Southern District Of Texas,
Corpus Christi Division, USBC No. 07-20027

**DECLARATION OF DEANNA HARWOOD
AS COUNSEL FOR THE
NATIONAL OCEANIC AND ATMOSPHERIC ADMINISTRATION**

**DECLARATION OF DEANNA HARWOOD
AS COUNSEL FOR THE
NATIONAL OCEANIC AND ATMOSPHERIC ADMINISTRATION**

I, Deanna Harwood, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury, the following:

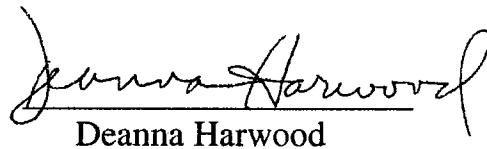
1. I am an attorney with the National Oceanic and Atmospheric Administration (“NOAA”) in Long Beach, California. My responsibilities include advising the National Marine Fisheries Service (“NMFS”) on implementing the goals of the Endangered Species Act (“ESA”) to provide for the recovery of listed species occurring on the lands and in the waters now owned and operated by the Humboldt Redwood Company, LLC (“HRC”) and the Town of Scotia, LLC (“TOS”).
2. As counsel for NOAA, I represented NMFS in discussions with HRC and TOS regarding their request for a transfer of the Incidental Take Permits (“ITPs”) under the ESA for the lands formerly owned by the former debtor Scotia Pacific Company, LLC (Scopac), which had been held by debtors in the underlying Chapter 11 bankruptcy proceeding.
3. Ultimately, NOAA and the U.S. Fish and Wildlife Service entered into an Assignment and Assumption Agreement (“AAA” or “Agreement”) providing for the transfer to the new companies of the ESA permits

previously held by debtors. These permits provide for operation of the new businesses in compliance with the ESA. The Agreement became effective July 30, 2008. Attached is a complete and correct copy.

4. If it were to become necessary to consider a request for a subsequent transfer of the ITPs to a new and unknown entity, it is unclear whether such a new entity could secure authorization for such a subsequent transfer under NOAA's regulations.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: August 28, 2008


Deanna Harwood