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RECORDATION NO. FILED 1995

AUG 3 1995 - 11 05 AM DONELAN, CLEARY, WOOD & MASER, P.C.

INTERSTATE COMMERCE COMMISSION

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

August 3, 1995

Via Hand Delivery

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 19546-A FILED 1995
AUG 3 1995 - 11 05 AM

RECEIVED
OFFICE OF THE
SECRETARY
AUG 3 11 05 AM '95
LICENSING BRANCH

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, are executed counterparts of (i) Master Lease Agreement ("Master Lease") between BOT Financial & Leasing Corporation B-4 ("Lessor") and Champion International Corporation ("Lessee"), a primary document not previously recorded, dated as of July 1, 1995, and (ii) Equipment Schedule Number 1 ("Equipment Schedule") between Lessor and Lessee, a secondary document not previously recorded, dated August 1, 1995.

The names and addresses of the parties to the enclosed documents are as follows:

LESSOR	-	BOT Financial & Leasing Corporation B-4 125 Summer Street Boston, Massachusetts 02110
LESSEE	-	Champion International Corporation One Champion Plaza Stamford, Connecticut 06921

The Master Lease covers such units of railroad equipment as described in each equipment schedule executed from time to time pursuant to the terms of the Master Lease. Equipment Schedule Number 1 to the Master Lease covers fifty (50) newly-constructed, Trenton Works 57'9", 100-ton, cushioned underframe, plate "F" boxcars bearing identification marks and numbers: CRLE 6400-6449 (inclusive).

Also enclosed is a remittance in the amount of \$42.00 for the required recording fees.

A short summary of the documents to appear in the index follows:

"Master Lease Agreement and Equipment Schedule Number 1 between BOT Financial & Leasing Corporation B-4, as Lessor, and Champion International Corporation, as Lessee, covering fifty (50) boxcars bearing identification marks and numbers CRLE 6400-6449 (inclusive).

Don. M. Maser

DONELAN, CLEARY, WOOD & MASER, P.C.

Letter to Honorable Vernon A. Williams
August 3, 1995
Page 2

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III
*Attorney for purposes of this filing for
BOT Financial & Leasing Corporation B-4
and Champion International Corporation*

Enclosures

2970-001



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

AUGUST 3, 1995

JOHN K. MASER III
DONELAN, CLEARY, WOOD & MASER, P.C.
1100 NEW YORK AVENUE NW SUITE 750
WASHINGTON DC 20005-3934

Dear MR. MASER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/3/95 at 11:05AM , and assigned recordation number(s). 19546 and 19546-A .

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature