

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
JAMES C. MARTIN, JR.\*

\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN MARYLAND

LAW OFFICES  
**ALVORD AND ALVORD**

200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C.

20006-2973  
(202) 393-2266

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MOTOR OPERATING UNIT

OF COUNSEL  
URBAN A. LESTER  
TELEEX  
440667 A AND A  
TELEFAX  
(202) 393-2156

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December 13, 1991

*New Number*

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

17629  
RECORDATION NO. FILED 1425

DEC 16 1991 2 55 PM

INTERSTATE COMMERCE COMMISSION

17629 A  
RECORDATION NO. FILED 1425

DEC 16 1991 2 52 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed and acknowledged copies each of an Equipment Lease dated as of December 13, 1991, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177 and a Certificate of Acceptance No. 1 dated December 13, 1991, a secondary document.

The names and addresses of the parties to the enclosed Equipment Lease are:

Lessor: Security Pacific Equipment Leasing, Inc.  
Four Embarcadero Center  
San Francisco, California 94111

Lessee: Champion International Corporation  
One Champion Plaza  
Stamford, Connecticut 06921

A description of the railroad equipment covered by the enclosed document is:

One hundred twenty-five (125) Gunderson 100-ton Plate C Boxcars bearing CRLE reporting marks and road numbers 6200 through 6324, both inclusive.

Also enclosed is a check in the amount of \$32 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

*Quintanilla - C.T. Hamble*

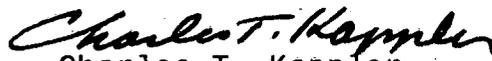
Mr. Sidney L. Strickland, Jr.  
December 13, 1991  
Page Two

Kindly return a stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear in the Commission's Index is:

Equipment Lease dated as of December 13, 1991 between Security Pacific Equipment Leasing, Inc., Lessor and Champion International Corporation, Lessee, covering 125 Boxcars, CRLE 6200 - CRLE 6324, both inclusive.

Very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures

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RECORDATION NO. FILED 1991

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INTERSTATE COMMERCE COMMISSION

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CERTAIN RIGHTS OF LESSOR UNDER THE EQUIPMENT LEASE DESCRIBED BELOW AND IN THE EQUIPMENT COVERED HEREBY HAVE BEEN ASSIGNED TO, AND ARE SUBJECT TO, A SECURITY INTEREST IN FAVOR OF CANADA LIFE ASSURANCE COMPANY, AS SECURED PARTY UNDER A NONRECOURSE SECURITY AGREEMENT DATED AS OF DECEMBER 13, 1991, FROM LESSOR TO CANADA LIFE ASSURANCE COMPANY. THE EQUIPMENT LEASE HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. THE "ORIGINAL" COUNTERPART IS THAT WHICH CONTAINS THE RECEIPT THEREFOR EXECUTED BY CANADA LIFE ASSURANCE COMPANY ON THE SIGNATURE PAGE THEREOF. TO THE EXTENT THAT THE EQUIPMENT LEASE CONSTITUTES "CHattel PAPER," AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION, NO SECURITY INTEREST IN SAID LEASE MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE COUNTERPART MARKED "ORIGINAL" AND CONTAINING SUCH RECEIPT.

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**CERTIFICATE OF ACCEPTANCE No. 1 1991**  
**UNDER EQUIPMENT LEASE DATED AS OF DECEMBER 13, ("LEASE")**  
**BETWEEN SECURITY PACIFIC EQUIPMENT LEASING, INC., AS LESSOR**  
**AND CHAMPION INTERNATIONAL CORPORATION, AS LESSEE**

Lessee hereby represents and warrants that Lessee (as agent for Lessor) has inspected, received, approved and accepted delivery under the Lease of the following Items of Equipment together with all accessories, parts and appliances installed thereon or belonging thereto and all manuals and records relating thereto:

- PLACE ACCEPTED: (See attached schedule)
- DATE ACCEPTED: (See attached schedule)
- LESSOR'S COST: (See attached schedule)
- DESCRIPTION AND IDENTIFYING NUMBER: (See attached schedule)

Lessee hereby further represents, warrants and certifies to Lessor, that on and as of the date of Lessee's acceptance of said Items of Equipment, the Equipment described herein: (1) is tangible personal property; (2) has been delivered to and is in the possession of Lessee; (3) has been fully inspected by qualified agents of Lessee; (4) is in good order, operating condition, and repair (subject to any minor undischarged obligations of suppliers, manufacturers, transporters or installers thereof to promptly update and conform the same as provided by their respective agreements and warranties); (5) meets all recommended or applicable safety standards; (6) is new and has not been used by anyone for any purpose prior to the date of Lessee's acceptance of the Equipment, and the original use thereof will commence with the Lessee

and Lessor under the Equipment Lease; (7) is, as of the date of Lessee's acceptance of the Equipment, available for use and service by Lessee and Lessor; and (8) has been marked or labeled showing Lessor's interest in the form and to the extent required by Lessor. Lessee further certifies that on the date of Lessee's acceptance of Equipment, Lessee has accepted the same from the supplier(s) on behalf of Lessor and on behalf of Lessee under the Equipment Lease.

CHAMPION INTERNATIONAL CORPORATION

By E. D. VanderWoude  
Authorized Representative of Lessee

The "Original" counterpart of this Certificate of Acceptance received this \_\_\_\_ day of \_\_\_\_\_, 1991, by the undersigned.

CANADA LIFE ASSURANCE COMPANY

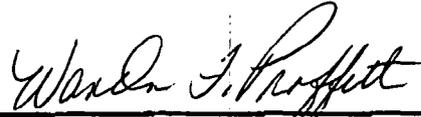
By \_\_\_\_\_  
Title \_\_\_\_\_

State of OHIO

ss:

County of BUTLER

On this 12 day of DECEMBER, 1991 before me personally appeared DAN VANDERWOUDE, to me personally known, who being by me duly sworn, says that (s)he is the TRANSPORTATION MANAGER of Champion International Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

My Commission expires 12/12/91

WANDA F. PROFFITT  
Notary Public, State of Ohio  
My Commission Expires Oct. 6, 1993

202 350 111

SENT BY: CHAMPION :12-16-91 :12:08PM : CORP. SEC'Y. OFFICE-

SCHEDULE TO ACCEPTANCE CERTIFICATE NO. 1

<u>Place Accepted</u>	<u>Date Accepted</u>	<u>Lessor's Cost</u>	<u>Description</u>	<u>Identifying Numbers</u>
Portland, Oregon	December 16, 1991	\$63,151 per boxcar	13 Gunderson 100-Ton Plate C Boxcars	CRLE 6201-6211 and 6214-6215