

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.

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OF COUNSEL  
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17629-B #16  
REGISTRATION NO. FILED 1425

December 30, 1991

DEC 30 1991 - 11 25 AM

17629-B

INTERSTATE COMMERCE COMMISSION

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

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 of a Certificate of Acceptance No. 2 dated December 13, 1991, a secondary document.

The enclosed document relates to the Equipment Lease dated as of December 13, 1991, which was recorded on December 16, 1991 under Recordation Number 17629.

The names and addresses of the parties to the enclosed document 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:

Sixty-seven Gunderson 100-ton Place C Boxcars bearing CRLE reporting marks and road numbers 6200, 6212-6213, 6216-6279.

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Dec 30 11 26 AM '91  
MOTOR OPERATING UNIT

*Charles T. Kappler*

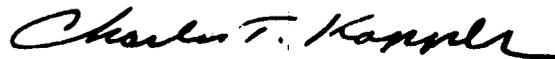
Mr. Sidney L. Strickland, Jr.  
December 30, 1991  
Page Two

Kindly return a stamped copy of the enclosed document to the undersigned.

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

Certificate of Acceptance No. 2 dated December 13, 1991 covering 67 Boxcars bearing CRLE marks and numbers.

Very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

12/30/91

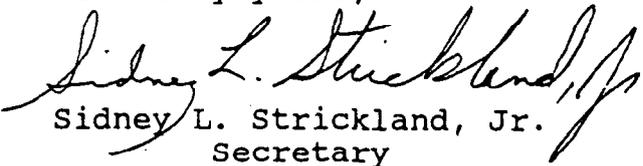
OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord  
918 16th St. N.W.  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/30/91 at 11:25am, and assigned recordation number(s). 17629-B

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RECORDED BY 17629-13 FILED

DEC 30 1991 -11 35 AM

INTERSTATE COMMERCE COMMISSION

\*\*\*\*\*  
 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. 2  
 UNDER EQUIPMENT LEASE DATED AS OF Dec. 13, 1991, ("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. Vande Wande  
Authorized Representative of Lessee

The "Original" counterpart of this Certificate of Acceptance received this \_\_\_\_\_ day of \_\_\_\_\_, 199\_, by the undersigned.

CANADA LIFE ASSURANCE COMPANY

By \_\_\_\_\_

Title \_\_\_\_\_

State of Ohio

SS:

County of Butler

On this 17th day of December, 1991 before me personally appeared E. W. Wanda Wrede, 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.

Wanda F. Proffitt  
Signature of Notary Public

My Commission expires \_\_\_\_\_

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

SCHEDULE TO ACCEPTANCE CERTIFICATE NO. 2

<u>Place Accepted</u>	<u>Date Accepted</u>	<u>Lessor's Cost</u>	<u>Description</u>	<u>Identifying Numbers</u>
Portland, Oregon	December 30, 1991	\$63,151 per boxcar	67 Gunderson 100-Ton Plate C Boxcars	CRLE 6200, 6212-6213, 6216-6279