

STATE OF ALABAMA)

SHELBY COUNTY)

KNOW ALL MEN BY THESE PRESENTS, that in consideration of the conveyance of other real estate to CHAMPION INTERNATIONAL CORPORATION, a New York corporation formerly known as U.S. PLYWOOD-CHAMPION PAPERS INC. ("the Grantor"), by LOMAX PULPWOOD AND LUMBER CO., INC., a corporation ("the Grantee"), the receipt and sufficiency whereof are hereby acknowledged, the Grantor does hereby grant, bargain, sell and convey unto the Grantee, subject to the exceptions, reservations and encumbrances hereafter set forth, the following described real estate situated in Shelby County, Alabama:

The W-1/2 of the NE-1/4; the E-1/2 of the NW-1/4; the N-1/2 of the SW-1/4; the SW-1/4 of the SW-1/4, all in Section 3, Township 18 South, Range 2 East;

LESS AND EXCEPT, however, and RESERVING unto the Grantor all the oil, gas, coal, iron ore, limestone, sulphur and all other minerals in, under or upon said lands, together with the right to mine and remove the same, and the rents and royalties therefrom, and the lessor's interest under that certain Oil and Gas Lease between the Grantor and The Louisiana Land And Exploration Company dated as of August 1, 1981.

TO HAVE AND TO HOLD unto the Grantee, its successors and assigns, forever, subject, however, to the aforesaid Oil and Gas Lease, easements and rights of way of record or in use and the lien for ad valorem taxes for the current tax year.

\$ 203,000.00 of the purchase price recited above, was paid from a mortgage loan simultaneously herewith.

Send the Notice to

Return to:

Mr. Tyrus R. Soden, Jr.

LoMAX Pulpwood and Lumber Co., Inc.

P.O. Box 833

Columbiana

-1-

Send: First National Bank
Columbiana, P.O. Box 977 Columbiana, Al. 35051

IN WITNESS WHEREOF, the Grantor has caused these presents
to be executed for and in its name by its duly authorized officer all as of
this 19th day of April, 1984.

CHAMPION INTERNATIONAL CORPORATION

BY: [Signature]
Its: Executive Vice President

STATE OF CONNECTICUT)
 :
FAIRFIELD COUNTY)

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I, the undersigned, a Notary Public in and for said County, in
said State, hereby certify that W. H. Burchfield whose name as
Exec. Vice President of CHAMPION INTERNATIONAL CORPORATION, a
New York corporation, is signed to the foregoing instrument and who is
known to me, acknowledged before me on this day that, being informed of
the contents of the instrument, he, as such officer and with full authority,
executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 20th day of
April, 1984.



[NOTARIAL SEAL]

Elizabeth J. Tchir
Notary Public

ELIZABETH J. TCHIR
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1987

This Instrument Prepared By:

J. Robert Fleenor
1400 Park Place Tower
Birmingham, AL 35203

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
See My 448-321 Rec. 300
1984 MAY 19 AM 9:21 Ind 100
400
Thomas G. [Signature]
JUDGE OF THE STATE