

Twenty two thousand eight hundred of the purchase price recited below was paid from a mortgage filed simultaneously herewith.

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 THOMAS M. POE, JR. ("the Grantee"), the receipt and sufficiency whereof are hereby acknowledged, the Grantor does hereby grant, bargain, sell and convey unto the Grantees, subject to the exceptions, reservations and encumbrances hereafter set forth, the following described real estate situated in Shelby County, Alabama:

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That part of the East 1/2 of the Southwest 1/4 of the Northeast 1/4 lying South of County Road # 45; that part of the Northwest 1/4 of the Southeast 1/4 and the Northeast 1/4 of the Southwest 1/4 and the Southwest 1/4 of the Southwest 1/4 lying South and East of the Twin Pines Conference Center Road, all in Section 23, Township 18 South, Range 1 East, and containing 48 acres, more or less.

LESS AND EXCEPT, however, and RESERVING unto the Grantor all the oil, gas, coal, iron ore, limestone, sulphur and all other minerals in or under said lands, together with the right to mine and remove the same (but not the right to strip mine), including 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, except those rights under said oil and gas lease relating to the surface of said real estate and the right to be reimbursed for damages thereto which rights are hereby assigned to the Grantee.

TO HAVE AND TO HOLD unto the Grantees, their heirs 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.

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 6th day of June, 1985.

CHAMPION INTERNATIONAL CORPORATION

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8000

BY: R. Edwards

Its: EXECUTIVE VICE PRESIDENT

STATE OF CONNECTICUT)
FAIRFIELD COUNTY)

I, the undersigned, a Notary Public in and for said
County, in said State, hereby certify that Byron T. Edwards
whose name as EXECUTIVE 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 6th day of
June, 1985.



Raffaela L. Rovegno
Notary Public

RAFFAELA L. ROVEGNO
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1989

This Instrument Prepared By:

J. Robert Fleenor
Bradley, Arant, Rose & White
1400 Park Place Tower
Birmingham, AL 35203

STATE OF CONNECTICUT
I CERTIFY THAT
INSTRUMENT WAS PREPARED
1985 JUL 18 AM 10:44

Fleenor
JUDGE OF THE COURT

RECORDING FEES

Mortgage Tax	\$	_____
Deed Tax	_____	_____
Mineral Tax	_____	_____
Recording Fee	500	500
Index Fee	100	100
TOTAL	\$	600