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THIS INDENTURE, made as of the 16th day of October, A.D. 1989, by and between the BUCKSPORT WATER COMPANY, a corporation organized and existing under Chapter 52 of the Private and Special Laws of 1887 of the State of Maine, as Amended by Chapter 54 of the Private and Special Laws of 1891 and Chapter 45 of the Private and Special Laws of 1931 of the State of Maine, and located at and having its office and principal place of business at Bucksport in the County of Hancock, State of Maine (hereinafter called the "COMPANY"), party of the first part, and CHAMPION INTERNATIONAL CORPORATION, a corporation organized and existing under the laws of the State of New York, and duly qualified to do business in the State of Maine, and having its office and principal place of business in the City of Stamford, County of Fairfield, State of Connecticut (hereinafter called "CHAMPION"), party of the second part;

W I T N E S S E T H:

WHEREAS, the COMPANY and CHAMPION (as successor in interest to the Maine Seaboard Paper Company, a Maine corporation) are parties to that certain Indenture dated November 30, 1935 recorded in Book 648 at Page 556 in the Registry of Deeds for the County of Hancock, State of Maine (hereinafter called the "Indenture");

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WHEREAS, according to Section 4 of the Indenture, CHAMPION is required to perpetually "maintain in Silver Lake above the present elevation of the top of the intake pipe of the Water Company now in use in said dam at least 750,000,000 gallons of water."; and

WHEREAS, the intake pipe of the COMPANY has been relocated since the date of the Indenture and, therefore, the parties desire to modify this requirement.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the COMPANY and CHAMPION hereby amend the Indenture by deleting Section 4 and substituting the following in its place and stead:

(4) The Paper Company does hereby covenant with the Water Company that it will perpetually maintain the level of Silver Lake at or above an elevation of 120 feet above mean sea level as established by the United States Geodetic Survey Datum.

The COMPANY and CHAMPION acknowledge that each has complied with and, as of the date of this instrument, is in compliance with all of their respective covenants in the Indenture.

As modified herein, the COMPANY and CHAMPION hereby ratify and affirm the Indenture.

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IN WITNESS WHEREOF, the COMPANY has caused this instrument to be sealed with its corporate seal and signed in its corporate name by David E. Johnson, its president and Eileen McSweeney, its secretary thereunto duly authorized, and CHAMPION has caused this instrument to be sealed with its corporate seal and signed in its corporate name by Joe K. Donald, its executive vice president, and Robert E. Fogarty, its assistant secretary as of the 16th day of October, 1989.

Signed, sealed and delivered
in the presence of:

Barbara A. Ballat
Barbara P. Thompson

Signed, sealed and delivered
in the presence of:

James L. E. ...
Ann M. Arnold

BUCKSPORT WATER COMPANY

By: David E. Johnson
President
By: Eileen McSweeney
Secretary

CHAMPION INTERNATIONAL
CORPORATION

By: Joe K. Donald
Executive Vice President
By: Robert E. Fogarty
Assistant Secretary

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STATE OF MAINE §

COUNTY OF Hancock § ss:

Date: October 2, 1989

Then personally appeared the above-named David E. Johnson, President of the Bucksport Water Company, and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of said corporation.

JUDITH A. SHUMAN
NOTARY PUBLIC, MAINE

Before me, MY COMMISSION EXPIRES APRIL 28, 1991

Judith A. Shuman
Notary Public

STATE OF CONNECTICUT §
COUNTY OF FAIRFIELD § ss:

Date: October 16, 1989

Then personally appeared the above-named Eileen McSweeney, Secretary of the Bucksport Water Company, and acknowledged the foregoing instrument to be her free act and deed in her said capacity and the free act and deed of said corporation.

Before me,

Barbara E. Kreusser
Notary Public

STATE OF CONNECTICUT §
COUNTY OF FAIRFIELD § ss:

Date: October 16, 1989

Then personally appeared the above-named Joe K. Donald, Executive Vice President of Champion International Corporation, and Robert E. Fogarty, Assistant Secretary of Champion International Corporation, and acknowledged the foregoing instrument to be their free act and deed in their said capacities and the free act and deed of said corporation.

Before me,

Barbara E. Kreusser
Notary Public

BARBARA E. KREUSSER
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992

THIS DOCUMENT WAS PREPARED BY:

Robert E. Fogarty, Attorney
Champion International Corporation
One Champion Plaza
Stamford, Connecticut 06921
(203) 358-7865

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