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16018-A

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

LAW OFFICES
ALVORD AND ALVORD

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OF COUNSEL
URBAN A. LESTER

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* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

October 31, 1989

RECORDATION NO. 16018-A FILED 1028

NOV 1 1989 - 12 35 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three originals and two photocopies of an Amendment dated as of August 24, 1989 to Memorandum of Lease Agreement dated as of September 12, 1988, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Lease Agreement dated as of September 12, 1988, which was filed and recorded under Recordation Number 16018.

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

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive
Suite 200
Lake Oswego, OR 97035

Lessee: Georgia-Pacific Corporation
P.O. Box 105605
Atlanta, GA 30348-5605

A description of the railroad equipment covered by the enclosed document is: one-hundred fifty (150) 100-ton rehabilitated to AAR Rule 88 specifications solid bottom woodchip gondola railcars (GTS) with cubic capacity of 7,466 cubic feet bearing GPSX marks and numbers 4300 through 4449, both inclusive.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C. Bentley
Charles T. Kappler

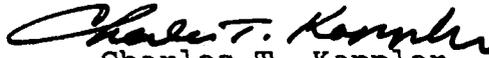
Ms. Noreta R. McGee
October 31, 1989
Page 2

Kindly return stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, NW, Washington, DC 20006.

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

Amendment dated as of August 24, 1989 to Memorandum of Lease Agreement dated as of September 12, 1988 between Greenbrier Railcar, Inc., Lessor, and Georgia-Pacific Corporation Lessee, covering one hundred fifty (150) woodchip gondola railcars marked and numbered GPSX 4300 through GPSX 4449 both inclusive.

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

11/1/89

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 11/1/89 at 12:35pm and assigned recordation number(s). 16018-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

Interstate Commerce Commission
Washington, D.C. 20423

11/1/89

OFFICE OF THE SECRETARY

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Alvord & Alvord
918 16th St. N.W.
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Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDED BY 16018-A FILE 148

NOV 1 1989 - 12 35 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT DATED AUGUST 24, 1989
TO
MEMORANDUM OF LEASE
BETWEEN
GEORGIA-PACIFIC CORPORATION ("LESSEE")
AND
GREENBRIER RAILCAR, INC. ("LESSOR")
SEPTEMBER 12, 1988

Amendment dated as of August 24, 1989 to MEMORANDUM OF LEASE made and entered into as of September 12, 1988 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Lessor") and Georgia-Pacific Corporation, a Georgia corporation, ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee entered into the Lease Memorandum describing the lease of up to 118, 100-ton solid bottom woodchip gondola railcars; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to amendments of the underlying lease by increasing the number of leased railcars up to 150.

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Paragraph 1 is amended by deleting it in its entirety and substituting the following:

Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor up to 150, 100-ton rehabilitated to AAR Rule 88 specification solid bottom woodchip gondola railcars (GTS) with cubic capacity of 7,466 cubic feet and bearing marks and numbers as follows:

GPSX 4300 through GPSX 4449, inclusive

2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of August 24, 1989.

GEORGIA-PACIFIC CORPORATION

By: Michael O. Blackwell
Title: Director - Building Products
Transportation Division

GREENBRIER RAILCAR, INC.
By: Worries M. Webb
Title: Vice President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 24th day of August, 1989, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was his free act and deed.

Jane E. Hudson

NOTARY PUBLIC

[NOTARIAL SEAL]

My commission expires 5/28/90

STATE OF GEORGIA)
) ss.
COUNTY OF)

On this 19 day of October, 1989, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the Transportation Director of GEORGIA-PACIFIC CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the said instrument was his free act and deed.

Donna E. Hudson

NOTARY PUBLIC, Fayette County, Georgia
My Commission Expires Aug. 6, 1991

[NOTARIAL SEAL]

My commission expires:

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