

CUSHING & MORRIS

ATTORNEYS AT LAW

2323 PEACHTREE CENTER CAIN TOWER

229 PEACHTREE STREET, N. E.

ATLANTA, GEORGIA 30303

1 5530

RECORDATION NO. Filed 1425

MAR 10 1988 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

TELEPHONE
404 521-2323

TELECOPIER
404 658-9865

W. HAMPTON MORRIS
CHARLES M. CUSHING, JR.
KEVIN R. ARMBRUSTER
ROY M. JONES
JAMES P. KELLY, III

March 7, 1988

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee
Room 2303

Re: Lease Agreement by and between Railcar Management, Inc. as Principal and/or Agent for RS Equipment Leasing Associates, Ltd. 1987-A and Union Camp Corporation

Dear Ms. Lee:

Enclosed herewith are two originally executed and notarized copies of a summary Lease Agreement by and between Railcar Management Company, Inc., a Georgia corporation acting as principal and/or agent for RS Equipment Leasing Associates, Ltd. 1987-A, a Georgia limited partnership, and Union Camp Corporation, a Virginia corporation. The lease is for eighty (80) 100-ton 7,000 cubic feet woodchip hopper railcars bearing the reporting mark and car numbers UCSX 1000-1079, inclusive.

I would greatly appreciate your recording the enclosed summary Lease Agreement and returning a copy to me. A check for the filing fee in the amount of \$13.00 is enclosed.

Thank you for your assistance.

Very truly yours,



Kevin R. Armbruster

KRA/dlp/3115A

Enclosures

cc: Wilds L. Pierce (w/enc.)

Date 3/10/88

Fee \$ 13.00

ICC Washington, D. C.

ATTACHMENT TO LEASE AGREEMENT

The names and address of the parties to the Lease Agreement are as follows:

Railcar Management, Inc. (Agent for Lessor)
Suite 303
1819 Peachtree Road, N.E.
Atlanta, Georgia 30309-1847

RS Equipment Leasing Associates, Ltd. 1987-A (Lessor)
2112 Peachtree Center Cain Tower
229 Peachtree Street, N.E.
Atlanta, Georgia 30303

Union Camp Corporation (Lessee)
1600 Valley Road
Wayne, New Jersey 07470

Interstate Commerce Commission
Washington, D.C. 20423

3/10/88

OFFICE OF THE SECRETARY

Kevin R. Armbruster
Cushing & Morris
2323 Peachtree Center Cain Tower
229 Peachtree Street, N.E.
Atlanta Georgia, 30303

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 3/10/88 at 11:15am, and assigned recordation number(s). 15530

Sincerely yours,

Narta L. McGee
Secretary

Enclosure(s)

CUSHING & MORRIS

ATTORNEYS AT LAW

2323 PEACHTREE CENTER CAIN TOWER

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TELEPHONE
404 521-2323

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March 10, 1988

VIA FEDERAL EXPRESS

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee
Room 2303

Re: Lease Agreement by and between Railcar Management,
Inc., as Principal and/or Agent for R.S. Equipment
Leasing Associates, Ltd. 1987-A and Union Camp
Corporation (the "Lease")

Dear Ms. Lee:

Enclosed herewith are two copies of an Attachment to the
Lease previously transmitted to you reflecting the addresses of the
parties. In addition, enclosed is a check in the amount of \$13.00
in payment of the recordation fee.

I apologize for the inconvenience caused you by my not
having included the Attachment and payment in the initial filing
package, and I greatly appreciate your attention to and assistance
in this matter.

Best regards.

Very truly yours,



Kevin R. Armbruster

KRA/dlp/3126A

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

3/14/88

OFFICE OF THE SECRETARY

Kevin R. Armbruster
Cushing & Morris
2323 Peachtree Center Cain Tower
229 Peachtree Street N.E.
Atlanta, Georgia 30303

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 3/10/88 at 11:15am, and assigned recordation number(s). 15530

Sincerely yours,

Narta L. McLee
Secretary

Enclosure(s)

MAR 10 1988 - 11 15 AM

LEASE AGREEMENT

INTERSTATE COMMERCE COMMISSION

1. This Lease Agreement is made and entered into as of February 17, 1988, by and between RAILCAR MANAGEMENT, INC., a Georgia corporation acting as principal and/or agent for RS EQUIPMENT LEASING ASSOCIATES, LTD. 1987-A, a Georgia limited partnership, and UNION CAMP CORPORATION, a Virginia corporation.

2. Railcar Management, Inc. agrees to lease to Union Camp Corporation and Union Camp Corporation agrees to and does hereby lease from Railcar Management, Inc. the following:

Eighty (80) 100-ton 7,000 cubic feet woodchip hopper railcars bearing the reporting mark and car numbers UCSX 1000-1079, inclusive.

3. The terms and provisions of this Lease Agreement are more particularly set forth in a LEASE AGREEMENT of even date by and between Union Camp Corporation and Railcar Management, Inc.

IN WITNESS WHEREOF, the parties hereto have caused this Lease Agreement to be duly executed as of the date first above written.

Signed, sealed and delivered this 25th day of February, 1988

Nathan C. Humbles
Notary Public

My Commission Expires: Sept. 23, 1990
(NOTARIAL SEAL)

RAILCAR MANAGEMENT, INC.

By: Wilds L. Pierce
Wilds L. Pierce, President

Signed, sealed and delivered this 4th day of March, 1988.

Dorothy J. Yale
Notary Public

My Commission Expires:
(NOTARIAL SEAL)

DOROTHY J. YALE
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires September 14, 1988
1151W

UNION CAMP CORPORATION

By: William B. Stewart
Title: Vice President

ATTACHMENT TO LEASE AGREEMENT

The names and address of the parties to the Lease Agreement
are as follows:

Railcar Management, Inc. (Agent for Lessor)
Suite 303
1819 Peachtree Road, N.E.
Atlanta, Georgia 30309-1847

RS Equipment Leasing Associates, Ltd. 1987-A (Lessor)
2112 Peachtree Center Cain Tower
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