



# LEXIS Document Services

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April 3, 2001

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION NO. 233 73-A FILED

APR 04 '01 12:01 PM

SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 8, 2001 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC.  
1211 Avenue of the Americas, New York, NY 10036

Lessee: GEORGIA-PACIFIC CORPORATION  
133 Peachtree St. NE, Atlanta, GA 30303

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: GEORGIA-PACIFIC CORPORATION covering six (6) covered hopper cars with reporting marks and numbers – CEFX 95338-95343.

Please file this memorandum as a **SECONDARY** document to Recordation #23373 dated 2/5/01 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 8<sup>th</sup> day of March, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and GEORGIA-PACIFIC CORPORATION, a Georgia corporation, with an address at 133 Peachtree St. NE, , Atlanta, GA 30303 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of January 11, 2001 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on 23373 as recordation number 2/05/01.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor in accordance with the by-laws of the corporation and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: RICHARD M. LATINI  
Title: V.P. Sales

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee in accordance with the by-laws of the corporation and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee.

GEORGIA-PACIFIC CORPORATION

By: [Signature]  
Name: Robert T. Pyjil  
Title: V-P Transportation & Logistics

*new* RECORDATION NO. 23373-A FILED  
APR 04 '01 12:01 PM  
SURFACE TRANSPORTATION BOARD

STATE OF )  
 )  
COUNTY OF )

**AMY R. THOMAS**  
Notary Public, State of Georgia  
Paulding County  
Commission Expires March 23, 2004

On this 27 day of February, 2001 before me personally appears Robert T. Pugh, to me personally known, who by me duly sworn, says that he/she is the Vice Pres. Transportation & Logistics of GEORGIA-PACIFIC CORPORATION (the "Company"), that the foregoing instrument was signed on behalf of the said Company in accordance with the by-laws of the corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Amy R. Thomas  
Notary Public

[SEAL]

My Commission expires:

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On this 8<sup>th</sup> day of March, 2001 before me personally appears Richard Latini, to me personally known, who by me duly sworn, says that he/she is the Vice - President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Rose Mary Dinnaucht  
Notary Public

[SEAL]

My Commission expires

ROSE MARY DINNHAUPT  
Notary Public, State of New York  
No. 31-5010315  
Qualified in New York County  
Commission Expires March 29, ~~199~~  
2001

**Schedule A**

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
6	3230 c.f., p.d. covered hopper cars	CEFX 95338 CEFX 95339 CEFX 95340 CEFX 95341 CEFX 95342 CEFX 95343