



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



August 27, 2001

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 23631 FILED

AUG 30 '01 3-8 3 PM

SURFACE TRANSPORTATION BOARD

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Railroad Equipment Lease Agreement dated as of June 7, 2001 between the following parties:

Lessee: Georgia Pacific Corporation
133 Peachtree st. NE (30303)
Atlanta, GA 30348-5605

Lessor: Joseph Leasing LTD.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, (50) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated June 7, 2001 related to fifty (50) railcars bearing reporting marks JTLX 900050-900099, inclusive.

Please file this agreement as a primary document. The amount of \$28.00 is included on Check # 16419 for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

5H

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 7th day of June, 2001, is intended to evidence the lease dated as of June 7, 2001 (the "Lease"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor"), **GEORGIA-PACIFIC CORPORATION**, a Georgia corporation ("Lessee") and **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Manager") for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the fifty (50) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH LEASING LTD. (on behalf of itself
and for JOSEPH TRANSPORTATION
SERVICES)**

By: *K. J. Purcell*
Name: Kevin J. Purcell
Title: Vice President
Date: June 7, 2001

GEORGIA-PACIFIC CORPORATION

By: *Robert T. Pugh* *7/14/01*
Name: Robert T. Pugh
Title: Vice President
Transportation & Logistics Division
Date: 6/19/01

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SURFACE TRANSPORTATION BOARD

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 7th day of June, 2001, by Kevin J. Purcell, the Vice President of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

My Commission expires:

February 20, 2006

Barbara A. Brzezicki
Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF _____)
) SS:
COUNTY OF _____)

The foregoing instrument was acknowledged before me this 19th day of June, 2001, by Robert T. Pugh, the VP-Transportation + Logistics of Georgia-Pacific Corporation, a Georgia corporation, on behalf of the corporation.

Amy R. Thomas
Notary Public

My Commission expires:

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

EXHIBIT A

To the Memorandum of Lease dated June 7, 2001, between Joseph Leasing Ltd. and Georgia-Pacific Corporation.

DESCRIPTION OF UNITS

Fifty (50) railcars bearing reporting marks as follows:

JTLX 900050-900099, inclusive.