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RECORDATION NO. 16701-B FILED

JAN 13 '03

2:38 PM

**SURFACE TRANSPORTATION BOARD**

lgitomer@dc.bjllp.com

January 13, 2003

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is Amendment No. 1, a secondary document, dated as of May 29, 1992. The primary document to which this is connected is recorded under Recordation No. 16701. We request that one copy of this document be recorded under Recordation No. 16701-B.

The names and addresses of the parties to the Amendment No. 1 are:

Lessee:

Federal Paper Board Company, Inc.  
75 Chestnut Ridge Road  
Montvale, NJ 07645

Lessor:

Banc of America Leasing & Capital LLC, successor by merger to Sovran Leasing Corporation  
2059 North Lake Parkway, 4th Floor  
Tucker, GA 30084-4431

A description of the equipment covered by Amendment No. 1 consists of 60 100-ton 8,253 Cubic Ft., Wood Chip Twin Tub Gondola Railcars numbered FPBX 531-590, inclusive.

BALL JANIK LLP

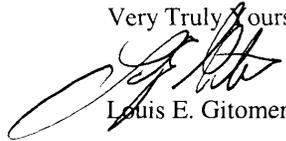
Honorable Vernon A. Williams  
January 13, 2003  
Page 2

A fee of \$ 30.00 is enclosed. Please return one copy to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: Amendment No. 1 between Banc of America Leasing & Capital LLC, successor by merger to Sovran Leasing Corporation, 2059 North Lake Parkway, 4th Floor, Tucker, GA 30084-443, and Federal Paper Board Company, Inc., 75 Chestnut Ridge Road, Montvale, NJ 07645, covering 60 100-ton 8,253 Cubic Ft., Wood Chip Twin Tub Gondola Railcars numbered FPBX 531-590, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 16701-B FILED

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SURFACE TRANSPORTATION BOARD

AMENDMENT NO. 1  
TO  
EQUIPMENT LEASE AGREEMENT NO. 6863  
BETWEEN  
SOVRAN LEASING CORPORATION  
AND  
FEDERAL PAPER BOARD COMPANY, INC.

THIS AMENDMENT NO. 1 made this 29th day of May, 1992, to Master Equipment Lease No. 6863, (the "Agreement") between SOVRAN LEASING CORPORATION ("Lessor"), a North Carolina Corporation, and FEDERAL PAPER BOARD COMPANY, INC., ("Lessee"), of 75 Chestnut Ridge Road, Montvale, New Jersey 07645, dated June 10, 1988.

WHEREAS, Sovran Leasing Corporation has changed its name to NationsBanc Leasing Corporation, following the December 31, 1991 merger of its parent corporation, C&S/Sovran Corporation, and NCNB Corporation, forming NationsBank Corporation.

WHEREAS, NationsBanc Leasing Corporation, previously named Sovran Leasing Corporation, has moved its chief executive office to 2059 Northlake Parkway, 2NEN, Tucker, Georgia 30084.

NOW THEREFORE, in consideration of the obligations and agreements contained herein and elsewhere, Lessee and Lessor agree that the Agreement is hereby amended as follows:

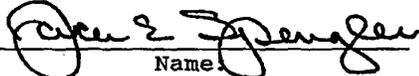
1. Original Agreement. Lessee acknowledges and agrees that the Agreement is amended to reflect NationsBanc Leasing Corporation as Lessor. Except as expressly set forth herein, this Amendment shall not by implication or otherwise limit, constitute a waiver of, or otherwise affect the rights and remedies of Lessor under the Agreement, nor alter, modify, amend or in any way affect any of the terms, conditions, covenants or agreements contained in the Agreement, all of which are ratified and affirmed in all respects and shall continue in full force and effect.
2. Notices. Any notice required or permitted hereunder, and all notices to Lessee and Lessor under the Agreement shall be in writing and shall be addressed as indicated opposite the signature of each party hereto. Notice so given for purposes of this Amendment shall be effective upon receipt.
3. Headings. Section headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Agreement for any other purpose or be given any substantive effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed on the day and year first written above.

FEDERAL PAPER BOARD COMPANY, INC.

75 Chestnut Ridge Road  
Montvale, New Jersey 07645

By

 VP

Name:

Title: ~~Assistant Secretary~~

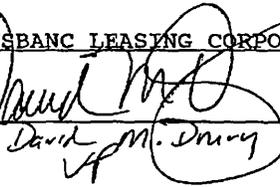
NATIONSBANC LEASING CORPORATION

2059 Northlake Parkway,  
2 North  
Tucker, GA 30084

By

Name:

Title:





FEDERAL PAPER BOARD COMPANY, INC.

Executive Offices

June 12, 1995

Ms. Jane Brown  
NationsBanc Leasing Corp.  
P.O. Box 4431  
Atlanta, GA 30302-4431

Dear Ms. Brown:

Reference is hereby made to the Rental Schedules No. 6863-4-50, 6863-5-50, 6863-6-50, 6863-7-50 and 6863-8-50 beginning on January 1, 1990 between NationsBanc Leasing Corporation, as Lessor, and Federal Paper Board Company, Inc., as Lessee covering 60 Woodchip Gondola Railcars. All terms not otherwise defined in this certificate shall have the meaning set forth in the Master Lease Agreement No. 6863 dated June 10, 1988 with Annex A.

The Lessee desires to assign the above referenced Rental Schedules to FPB Leasing Corporation ("FPB"), a wholly owned subsidiary of Federal Paper Board Company, Inc. FPB will sublease the units back to Federal Paper upon and subject to all the terms and conditions of the above referenced Master Lease and Rental Schedules.

Notwithstanding the above Federal Paper Board Company, Inc. hereby reaffirms that it remains primarily liable to NationsBanc Leasing Corp. under Master Lease Agreement 6863 despite this Assignment.

The Lessee hereby certifies that no event of default exists under the Master Lease.

Pursuant to Section 13, "Assignment: Notice of Intended Assignment" the Lessee requests written consent from the Lessor to enter into the transactions described above. Please indicate your consent by signing and returning the attached copy of the letter.

Sincerely,

Rebecca A. Terrian  
Manager of Corporate Leasing

Accepted and Agreed:

  
NationsBanc Leasing Corporation

John F. Haugh  
Assistant Vice President

75 CHESTNUT RIDGE ROAD MONTVALE NEW JERSEY 07645 201 391-1776

