

RECORDATION NO. 24649 FILED

OCT 15 '03 10-49 AM

SURFACE TRANSPORTATION BOARD

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

October 14, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 8, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Railcar, Ltd. 1201 Peachtree Road N.E. 400 Colony Square, Suite 1101 Atlanta, Georgia 30361
Lessee:	Georgia – Pacific Corporation 113 Peachtree Road N.E. Fifteenth Floor Atlanta, Georgia 30303

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A description of the railroad equipment covered by the enclosed document is:

26 wood chip hopper cars: RMGX 7050 – RMGX 7075.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

MEMORANDUM OF LEASE

*JS*  
*2518*

1. Pursuant to that certain Master Lease Agreement dated as of April 8, 2003, and the related Schedule No. 1 dated as of April 8, 2003, (collectively, the "Lease Agreement"), between Railcar, Ltd. as Lessor, and Georgia - Pacific Corporation, as Lessee, Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".

2. The addresses of the parties are as follows:

Lessor: Railcar, Ltd.  
1201 Peachtree Street, N.E.  
400 Colony Square, Suite 1101  
Atlanta, Georgia 30361

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Lessee: Georgia - Pacific Corporation  
113 Peachtree Street, N.E.  
Fifteenth Floor  
Atlanta, GA 30303  
Attn: Scott Smith

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3. The term of the Lease is five (5) years commencing on October 1, 2002, and will expire on September 30, 2007, unless otherwise amended or extended by the parties.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of April 8, 2003

RAILCAR, LTD.

By: *Jeffrey Edelman*  
Name: Jeffrey Edelman  
Title: Vice President of Finance

[SIGNATURES CONTINUE ON NEXT PAGE]

State of Georgia, County of Fulton

On September 16, 2003, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gayle A. Higbee

Notary Public: Gayle A. Higbee  
My commission expires: May 29, 2007

[NOTARIAL SEAL]

GEORGIA - PACIFIC CORPORATION

By: Michael P. McCollum  
Name: Michael P. McCollum  
Title: President, Wood & Fiber Supply

State of Georgia, County of Fulton

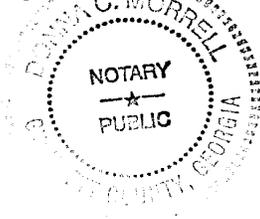
On Oct. 6, 2003, before me personally appeared Michael P. McCollum, to me personally know, who being by me duly sworn says that he is President, Wood & Fiber Supply of Georgia - Pacific Corporation and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Donna C. Morrell

Notary Public:  
My commission expires:

Donna C. Morrell  
Notary Public, Gwinnett County, Georgia  
My Commission Expires June 2, 2006

[NOTARIAL SEAL]



*THE U (Lopez)  
PBK  
(2:52pm)  
SS*

EXHIBIT A

DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated as of April 9, 200~~8~~<sup>7</sup>, between Railcar, Ltd., as Lessor, and Georgia - Pacific Corporation, as Lessee. *SAB*

Owner of Cars: Railcar, Ltd.

Quantity of Cars: Twenty-six (26)

Description of Cars: Used 7000 cubic foot, 100-ton wood chip hoppers

Car Marks and Numbers: RMGX 7050 through 7075, inclusive