

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307

FACSIMILE 202-783-6947

RECORDATION NO. 17425-E FILED

FEB 27 '04

2:44 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@dc.bjllp.com

February 27, 2004

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

Dear Secretary Williams:

I have enclosed an original and certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Notice of Assumption, a secondary document, dated as of November 24, 2003. The primary document to which this is connected is recorded under Recordation No. 17425. We request that one copy of this document be recorded under Recordation No. 17425-E.

The name and address of the party to the Notice of Assumption is:

Assignee:

International Paper Company
1515 Bourne Street
Georgetown, SC 29440

A description of the equipment covered by the Notice of Assumption consists of 30 100-ton open top woodchip hopper cars numbered GNRR 10100-10129, inclusive.

BALL JANIK LLP

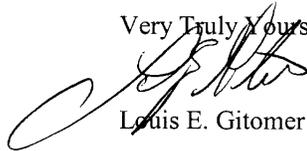
Honorable Vernon A. Williams
February 27, 2004
Page 2

A fee of \$ 30.00 is enclosed. Please return the original 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: a Notice of Assumption by International Paper Company, 1515 Bourne Street, Georgetown, SC 29440, covering 30 100-ton open top woodchip hopper cars numbered GNRR 10100-10129, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 17425-E FILED

FEB 27 '04

2-44 PM

NOTICE OF ASSUMPTION

SURFACE TRANSPORTATION BOARD

Dated as of November 24, 2003

International Paper Company ("IPC"), as successor by merger to Champion International Corporation ("CIC"), gives notice that IPC is assuming all of rights, interests and obligations of CIC under the Memorandum of Lease Agreement dated as of July 8, 1991 between Railcar, Ltd. ("RCL"), as lessor, and CIC, as lessee, as amended (the "Memorandum of Lease Agreement").

Pursuant to the Memorandum of Lease Agreement, RCL agreed to lease to CIC and CIC agreed to lease from RCL 30 100-ton open top woodchip hopper cars numbered GNRR 10100-10129, inclusive (formerly numbered UTBX 10100-10129, inclusive, respectively).

The Memorandum of Lease Agreement was recorded at the Interstate Commerce Commission on July 10, 1991 under Recordation No. 17425-A.

IPC confirms for the public record that it has assumed all of CIC's rights, interests and obligations under the Memorandum of Lease Agreement.

INTERNATIONAL PAPER COMPANY

By: John C. Herman
Name: JOHN C. HERMAN
Title: REGION MANAGER - FINANCE

State of Mississippi)
) ss.
County of Madison)

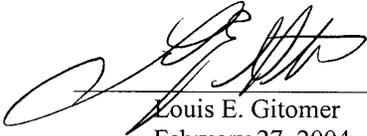
On this 24 day of November, 2003, before me, ELIZABETH D. BELL, the undersigned Notary Public, personally appeared John C. HERMAN personally known to me to be the person who executed the within instrument as Region manager / Finance on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Elizabeth D. Bell
Notary Public

My commission expires: **NOTARY PUBLIC STATE OF MISSISSIPPI AT LARGE**
MY COMMISSION EXPIRES: Nov 23, 2006
BONDED THRU NOTARY PUBLIC UNDERWRITERS

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Notice of Assumption dated as of November 24, 2003, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
February 27, 2004