

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 24989-A FILED

June 11, 2004

JUN 14 '04

4-25 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Schedule No. 2 dated July 1, 2002, to the Lease Agreement dated as of October 1, 2000, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of October 1, 2000, which is to be duly filed and recorded at the same time as Schedule No. 2.

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

LESSOR: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Georgia Pacific Corporation
133 Peachtree NE, 15th Floor
Atlanta, GA 30303

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

Fifty (50) 7,452 cubic foot, 100-ton woodchip gondola railcars, marked and numbered in the attached Railcar List.

Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams
June 11, 2004
Page 2

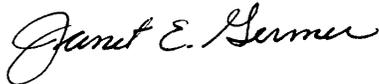
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Memorandum of Schedule No. 2 dated as of July 1, 2002, to a Lease Agreement dated as of October 1, 2000 between Greenbrier Leasing Corporation, Lessor, and Georgia Pacific Corporation, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Germer
Executive Assistant

jeg
Enclosure

cc: Robert W. Alvord, Esq.

RAILCAR LIST

AOK	6000	AOK	6060
AOK	6002	AOK	6061
AOK	6003	AOK	6062
AOK	6004	AOK	6064
AOK	6005	AOK	6065
AOK	6006	AOK	6066
AOK	6007	AOK	6068
AOK	6008	AOK	6069
AOK	6010	AOK	6073
AOK	6012	AOK	6075
AOK	6014	AOK	6076
AOK	6015	AOK	6078
AOK	6016		
AOK	6019	Total	50
AOK	6020	Cars:	
AOK	6024		
AOK	6026		
AOK	6029		
AOK	6030		
AOK	6031		
AOK	6032		
AOK	6033		
AOK	6034		
AOK	6036		
AOK	6037		
AOK	6038		
AOK	6040		
AOK	6042		
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AOK	6044		
AOK	6047		
AOK	6048		
AOK	6051		
AOK	6054		
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AOK	6057		
AOK	6058		
AOK	6059		

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

GEORGIA-PACIFIC CORPORATION ("LESSEE")

OCTOBER 1, 2000

SCHEDULE NO. 2

JULY 1, 2002

This Memorandum of a Lease Agreement for Schedule No. 2 dated July 1, 2002 to Lease Agreement dated October 1, 2000, is by and between GREENBRIER RAILCAR, INC., a Delaware corporation, ("Lessor") and GEORGIA-PACIFIC CORPORATION, a Georgia corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty (50) 7,452 cubic foot, 100-ton woodchip gondola railcars marked and numbered as indicated in the attached Railcar List.
2. The Lease Agreement and Schedule No. 2 thereto shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 2.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

GREENBRIER RAILCAR, INC.

BY: Norris M. Webb

NAME: NORRIS M. WEBB

TITLE: Vice President

DATE: 6/10/04

LESSEE:

GEORGIA-PACIFIC CORPORATION

BY: M.P. McCollum

NAME: M.P. McCollum

TITLE: President, W&F.S

DATE: June 7, 2004

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 10th day of June, 2004, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER RAILCAR, INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006

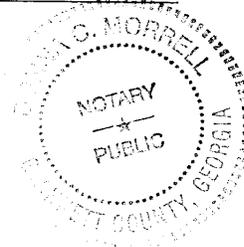


STATE OF Georgia)
) ss.
COUNTY OF Gwinnett)

On this 7th day of June, 2004, before me personally appeared M.P. McCollum, to me personally known, who being by me duly sworn, says that s/he is the President, W&FS of GEORGIA-PACIFIC CORPORATION that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Donna C. Morrell
NOTARY PUBLIC

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



RAILCAR LIST

AOK	6000
AOK	6002
AOK	6003
AOK	6004
AOK	6005
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AOK	6007
AOK	6008
AOK	6010
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AOK	6064
AOK	6065
AOK	6066
AOK	6068
AOK	6069
AOK	6073
AOK	6075
AOK	6076
AOK	6078
Total Cars:	50