

**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-B FILED

June 11, 2004

JUN 14 '04

4-29 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. 3 dated July 2, 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. 3.

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:

Twenty-two (22) 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
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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. 3 dated as of July 2, 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.

RECORDATION NO. 24989-R FILED

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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. 3

JULY 2, 2002

This Memorandum of a Lease Agreement for Schedule No. 3 dated July 2, 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 twenty-two (22) 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. 3 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. 3.

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&FS

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



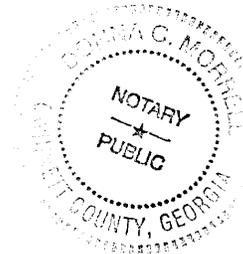
STATE OF Georgia)
) ss.
COUNTY OF Gwinnett)

On this 7th day of June, 2004, before me personally appeared Mr. McCollum, to me personally known, who being by me duly sworn, says that s/he is the WFS, President 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 6001	AOK 6041
AOK 6009	AOK 6045
AOK 6013	AOK 6049
AOK 6017	AOK 6052
AOK 6018	AOK 6053
AOK 6021	AOK 6063
AOK 6022	AOK 6070
AOK 6025	AOK 6074
AOK 6027	AOK 6077
AOK 6028	AOK 6079
AOK 6039	AOK 6080
Total Cars:	22