



CORPORATION SERVICE COMPANY

RECORDATION NO. 23373-E FILED

JUL 17 '06

3-05 PM

SURFACE TRANSPORTATION BOARD



July 13, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 239827-005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 4, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **GEORGIA PACIFIC CORPORATION**  
BP TRANSPORTATION & LOGISTICS, 55 PARK PLACE,  
ATLANTA, GA 30303

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **GEORGIA PACIFIC CORPORATION** covering 50-73' centerbeam lumber flat car (318400/75044) as further described on the attached schedule A. **INCLUSIVE**

Please file this memorandum as a **SECONDARY** document to Recordation #23373 dated 02/05/01 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753

Thank you for your prompt assistance.

Sincerely,

Beth Poani  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 4 day of January, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and GEORGIA-PACIFIC CORPORATION, a Georgia corporation, with an address at BP Transportation & Logistics, 55 Park Place, Atlanta, GA 30303 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of January 11, 2001 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on February 5, 2001 and given Recordation Number 23373.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stoylik  
Name: Catherine Stoylik  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GEORGIA-PACIFIC CORPORATION

By: Robert T. Pugh  
Name: Robert T. Pugh  
Title: VP Transportation Logistics

mew

# Schedule A

Number of Cars

Equipment Description

50 73' centerbeam lumber flat car

1	ATW	318400
2	ATW	318401
3	ATW	318402
4	ATW	318403
5	ATW	318404
6	ATW	318405
7	ATW	318406
8	ATW	318407
9	ATW	318408
10	ATW	318409
11	ATW	318410
12	ATW	318411
13	ATW	318412
14	ATW	318413
15	ATW	318414
16	ATW	318415
17	ATW	318416
18	ATW	318417
19	ATW	318418
20	ATW	318419
21	ATW	318420
22	ATW	318421
23	ATW	318422
24	ATW	318423
25	ATW	318424
26	ATW	318425
27	ATW	318426
28	ATW	318427
29	ATW	318428
30	ATW	318429
31	ATW	318430
32	ATW	318432
33	ATW	318433
34	ATW	318435
35	LW	74143
36	LW	74149
37	LW	74151
38	LW	74154
39	LW	74159
40	LW	74527
41	LW	74528
42	LW	74529
43	LW	74533
44	LW	74535
45	LW	75009
46	LW	75011
47	LW	75021
48	LW	75037
49	LW	75038
50	LW	75044