

RECORDATION NO. 27123-A FILED

MAR 30 '12 -11 25 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

March 28, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement dated October 17, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 27123.

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

Lessor:	First Union Rail Corporation One O'Hare Centre 6250 N. River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Georgia-Pacific LLC 133 Peachtree St., NE 15 th Floor Atlanta, GA 30303
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A description of the railroad equipment covered by the enclosed document is for twenty-three (23) boxcars having NOKL marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures
(GF:PA010)

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ASSGN. NO.: GEPA010

MEMORANDUM OF LEASE

SUNRAIL TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 17 day of October, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Georgia-Pacific LLC, f/k/a Georgia-Pacific Corporation ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 14, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 17, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]
Name: JOHN J. THOMAS
PRESIDENT

Title: _____

ATTEST:

By: Susan Grokulsky
Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR
Title: OF DOCUMENTATION

Executed on this 17th day of October, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17th day of October, 2011.

[Signature]
Notary Public

My Commission Expires:
6-2012
(Notary Public)



LESSEE:

GEORGIA-PACIFIC LLC

ATTEST:

By: GW Courtwright

Name: GW Courtwright

Title: Dir Strategic Operations

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Georgia

COUNTY OF Fulton

I, Sherry L. Casper, a Notary Public of the County and State aforesaid, certify that GW Courtwright personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of October, 2011.

Sherry L. Casper
Notary Public

Commission Expires:

4-20-2013
(Notary Public)

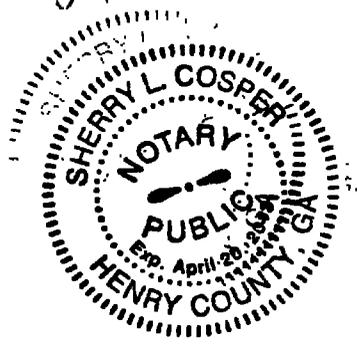


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-three (23)

DESCRIPTION OF CARS: Boxcars.

CAR NUMBERS:

NOKL 600002
NOKL 600005
NOKL 600006
NOKL 600012
NOKL 600013
NOKL 600014
NOKL 600018
NOKL 600019
NOKL 600020
NOKL 600023
NOKL 600024
NOKL 600025
NOKL 600026
NOKL 600027
NOKL 600030
NOKL 600032
NOKL 600037
NOKL 600038
NOKL 600045
NOKL 600047
NOKL 600048
NOKL 600108
NOKL 600128