

IN THE MATTER OF THE SECURITIES LEGISLATION OF ALBERTA, BRITISH
COLUMBIA, MANITOBA, NEW BRUNSWICK, NEWFOUNDLAND, NOVA SCOTIA,
PRINCE EDWARD ISLAND, QUEBEC AND SASKATCHEWAN

AND

IN THE MATTER OF THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE
RELIEF APPLICATIONS

AND

IN THE MATTER OF GEORGIA-PACIFIC CORPORATION

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island, Quebec and Saskatchewan (the "Jurisdictions") has received an application from Georgia-Pacific Corporation (the "Filer") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirements contained in the Legislation to be registered to trade in a security (the "Registration Requirements") and to file and obtain a receipt for a preliminary prospectus and a prospectus in respect of such security (the "Prospectus Requirement") shall not apply to intended trades in securities of the Filer under the Georgia-Pacific Corporation/Georgia Pacific Group 1997 Long-Term Incentive Plan, as amended (the "LTIP") or the Georgia-Pacific Group 2000 Employee Stock Purchase Plan (the "ESPP") (collectively, the "Plans");

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Executive Director of the British Columbia Securities Commission is the principal regulator for this application;

AND WHEREAS the Filer has represented to the Decision Maker that:

1. the Filer is incorporated under the laws of the state of Georgia;
2. the Filer is not, and has no present intention of becoming, a reporting issuer or the equivalent under the Legislation of any of the Jurisdictions, but is subject to the reporting requirements of the United States *Securities Exchange Act of 1934*, as amended (the "1934 Act");
3. the authorized share capital of the Filer consists of 400,000,000 shares of common stock, par value of \$0.80 per share (the "Shares") of which 170,841,159 Shares were issued and outstanding as at April 27, 2000;
4. the Shares are listed and posted for trading on the New York Stock Exchange ("NYSE") and the Philadelphia Stock Exchange;

5. the Canadian operations of the Filer are carried out through a number of wholly owned subsidiaries of the Filer as well as G-P Flakeboard Company, which is an "affiliate" of the Filer as defined under the Legislation (the "Canadian Subsidiaries");
6. under the ESPP, eligible employees of the Filer and its subsidiaries, including the Canadian Subsidiaries, may acquire Shares at a 10% discount to the price of the Shares at the beginning and ending of the applicable purchase period;
7. under the LTIP, eligible employees of the Filer and its subsidiaries, including the Canadian Subsidiaries, may be granted options to acquire Shares, which options are non-transferable (the "Options");
8. employees of the Canadian Subsidiaries (the "Employees") who are resident in the Jurisdictions and meet the eligibility criteria described in the Plans ("Eligible Canadian Employees") will be eligible to participate in the Plans;
9. as of April 27, 2000, there were 2,241 Eligible Canadian Employees resident in the Jurisdictions;
10. participation in the Plans is voluntary and Employees will not be induced to participate in the Plans or to acquire Shares under the ESPP or upon the exercise of Options received under the LTIP by expectation of employment or continued employment;
11. the Filer has engaged First Chicago Trust Company of New York (the "Administrator") to administer the operation of the Plans;
12. the Administrator is registered as a broker-dealer under the 1934 Act and is not a registrant under the Legislation;
13. all sales of Shares made on behalf of Participants under the Plans will be made through the facilities of, and in accordance with the rules of, the NYSE and through the Administrator or another entity registered as a broker-dealer under the 1934 Act (collectively, the "U.S. Registrants");
14. Shares purchased on behalf of a Participant will be credited to an account with the U.S. Registrant in the name of the Participant;
15. Participants in the Jurisdictions will be provided with all disclosure material relating to the Filer which is provided to holders of its Shares resident in the United States as well as a copy of this Decision Document;
16. if at any time the number of Participants in any one Jurisdiction who acquire Shares under the ESPP or upon the exercise of Options received under the LTIP exceeds 10% of the total number of holders of Shares, or if the Participants in any one Jurisdiction hold, in aggregate, in excess of 10% of the total number of issued and outstanding Shares, the Filer will apply to the relevant Decision Maker for an order with respect to further trades by the Participants in that

Jurisdiction in Shares acquired under the ESPP or upon the exercise of Options received under the LTIP;

17. the sale of Shares under the ESPP and grant of Options under the LTIP to Participants will be made in accordance with all applicable laws in the United States;

18. there is presently no market in Canada for any securities of the Filer, and no such market is expected to develop;

19. the Legislation of certain of the Jurisdictions does not contain exemptions from the Registration Requirement and/or Prospectus Requirement for intended trades in Shares and Options under the Plans;

20. when a U.S. registrant sells Shares on behalf of a Participant, neither the Participant, the U.S. registrant nor, where applicable, the Administrator, is able to rely on the exemption from the Registration Requirement contained in the Legislation for trades made by a person acting solely through a registered dealer under the Legislation; and

21. the Legislation of certain of the Jurisdictions deems any trade in Shares acquired under the Plan or upon the exercise of the Options granted under the LTIP to be a distribution unless, among other things, the Filer is a reporting issuer and has been a reporting issuer for the 12 months immediately preceding the trade;

AND WHEREAS under the System this MRRS Decision Document evidences the decision of each Decision Maker (collectively the "Decision");

AND WHEREAS each Decision Maker is satisfied that the test contained in the Legislation that provides the Decision Makers with the Jurisdiction to make the Decision has been met;

The Decision of the Decision Makers under the Legislation is that:

(a) the Registration Requirement and Prospectus Requirement shall not apply to intended trades in Shares under the ESPP and Options under the LTIP;

(b) the Registration Requirement shall not apply to intended trades by Participants through the Administrator and/or through U.S. Registrants in Shares acquired under the ESPP or upon the exercise of Options granted under the LTIP; and

(c) an intended trade in Shares acquired by Participants either under the ESPP or upon the exercise of Options granted under the LTIP is a distribution under the Legislation unless the trade is executed through the facilities of a stock exchange or organized market outside of Canada, in accordance with all laws and rules applicable to such stock exchange or market.

DATED June 28, 2000.

Margaret Sheehy
Director

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Relief granted from the registration and prospectus requirements for trades involving an administrator of shares acquired under an employee stock purchase plan and options granted under a long term incentive plan. Relief also granted from the registration and, subject to certain conditions, the prospectus requirements for any resale of shares acquired under the employee share purchase plan or upon the exercise of options granted under the long term incentive plan.

Applicable British Columbia Provisions

Securities Act, R.S.B.C. 1996, c. 418, ss. 45(2)(10), 48, 74(2)(9), 76