

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

PHONE: (202) 393-2266

FAX: 1-855-600-2836

E-MAIL: [alvord@alvordlaw.com](mailto:alvord@alvordlaw.com)

WEBSITE: [www.alvordlaw.com](http://www.alvordlaw.com)

RECORDATION NO. 27796-B FILED  
August 15, 2016 12:00 PM  
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

August 16, 2016

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment to Memorandum of Lease, dated as of August 12, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27796.

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

Lessor: Citizens Asset Finance, Inc.  
(f/k/a RBS Asset Finance, Inc.)  
480 Jefferson Blvd.  
Warwick, Rhode Island 02886

Lessee: WestRock Virginia Corporation  
(f/k/a Meadwestvaco Virginia Corporation)  
11013 West Broad Street  
Glen Allen, Virginia 23060

Chief, Section of Administration  
August 16, 2016  
Page 2

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

100 railcars: WVCX 4500 - WVCX 4599.

A short summary of the document to appear in the index is:

Amendment to Memorandum of Lease.

Also enclosed is a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink that reads "Edward M. Luria". The signature is written in a cursive style with a large initial "E".

Edward M. Luria

EML/bhs  
Enclosures

**Amendment to Memorandum of Lease  
(Surface Transportation Board)**

**This - Amendment to Memorandum of Lease** (this "Amendment") is dated as of the 12th day of August, 2016 by and between **WestRock Virginia Corporation**, a Delaware corporation formerly known as MeadWestvaco Virginia Corporation (together with any successors and/or assigns thereof, the "Lessee"), and **Citizens Asset Finance, Inc.**, a New York corporation formerly known as RBS Asset Finance, Inc. (together with any successors and/or assigns thereof, the "Lessor").

The parties to this Amendment hereby acknowledge, confirm and agree as follows:

A. The Lessor and the Lessee are parties to that certain Railcar Lease Agreement No. 1003120 dated as of December 31, 2008, together with Schedule No. 1 thereto dated as of December 31, 2008 (collectively, and as each may be amended, restated and/or modified from time to time, the "Lease") covering the equipment listed on Exhibit A hereto (the "Cars"), and which Lease is evidenced by a Memorandum of Lease dated as of December 31, 2008 and recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on January 14, 2009, at 2:00PM, and assigned Recordation Number 27796, as amended and affected by that certain Memorandum of Supplement to Lease dated as of December 31, 2008 and recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on January 14, 2009, at 2:00 PM, and assigned Recordation Number 27796-A (collectively, the "Original STB Filing", and as amended by this Amendment, the "Memorandum").

B. Pursuant to the Lease, the Lessee has granted to the Lessor a first priority lien and security interest in and to all of Lessee's right, title and interest (whether now or hereafter created or existing and including any other collateral described in the Lease) in and to the following: the Cars and all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Cars, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing (collectively, the "Collateral").

C. Pursuant to certain corporate transactions, the Lessee completed a name change from "*MeadWestvaco Virginia Corporation*" to "*WestRock Virginia Corporation*" (the "Corporate Event").

D. The parties hereto wish to evidence, for public record, (i) the Corporate Event, and (ii) acknowledgment, confirmation and affirmation the Lease and the liens and security interests created by the Lease in and to the Collateral;

E. Except as amended by this Amendment, the Original STB Filing remains in full force and effect, and is hereby ratified, confirmed and affirmed in all respects. Lessee and Lessor further acknowledge and confirm that neither this Amendment nor the Original STB Filing is a summary of the Lease, and is not a complete recitation of the terms and provisions thereof. Accordingly, Lessee and Lessor agree that in the event of a conflict between the Memorandum (on one hand) and the provisions of the Lease (on the other hand), the terms and provisions of the Lease shall control.

F. This Amendment may be executed in counterparts, and each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first above written.

Lessee:

WestRock Virginia Corporation,  
a Delaware corporation  
(f/k/a MeadWestvaco Virginia Corporation)

By: John Stake  
Name: John Stake  
Title: SVP + Treasurer

MAL

STATE OF GEORGIA  
COUNTY OF QUINNETT

In NOVEMBER, on the 18 day of August, 2016, before me personally appeared JOHN D. STAKEL, a SVP + Treasurer of WestRock Virginia Corporation to me known and known by me to be the person executing the foregoing instrument on behalf of said limited liability company, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed and the free act and deed of said corporation.

Carol Anne Francis  
Notary Public  
My commission expires: \_\_\_\_\_  
[Notarial Seal] **Carol Anne Francis**  
**Notary Public**  
**Barrow County**  
**State of Georgia**  
**My Commission Expires on May 18, 2020**

[Signatures Continue on Next Page]

**Lessor:**

**Citizens Asset Finance, Inc.,**  
a New York corporation  
(formerly known as RBS Asset Finance, Inc.)

By: [Signature]  
Name: John Rogers  
Title: SVP

STATE OF Rhode Island  
COUNTY OF Kent

In Kent, on the 15<sup>th</sup> day of August, 2016, before me personally appeared John I. Rogers a SVP of Citizens Asset Finance, Inc, to me known and known by me to be the person executing the foregoing instrument on behalf of said company, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed and the free act and deed of said corporation.

Catherine M. Grant  
Notary Public  
My commission expires: 1/13/2018  
[Notarial Seal]

CATHERINE M. GRANT, Notary Public,  
State of Rhode Island and Providence Plantations  
Commission Expires 1/13/2018

---

EXHIBIT A

<u>DESCRIPTION</u>	<u>RAILCAR MARKINGS</u>
46 1995 Freight Car Services 100-Ton Woodchip Railcars	WVCX4500-4545
54 1996 Freight Car Services 100-Ton Woodchip Railcars	WVCX4546-4599

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 16, 2016

*Edward M Luria*

\_\_\_\_\_  
Edward M. Luria