



The David J. Joseph Company

February 21, 1995

RECORDATION NO. 19283 FILED 1995
MAR 8 1995 - 11:55 AM
INTERSTATE & FEDERAL COMMISSION

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., NW
Room 2303
Washington, DC 20423

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of February 7, 1995 between the following parties:

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessee: Westvaco Corporation
5600 Virginia Avenue
N. Charleston, SC 29411-2905

Please see Exhibit A, attached hereto, for the equipment involved in this transaction.

Please file this agreement as a primary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Documentation Assistant

Enclosures

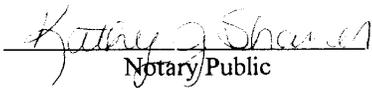
Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4397

Mail Address:
P.O. Box 1078
Cincinnati, OH 45201-1078

CERTIFICATE

The undersigned, Kathy Shaner, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public

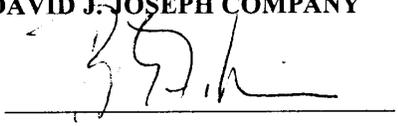
KATHY J. SHANER
Notary Public, State of Ohio
My Comm. Expires 03/31/2007

RECORDATION NO 19288
MAR 8 1995

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT** ("Memorandum of Lease") entered into this 7th day of February, 1995, is intended to evidence the Railroad Equipment Lease Agreement dated as of February 7, 1995 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation (the "Lessor") and **WESTVACO CORPORATION**, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the one hundred twenty (120) railcars more fully described in Exhibit A attached hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

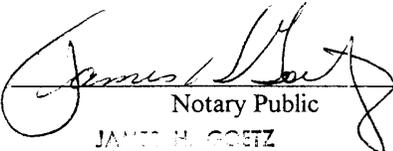
IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:	LESSEE:
THE DAVID J. JOSEPH COMPANY	WESTVACO CORPORATION
By: <u></u>	By: <u></u>
Name: <u>Douglas F. McMillan</u>	Name: <u>B. D. Thomas</u>
Title: <u>Vice President</u>	Title: <u>Senior Vice President</u>
Date: <u>February 7, 1995</u>	Date: <u>February 14, 1995</u>

17X

STATE OF OHIO)
)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 7th day of February, 1995, by Douglas F. McMillan, the Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.


Notary Public
JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995

South Carolina)
STATE OF ~~ILLINOIS~~)
)
) Charleston) SS:
COUNTY OF ~~COOK~~)

The foregoing instrument was acknowledged before me this 14th day of February, 1995, by B. D. Thomas, the Sr. Vice President of Westvaco, a Delaware corporation, on behalf of the corporation.

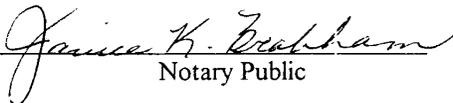

Notary Public

EXHIBIT A

To the Memorandum of Lease dated February 7, 1995, between The David J. Joseph Company and Westvaco Corporation.

DESCRIPTION OF UNITS

One hundred twenty (120) railcars bearing reporting marks as follows:

WVCX 2000 - WVCX 2119, INCLUSIVE