



**Joseph Transportation Services, Inc.**  
*a subsidiary of Joseph Transportation*

RECEIVED  
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MAIL  
MANAGEMENT  
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January 8, 2003

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20006-0001

RECORDATION NO. 24283 FILED  
JAN 13 2003 10-27 AM

Dear Mr. Williams:

**SURFACE TRANSPORTATION BOARD**

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of November 12, 2002 between the following parties:

Lessee: MeadWestvaco Corporation  
1011 Boulder Springs Drive  
Richmond, VA 23225

Lessor: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, forty-nine (49) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated November 12, 2002 related to forty-nine (49) railcars bearing reporting marks JTSX 900000-900020, sporadic; JTSX 900386 - 900405, inclusive; and JTSX 400084 - 400123, sporadic.

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed check for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500 ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard  
Documentation Coordinator

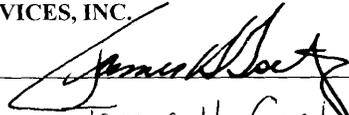
Enclosures

**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 12<sup>th</sup> day of November, 2002, is intended to evidence the lease dated as of November 12, 2002 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **MEADWESTVACO CORPORATION**, an Delaware corporation, through its operating subsidiaries Mead Corporation and Westvaco Corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the forty-nine (49) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting 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.

**JOSEPH TRANSPORTATION  
SERVICES, INC.**

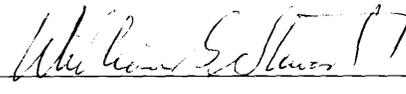
By: 

Name: James H. Goetz

Title: EVP - CFO

Date: 12/23/02

**MEADWESTVACO CORPORATION**

By: 

Name: William G. Stewart

Title: Vice President

Date: 11/25/2002

RECORDATION NO. 24283 FILED

JAN 13 '03

10-27 AM

**SURFACE TRANSPORTATION BOARD**

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of December, 2002, by James H. Goetz, the ~~President~~<sup>EVP/CFD</sup> of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Angela Denise Watts  
Notary Public

My Commission expires:

\_\_\_\_\_

**ANGELA DENISE WATTS**  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

STATE OF VIRGINIA )  
 ) SS:  
COUNTY OF CHESTERFIELD )

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of NOVEMBER, 2002, by WILLIAM G. STEWART the VICE-PRESIDENT of MeadWestvaco Corporation, a Delaware corporation, on behalf of the corporation.

James B. O'Brien, Jr.  
Notary Public  
JAMES B. O'BRIEN, JR.

My Commission expires:

DECEMBER 31, 2005

## **EXHIBIT A**

To the Memorandum of Lease dated November 12, 2002, between Joseph Transportation Services, Inc. and MeadWestvaco Corporation.

### **DESCRIPTION OF UNITS**

Forty-nine (49) railcars bearing reporting marks as follows:

Group A: JTSX 900000 through JTSX 900020, sporadic

Group B: JTSX 900386 through JTSX 900405, inclusive (formerly NYOG 99007 through NYOG 99026, inclusive)

Group C: JTSX 400086, JTSX 400088, JTSX 400090, JTSX 400094, JTSX 400095, JTSX 400098, JTSX 400099, JTSX 400102, and JTSX 400113.

Group D: JTSX 400084, JTSX 400085, JTSX 400087, JTSX 400103, JTSX 400106, JTSX 400109, JTSX 400111, JTSX 400112, JTSX 400115, and JTSX 400123.