



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



August 29, 2002

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

~~RECORDED~~ **21319-B** ~~FILED~~

SEP 03 02 2:40 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 3 to Railroad Equipment Lease dated as of July 17, 2002 between the following parties:

Lessee: Potlatch Corporation
801 Mill Road
Lewiston, ID 83501-0057

Lessor: Joseph Leasing LTD.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (25) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 3 to Railroad Equipment Lease dated July 17, 2002 related to twenty-five (25) railcars bearing reporting marks TNMR 2732-12038, sporadic.

Please file this agreement as a secondary document as it relates to documents previously filed with the Surface Transportation Board under recordation numbers 21319 and 21319-A. The amount of \$30.00 is included on Check # 19862 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

RECORDATION NO. 21319-B FILED

SEP 03 '02

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MEMORANDUM OF
AMENDMENT NO. 3 TO
RAILROAD EQUIPMENT LEASE **SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF AMENDMENT NO. 3 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 3") entered into this 17th day of July, 2002, is intended to evidence the amendment dated as of July 17, 2002 (the "Amendment No. 2"), between **JOSEPH LEASING LTD.**, an Ohio limited liability company ("Lessor"), and **POTLATCH CORPORATION**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. The parties agree that Lessee has the right to use the twenty-five (25) railcars described in Exhibit A attached hereto (the "Units") in addition to the Units already subject to the Lease. Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on April 6, 1998, with Recordation No. 21319. This Memorandum of Lease Amendment No. 3 should receive Recordation No. 21319-B.

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IN WITNESS WHEREOF, Lessor and Lessee each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 3 on the date indicated below its signature.

LESSOR

JOSEPH LEASING LTD.

By: *Paul J. Jester*

Title: Committee Member

Date: July 17, 2002

LESSEE

POTLATCH CORPORATION

By: *David A. Wessel*

Title: Director of Distribution

Date: 8/19/02

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 17th day of July, 2002, by Paul G. Jantsch, a Committee Member of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

Angela Denise Watts
Notary Public

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.09 O.R.C.

STATE OF Idaho)
)
COUNTY OF Nez Perce) SS:

The foregoing instrument was acknowledged before me this 21st day of August, 2002, by David A. Weis, the Director of Distribution of Potlatch Corporation, a Delaware corporation, on behalf of the corporation.

Carol Thompson
Notary Public

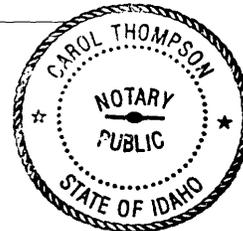


EXHIBIT A

To the Memorandum of Amendment No. 3 dated July 17, 2002, between Joseph Leasing Ltd., and Potlatch Corporation.

DESCRIPTION OF UNITS

Twenty-five (25) railcars bearing reporting marks as follows:

TNMR 2732	TNMR 2741	TNMR 2754	TNMR 2757	TNMR 2759
TNMR 2760	TNMR 2762	TNMR 2764	TNMR 2769	TNMR 2774
TNMR 2776	TNMR 2777	TNMR 2785	TNMR 2792	TNMR 2793
TNMR 2798	TNMR 12002	TNMR 12005	TNMR 12011	TNMR 12016
TNMR 12021	TNMR 12029	TNMR 12031	TNMR 12034	TNMR 12038