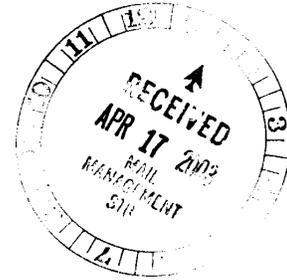




Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



April 15, 2003

RECORDATION NO. 24283-A FILED

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

APR 17 '03 2-58 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of March 25, 2003 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 the Amendment No. 1 for the equipment, five (5) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of March 25, 2003 related to fifty-four (54) railcars bearing reporting marks JTSX 900000 – 900020, sporadic; JTSX 900386 – 900405, sporadic; JTSX 400084-400126, sporadic.

Please file this as a secondary document as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 24283. The filing fee for this document in the amount of \$30.00, is included on the enclosed check. 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. 24283-A FILED

APR 17 '03

2-58 PM

**MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 25th day of March, 2003, is intended to evidence the amendment dated as of March 25, 2003 (the "Amendment No. 1"), between, **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor") and **MEADWESTVACO 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. Lessee has the right to use the fifty-four (54) 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.

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 January 13, 2003, with Recordation No. 24283. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 24283-A.

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IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

LESSOR

JOSEPH TRANSPORTATION SERVICES, INC.

By: *Paul Johnston*

Title: President

Date: March 26, 2003

LESSEE

MEADWESTVACO CORPORATION

By: *S Ferrie*

Title: Manager, Corporate Transportation

Date: 4/7/03

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

The foregoing instrument was acknowledged before me this 25th day of March, 2003, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

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 7th day of APRIL, 2003, by _____, the _____ of MeadWestvaco Corporation, a Delaware corporation, on behalf of the corporation.

James B. O'Brien
Notary Public

EXHIBIT A

To the Memorandum of Amendment No. 1 dated March 25, 2003, between Joseph Transportation Services, Inc. and MeadWestvaco Corporation.

DESCRIPTION OF UNITS

Fifty-four (54) railcars bearing reporting marks as follows:

JTSX 900000 through JTSX 900020, sporadic;

JTSX 900386 through JTSX 900405, inclusive;

JTSX 400084, JTSX 400085, JTSX 400086, JTSX 400087, JTSX 400088, JTSX 400090, JTSX 400094, JTSX 400095, JTSX 400098, JTSX 400099, JTSX 400102, JTSX 400103, JTSX 400104, JTSX 400106, JTSX 400109, JTSX 400111, JTSX 400112, JTSX 400113, JTSX 400115, JTSX 400117, JTSX 400119, JTSX 400123, JTSX 400125 and JTSX 400126.