



The David J. Joseph Company

RECORDATION NO. 24747 FILED

DEC 23 '03

3-22 PM



December 22, 2003

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

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of December 1, 2003 between the following parties:

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

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

Please see Exhibit A attached hereto for the equipment, one hundred seventeen (117) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated December 1, 2003 related to one hundred seventeen (117) railcars bearing reporting marks WVCX 2000-2043, 2045-2063, 2065-2102, 2104-2119.

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) 621-8770 ext. 4239.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

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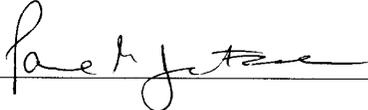
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**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT** SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 1st day of December, 2003, is intended to evidence the lease dated as of December 1, 2003 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY (F/K/A 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 one hundred seventeen (117) 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.

THE DAVID J. JOSEPH COMPANY
(f/k/a Joseph Transportation Services, Inc.)

By: 

Name: Paul G. Jantsch

Title: Executive Vice President

Date: December 1, 2003

MEADWESTVACO CORPORATION

By: 

Name: WILLIAM G STEWART

Title: VICE PRESIDENT PROCUREMENT + LOGISTICS

Date: DECEMBER 9 2003

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 1st day of December, 2003, by Paul G. Jantsch, the Executive Vice President of The David J. Joseph Company (f/k/a 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)
)
COUNTY OF CHESTERFIELD) SS:

The foregoing instrument was acknowledged before me this 9TH day of DECEMBER, 2003, by WILLIAM G STEWART, the VICE PRESIDENT PROCUREMENT + LOGISTICS of MeadWestvaco Corporation, a Delaware corporation, on behalf of the corporation.

James B. Brim Jr.
Notary Public

My Commission expires:

DECEMBER 31, 2005

EXHIBIT A

To the Memorandum of Lease dated December 1, 2003, between The David J. Joseph Company (f/k/a Joseph Transportation Services, Inc.) and MeadWestvaco Corporation.

DESCRIPTION OF UNITS

One hundred seventeen (117) railcars bearing reporting marks as follows:

WVCX 2000-2043, inclusive
WVCX 2045-2063, inclusive
WVCX 2065-2102, inclusive
WVCX 2104-2119, inclusive