



The David J. Joseph Company

October 16, 2006

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

RECORDATION NO. 24283-D FILED

OCT 18 '06

11-41 AM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 5 to Railroad Equipment Lease dated as of September 28, 2006 between the following parties:

Lessee: P.H. Glatfelter Company
PO Box 2500
Chillicothe, OH 45601-0997

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

Please see Exhibit A for the equipment, (54) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 5 to Railroad Equipment Lease dated as of September 28, 2006 related to fifty-four (54) railcars bearing reporting marks:
JTSX 400084-400126, sporadic
JTSX 900000-900020, sporadic
JTSX 900386-900405, inclusive

Please file this agreement as a secondary document under the Recordation Number 24283-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 24283 through 24283-C. The filing fee of \$34.00 for this document is included on the enclosed check no. 583502. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard
Documentation Coordinator

Enclosures

OCT 18 '06

11-41 AM

**MEMORANDUM OF
AMENDMENT NO. 5 TO
RAILROAD EQUIPMENT LEASE**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 5 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 5") entered into this 28th day of September, 2006, is intended to evidence the amendment dated as of September 28, 2006 (the "Amendment No. 5"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **P.H. GLATFELTER COMPANY**, a Pennsylvania 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") under Recordation No. 24283. This Memorandum of Lease Amendment No. 5 should receive Recordation No. 24283-D.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 5 on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANYBy: Name: James H. GoetzTitle: Executive Vice President & CFO**P.H. GLATFELTER COMPANY**By: Name: Stephen A. BrownTitle: Director of Operations, Fiber Supply

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 28th day of September, 2006, by James H. Goetz, the Executive Vice President & CFO of The David J. Joseph Company, 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 _____)
) SS:
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of _____, 2006, by _____, the _____ of _____, a _____ corporation, on behalf of the corporation.

Notary Public

My Commission expires:

EXHIBIT A

To the Memorandum of Amendment No. 5 dated September 28, 2006, between The David J. Joseph Company and P.H. Glatfelter Company.

DESCRIPTION OF UNITS

Fifty-four (54) railcars bearing reporting marks:

JTSX400084
JTSX400085
JTSX400086
JTSX400087
JTSX400088
JTSX400090
JTSX400094
JTSX400095
JTSX400098
JTSX400099
JTSX400102
JTSX400103
JTSX400104
JTSX400106
JTSX400109
JTSX400111
JTSX400112
JTSX400113
JTSX400115
JTSX400117
JTSX400119
JTSX400123
JTSX400125
JTSX400126
JTSX900000
JTSX900001
JTSX900002
JTSX900003
JTSX900004
JTSX900008
JTSX900009
JTSX900010
JTSX900017
JTSX900020
JTSX900386
JTSX900387
JTSX900388
JTSX900389
JTSX900390
JTSX900391
JTSX900392
JTSX900393
JTSX900394
JTSX900395
JTSX900396
JTSX900397
JTSX900398
JTSX900399
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JTSX900401
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