

RECORDATION NO.

27796-A
FILED

JAN 14 '09

-2 0 0 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 301
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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

January 14, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Supplement to Lease, dated as of December 31, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27796.

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance, Inc.
480 Jefferson Blvd.
Warwick, RI 02886

Lessee: Meadwestvaco Virginia Corporation
11013 West Broad Street
Glen Allen, VA 23060

Anne K. Quinlan, Esquire
14 January, 2009
Page 4

A description of the railroad equipment covered by the enclosed document
is:

100 railcars: WVCX 4500 - WVCX 4599.

A short summary of the document to appear in the index is:

Memorandum of Supplement to Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27796 - A FILED

JAN 14 '09 -2 00 PM

MEMORANDUM OF SUPPLEMENT TO LEASE SURFACE TRANSPORTATION BOARD

This Memorandum of Supplement to Lease is entered into as of Decmber 31, 2008, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 480 Jefferson Blvd., Warwick, Rhode Island 02886 ("Lessor") and MEADWESTVACO VIRGINIA CORPORATION ("Lessee"), a Delaware corporation located at 11013 West Broad Street, Glen Allen, VA 23060.

Lessor and Lessee have entered into Equipment Schedule No. 1, issued pursuant to that certain Master Rail Lease Agreement having an effective date of December 31, 2008. Pursuant to each Equipment Schedule, Lessor has leased to Lessee One Hundred Railcars bearing the following identification marks:
WVCX4500-4599

for an initial term of 180 months commencing as of December 31, 2008.

IN WITNESS WHEREOF, the partics have executed this Memorandum of Supplement to Lease as of the day and year first written above.

LESSOR: RBS ASSET FINANCE, INC.

LESSEE: MEADWESTVACO VIRGINIA CORPORATION

By: *Margaret Dumite*

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

MEMORANDUM OF SUPPLEMENT TO LEASE

This Memorandum of Supplement to Lease is entered into as of December 31, 2008, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 480 Jefferson Blvd., Warwick, Rhode Island 02886 ("Lessor") and MEADWESTVACO VIRGINIA CORPORATION ("Lessee"), a Delaware corporation located at 11013 West Broad Street, Glen Allen, VA 23060.

Lessor and Lessee have entered into Equipment Schedule No. 1, issued pursuant to that certain Master Rail Lease Agreement having an effective date of December 31, 2008. Pursuant to each Equipment Schedule, Lessor has leased to Lessee One Hundred Railcars bearing the following identification marks:

WVCX4500-4599

for an initial term of 180 months commencing as of December 31, 2008.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Supplement to Lease as of the day and year first written above.

LESSOR: RBS ASSET FINANCE, INC.

LESSEE: MEADWESTVACO VIRGINIA CORPORATION

By: _____

By: m. A. Milikin

Name: _____

Name: TONY MILIKIN

Title: _____

Title: VP

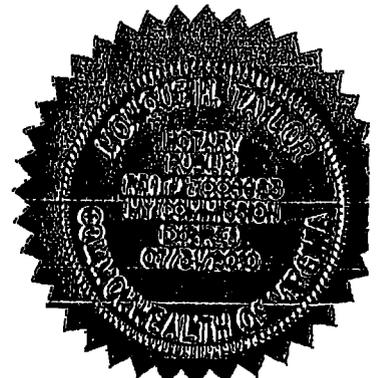
State of VA)
) ss:
City of Henrico)

BEFORE ME, a Notary Public in and for said County and State, personally appeared MEADWESTVACO VIRGINIA CORPORATION, a DELAWARE corporation (the "Company"), by Maurice A. Milikin, its Vice President, who acknowledged that he/she signed the foregoing Memorandum of Supplement to Lease and that the same is his/her free act and deed, individually and as an officer of the Company, and the free act and deed of the Company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at MNV
_____, this 31st day of December, 2008.

Monique H. Taylor
Notary Public

Monique H. Taylor
NOTARY PUBLIC
Registration # 7008923
Commonwealth of Virginia
My Commission Expires 07/31/2010



EQUIPMENT SCHEDULE NO. 1

(RAIL CARS)

To Master Rail Lease Agreement Number 1003120, dated December 31 2008 ("Lease") between RBS ASSET FINANCE, INC. ("Lessor") located at 480 Jefferson Blvd., Warwick, Rhode Island 02886, and MEADWESTVACO VIRGINIA CORPORATION ("Lessee") located at 11013 West Broad Street, Glen Allen, VA 23060.

1. **Equipment:** One Hundred 100-Ton Woodchip Railcars
2. **Delivery Location:** 104 East Riverside Street, Covington, VA 24426
3. **Delivery Date:** **December 31 2008**
4. **Commencement Date:** The Delivery Date
5. **Initial Term:** 180 months
6. **Equipment Cost:** \$5,688,288.00 (The product resulting from multiplying the Equipment Cost per Unit including the cost of painting each car by the total number of Units, or \$56,922.88 by 100, less \$4,000.00 for one that will not be painted)
7. **Periodic Rental:** **One Hundred and Twenty (180) monthly rental payments in the amount of \$35,288.88, payable in advance with the first due on the Commencement Date and the remainder payable on the 30th day of each month thereafter (each a "Rent Payment Date").**
9. **Use:** The Units will be used by the Lessee to transport wood chips (the "Commodity").
10. **Stipulated Loss Values** for each Unit shall be an amount equal to the Stipulated Loss Value Percentage of the Equipment Cost per Unit. The Stipulated Loss Value Percentages are as set forth in the attached Exhibit. Upon receipt by Lessor of the Stipulated Loss Value for any Unit, the rent payments for the remaining Equipment shall be adjusted to reflect payment of such amount.
11. **Intentionally Omitted**
12. **Chattel Paper:** More than one original hereof has been executed. However, only the manually executed original numbered "1" constitutes chattel paper and is sufficient to transfer Lessor's interest, or grant a security interest, herein.
13. **Master Rail Lease Agreement:** All of the terms, covenants and conditions set forth in the Agreement are incorporated herein by reference as if the same had been set forth herein in full.

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Exhibit I

Stipulated Loss Values Rider

12/30/2008	104.5997	9/30/2012	91.7267	6/30/2016	73.9003	3/30/2020	52.9244
1/30/2009	104.4064	10/30/2012	91.3777	7/30/2016	73.4627	4/30/2020	52.4272
2/30/2009	104.2116	11/30/2012	91.0268	8/30/2016	73.0229	5/30/2020	51.9289
3/30/2009	104.0153	12/30/2012	90.6739	9/30/2016	72.5825	6/30/2020	51.4299
4/30/2009	103.8033	1/30/2013	90.3185	10/30/2016	72.1412	7/30/2020	50.9299
5/30/2009	103.5748	2/30/2013	89.9611	11/30/2016	71.6977	8/30/2020	50.4276
6/30/2009	103.3417	3/30/2013	89.6018	12/30/2016	71.2536	9/30/2020	49.9244
7/30/2009	103.1031	4/30/2013	89.2404	1/30/2017	70.8087	10/30/2020	49.4202
8/30/2009	102.8630	5/30/2013	88.8764	2/30/2017	70.3615	11/30/2020	48.9136
9/30/2009	102.6180	6/30/2013	88.5104	3/30/2017	69.9121	12/30/2020	48.4062
10/30/2009	102.3677	7/30/2013	88.1419	4/30/2017	69.4621	1/30/2021	47.8978
11/30/2009	102.1157	8/30/2013	87.7713	5/30/2017	69.0112	2/30/2021	47.3869
12/30/2009	101.8588	9/30/2013	87.3987	6/30/2017	68.5597	3/30/2021	46.8736
1/30/2010	101.5966	10/30/2013	87.0235	7/30/2017	68.1073	4/30/2021	46.3595
2/30/2010	101.3326	11/30/2013	86.6463	8/30/2017	67.6526	5/30/2021	45.8444
3/30/2010	101.0669	12/30/2013	86.2669	9/30/2017	67.1973	6/30/2021	45.3284
4/30/2010	100.7978	1/30/2014	85.8850	10/30/2017	66.7411	7/30/2021	44.8114
5/30/2010	100.5246	2/30/2014	85.5011	11/30/2017	66.2827	8/30/2021	44.2920
6/30/2010	100.2480	3/30/2014	85.1151	12/30/2017	65.8236	9/30/2021	43.7716
7/30/2010	99.9673	4/30/2014	84.7269	1/30/2018	65.3636	10/30/2021	43.2503
8/30/2010	99.6848	5/30/2014	84.3362	2/30/2018	64.9014	11/30/2021	42.7265
9/30/2010	99.3988	6/30/2014	83.9433	3/30/2018	64.4368	12/30/2021	42.2018
10/30/2010	99.1088	7/30/2014	83.5478	4/30/2018	63.9716	1/30/2022	41.6760
11/30/2010	98.8169	8/30/2014	83.1502	5/30/2018	63.5055	2/30/2022	41.1478
12/30/2010	98.5215	9/30/2014	82.7504	6/30/2018	63.0387	3/30/2022	40.6171
1/30/2011	98.2221	10/30/2014	82.3480	7/30/2018	62.5710	4/30/2022	40.0855
2/30/2011	97.9208	11/30/2014	81.9435	8/30/2018	62.1010	5/30/2022	39.5529
3/30/2011	97.6177	12/30/2014	81.5368	9/30/2018	61.6303	6/30/2022	39.0193
4/30/2011	97.3120	1/30/2015	81.1275	10/30/2018	61.1587	7/30/2022	38.4847
5/30/2011	97.0032	2/30/2015	80.7160	11/30/2018	60.6848	8/30/2022	37.9475
6/30/2011	96.6917	3/30/2015	80.3024	12/30/2018	60.2101	9/30/2022	37.4095
7/30/2011	96.3772	4/30/2015	79.8874	1/30/2019	59.7346	10/30/2022	36.8703
8/30/2011	96.0608	5/30/2015	79.4707	2/30/2019	59.2567	11/30/2022	36.3287
9/30/2011	95.7418	6/30/2015	79.0527	3/30/2019	58.7765	12/30/2022	35.7861
10/30/2011	95.4197	7/30/2015	78.6329	4/30/2019	58.2955	1/30/2023	35.2424
11/30/2011	95.0957	8/30/2015	78.2109	5/30/2019	57.8137	2/30/2023	34.6962
12/30/2011	94.7690	9/30/2015	77.7876	6/30/2019	57.3311	3/30/2023	34.1474
1/30/2012	94.4391	10/30/2015	77.3625	7/30/2019	56.8475	4/30/2023	33.6037
2/30/2012	94.1074	11/30/2015	76.9352	8/30/2019	56.3616	5/30/2023	33.0648
3/30/2012	93.7738	12/30/2015	76.5066	9/30/2019	55.8749	6/30/2023	32.5309
4/30/2012	93.4382	1/30/2016	76.0761	10/30/2019	55.3873	7/30/2023	32.0019
5/30/2012	93.1001	2/30/2016	75.6435	11/30/2019	54.8973	8/30/2023	31.4705
6/30/2012	92.7601	3/30/2016	75.2087	12/30/2019	54.4066	9/30/2023	30.9440
7/30/2012	92.4176	4/30/2016	74.7733	1/30/2020	53.9149	10/30/2023	30.4225
8/30/2012	92.0731	5/30/2016	74.3371	2/30/2020	53.4208	11/30/2023	30.0000

Stipulated Loss Values are due in addition to the Rental Payment due on the same date.

LESSOR: RBS ASSET FINANCE, INC.

LESSEE: MEADWESTVACO VIRGINIA CORPORATION

By: Manjette Conite
Title: MANAGER OF CREDIT
Date: _____

By: _____
Title: _____
Date: _____

LESSOR: RBS ASSET FINANCE, INC.

LESSEE: MEADWESTVACO VIRGINIA CORPORATION

By: _____

By: m. A. Miller

Title: _____

Title: VP

Date: _____

Date: 12-23-08

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/14/09



Robert W. Alvord