

APR 20 2009

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SURFACE TRANSPORTATION BOARD



April 20, 2009

Ms. Anne K. Quinlan, Esq.
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

Dear Ms. Quinlan:

Please find attached one (1) original of the Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of March 12, 2009 between the following parties:

Lessee: P.H. Glatfelter Company
228 S. Main Street
Spring Grove, PA 17362

Lessor: Wells Fargo Equipment Finance, Inc
733 Marquette Ave.
Minneapolis, MN 55402

Please see Exhibit A for the equipment, (55) 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 12, 2009 related to fifty-five (55) railcars bearing reporting marks: JTSX 54009 - 54065, sporadic.

Please file this agreement as a secondary document under the Recordation Number 27461-C as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 27461 through 27461-B. The filing fee of \$41.00 for this document can be charged to our account.

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

Sincerely,
The David J. Joseph Company

A handwritten signature in cursive script that reads 'Julie M. Woodard'.

Julie M. Woodard
Documentation Coordinator

3D

RECORDATION NO. 27461-C FILED

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

APR 23 '09

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SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF AMENDMENT NO. 1 TO RIDER NO. 3 ("Memorandum of Amendment No. 1") entered into this 12TH day of March, 2009, is intended to evidence the amendment dated as of March 10, 2009 (the "Amendment No. 1"), between WELLS FARGO EQUIPMENT FINANCE, INC. ("Lessor") THE DAVID J. JOSEPH COMPANY ("Manager"), and P.H. GLATFELTER COMPANY ("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-five (55) 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 Rider No. 3 (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on April 17, 2008 with Recordation No. 27461.

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

WELLS FARGO EQUIPMENT FINANCE, INC.

P.H. GLATFELTER COMPANY

By: [Signature]

By: [Signature]

Name: Begueline P. Carragan

Name: Mark J. Keller

Title: AVP

Title: Procurement Director

THE DAVID J. JOSEPH COMPANY

By: [Signature]

Name: Kelly C. Poellein

Title: VP Finance, Brokerage & Services

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 19th day of March, 2009, by Kelly C. Poellina, the VP Finance, Bridgeway of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My commission has no expiration.

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 MINNESOTA)
)
COUNTY OF Hennepin) SS:



The foregoing instrument was acknowledged before me this 12th day of March, 2009, by Jacqueline Burroga the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, on behalf of the corporation.

Margaret J. Kiernan
Notary Public

My Commission expires: 1-31-2010

STATE OF Pennsylvania)
)
COUNTY OF York) SS:

The foregoing instrument was acknowledged before me this 15th day of April, 2009, by Mark Keller the Procurement Director of P.H. Glatfelter Company, a Pennsylvania corporation, on behalf of the corporation.

Michelle M. Bankert
Notary Public

My Commission expires: _____

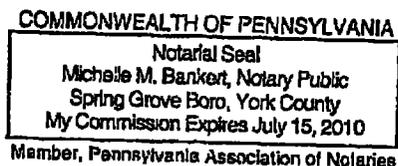


EXHIBIT A

To the Memorandum of Amendment No. 1 dated March 12, 2009, between The David J. Joseph Company, Wells Fargo Equipment Finance, Inc. and P.H. Glatfelter Company.

DESCRIPTION OF UNITS

(55) railcars, formerly bearing ~~NAFX~~ reporting marks, now bearing the following reporting marks:
NAFX

JTSX054009
JTSX054010
JTSX054011
JTSX054012
JTSX054013
JTSX054014
JTSX054016
JTSX054017
JTSX054019
JTSX054020
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