

SEP 14 '10 -10 57 AM

SURFACE TRANSPORTATION BOARD



September 14, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Office of Proceedings
395 E Street, SW
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one (1) original of the Memorandum of Rider No. 1 to the Master Lease Agreement dated as of August 24, 2010 between the following parties:

Lessee: Domtar Paper Company, LLC
100 Kingsley Park Drive
Fort Mill, SC 29715

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

Please see Exhibit A for the equipment, (11) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Rider No. 1 to the Master Lease Agreement dated as of August 24, 2010 related to eleven (11) railcars bearing reporting marks: TKEN 7608-7615, inclusive and TKEN 81689, 81700 & 81713.

Please file this agreement as a primary document. The filing fee in amount of \$41.00 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,

Julie M. Woodard
Documentation Coordinator

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**MEMORANDUM OF RIDER NO. 1 TO THE
MASTER LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RIDER NO. 1 TO THE MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 24th day of August, 2010, is intended to evidence the master lease agreement dated as of August 24, 2010 and subsequent rider number 1 to the master lease agreement dated August 24, 2010, (collectively, the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **DOMTAR PAPER COMPANY, LLC**, a Delaware limited liability 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 eleven (11) 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, pursuant to due corporate authority, have executed this Memorandum of Lease on the date indicated below each signature.

THE DAVID J. JOSEPH COMPANYBy: Kelly C. Poellein

Name: Kelly C. Poellein

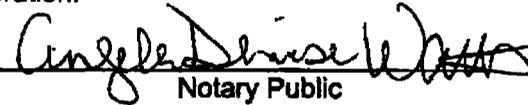
Title: Vice President Finance - Brokerage

Date: August 24, 2010

DOMTAR PAPER COMPANY, LLCBy: Roger H. BrearName: ROGER H BREARTitle: SR VP SOUTHERN REGION MILLSDate: September 2, 2010

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

The foregoing instrument was acknowledged before me this 24th day of August, 2010, by Kelly C. Poellein, the Vice President, Finance – Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.


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 _____)
)
COUNTY OF _____) **SS:**

The foregoing instrument was acknowledged before me this ___ day of _____, 2010, by _____, the _____ of Domtar Paper Company, LLC, a Delaware limited liability company, on behalf of the company.

Notary Public

My Commission expires:

EXHIBIT A

To the Memorandum of Lease dated June 24, 2010, between The David J. Joseph Company and Domtar Paper Company, LLC.

DESCRIPTION OF UNITS

Eleven (11) railcars bearing reporting marks:

TKEN 7608
TKEN 7609
TKEN 7610
TKEN 7611
TKEN 7612
TKEN 7613
TKEN 7614
TKEN 7615
TKEN 81689
TKEN 81700
TKEN 81713