

MAY 30 '12 -3 15 PM

SURFACE TRANSPORTATION BOARD



May 30, 2012

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

Dear Section Chief.

Please find attached one original of the Memorandum of Rider No 3 to the Master Lease Agreement dated as of October 6, 2011 between the following parties:

Lessee: Domtar Paper Company, LLC
100 Kingsley Park Drive
Fort Mill, SC 29715-6476

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

Please see Exhibit A for the equipment, (25) railcars, involved in this transaction

This filing is to appear in the index as follows: Memorandum of Rider No. 3 to the Master Lease Agreement dated as of October 6, 2011 related to twenty-five (25) railcars bearing reporting marks: DJTX7650 through DJTX7674, inclusive.

Please file this agreement as a primary document. The filing fee in the amount of \$41 00 can be charged to our account. 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) 419-6105.

Sincerely,

A handwritten signature in black ink, appearing to read 'Shirley Terry', is written above the typed name.

Shirley Terry
Administrative Assistant

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MEMORANDUM OF RIDER NO. 3 TO THE
MASTER LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF RIDER NO. 3 TO THE MASTER LEASE AGREEMENT ("Memorandum of Lease") entered into this 6th day of October, 2011, is intended to evidence the Master Lease Agreement dated as of August 24, 2010 and subsequent Rider Number 3 to the Master Lease Agreement dated October 6, 2011, (collectively, the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Lessor"), and DOMTAR PAPER COMPANY, LLC, a Delaware limited liability company ("Lessee"), with DOMTAR CORPORATION as Guarantor, 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 twenty-five (25) 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 the signatures.

THE DAVID J. JOSEPH COMPANY

By Kelly C. Poellein

Name: Kelly C. Poellein

Title: Vice President Finance - Brokerage

Date: October 6, 2011

DOMTAR PAPER COMPANY, LLC

By: Jack R. Brung

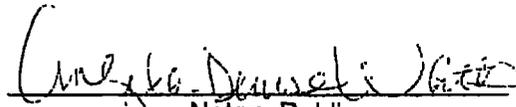
Name: Jack R. Brung

Title: VP Manufacturing Region 2

Date: 10/7/11

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 6th day of October, 2011, by Kelly C Poellein, the Vice President, Finance – Brokerage of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation

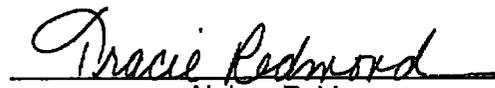

Notary Public

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 South Carolina)
)
COUNTY OF York) SS:

The foregoing instrument was acknowledged before me this 7 day of October, 2011, by Jack R. Bray, the V.P. Manufacturing Region 2 of Domtar Paper Company, LLC, a Delaware limited liability company, on behalf of the company


Notary Public

My Commission Expires
July 21, 2015
My commission expires _____

EXHIBIT A

To the Memorandum of Lease dated October 6, 2011, between The David J Joseph Company and Domtar Paper Company, LLC.

DESCRIPTION OF UNITS

Twenty-five (25) railcars bearing reporting marks:

DJTX 7650-7674, inclusive