

RECORDATION NO. 21778 FILED

NOV 12 '98

1-02PM

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

November 6, 1998

NOV 12 1 02 PM '98
SURFACE TRANSPORTATION BOARD RECEIVED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Lease dated as of September 9, 1998, between the following parties:

Lessee: ECDC Environmental, L.C.
970 East Murray - Holladay Road
Suite 1B
Salt Lake City, UT 84117

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

Also, enclosed is an original and one copy of the Memorandum of Lease dated as of October 8, 1998, between the following parties:

Lessee: United States Gypsum Company
P.O. Box 806278
Chicago, IL 60680-4124

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

Please see the Exhibit As' set forth in these documents for the Equipment involved in these transactions.

Please file these Memorandum of Leases as primary documents. The \$26.00 fee is included in check number 449479 & 449280.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Shelley B. Bacon
Contract Assistant

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Shelley B. Bacon
Notary Public



SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

NOV 12 '98

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**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

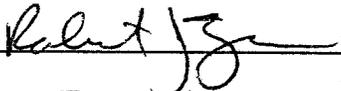
This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** (Memorandum of Lease) entered into this 8th day of October, 1998, is intended to evidence the lease dated as of October 8, 1998 (the Lease), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation (Lessor), and **UNITED STATES GYPSUM COMPANY**, a Delaware 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 six (6) 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, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.

UNITED STATES GYPSUM COMPANY

By: 

By: 

Name: James H. Goetz

Name: Robert J. Zonar

Title: Vice President

Title: Director, Global Logistics

Date: October 8, 1998

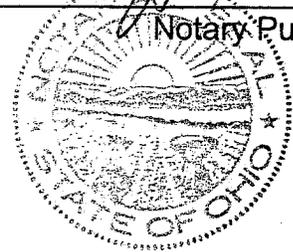
Date: 10/26/98

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 8th day of October, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Shelley B. Bacon
Notary Public

My Commission expires:
July 22, 2002



SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF FL)
)
COUNTY OF Cook)
) SS:

The foregoing instrument was acknowledged before me this 26th day of Oct., 1998, by Robert J. Zonar, the Director, Global Logistics of United States Gypsum Company, a Delaware corporation, on behalf of the corporation.

Caroline M. Schumacher
Notary Public

My Commission expires:
9/29/02

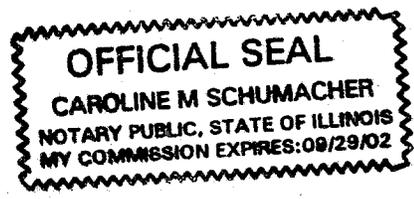


EXHIBIT A

To the Memorandum of Lease dated October 8, 1998, between DJJ Transportation Services, Inc. and United States Gypsum Company.

DESCRIPTION OF UNITS

Six (6) railcars bearing reporting marks as follows:

DJTX 7543 - 7548