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February 12, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

RECORDATION NO. 23171-C FILED

FEB 14 '01 2-45 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of October 16, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: UNITED STATES GYPSUM COMPANY
125 South Franklin Street
Chicago, IL 60606

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

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: UNITED STATES GYPSUM COMPANY covering 45 covered hopper railcars with reporting marks and numbers – CEFX 80362-80825, NOT INCLUSIVE

Please file this memorandum as a Secondary document to Recordation #23171 dated 10/20/00 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-seven dollars (\$27.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 16th day of October, 2000, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and UNITED STATES GYPSUM COMPANY, a Delaware corporation, with an address at 125 S. Franklin St., Chicago, IL 60680-4124 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

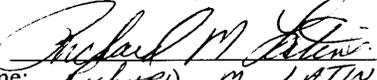
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of July 20, 2000 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on Oct 20, 2000 as recordation number 23171, 23172, 23174, 23175.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 
Name: RICHARD M LATINI
Title: VP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

UNITED STATES GYPSUM COMPANY

By: 
Name: Robert J Zouhar
Title: Director, Global Logistics

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity
45

Equipment Description
3250 c.f covered hopper cars
with gravity gates and round
hatches

Car Marks & Numbers
Listed below

1	CEFX	80362	24	CEFX	80474
2	CEFX	80383	25	CEFX	80476
3	CEFX	80396	26	CEFX	80477
4	CEFX	80398	27	CEFX	80478
5	CEFX	80400	28	CEFX	80479
6	CEFX	80402	29	CEFX	80483
7	CEFX	80403	30	CEFX	80484
8	CEFX	80405	31	CEFX	80485
9	CEFX	80409	32	CEFX	80486
10	CEFX	80410	33	CEFX	80488
11	CEFX	80438	34	CEFX	80489
12	CEFX	80439	35	CEFX	80490
13	CEFX	80445	36	CEFX	80491
14	CEFX	80446	37	CEFX	80493
15	CEFX	80447	38	CEFX	80494
16	CEFX	80448	39	CEFX	80495
17	CEFX	80449	40	CEFX	80496
18	CEFX	80450	41	CEFX	80497
19	CEFX	80451	42	CEFX	80498
20	CEFX	80453	43	CEFX	80499
21	CEFX	80460	44	CEFX	80622
22	CEFX	80464	45	CEFX	80825
23	CEFX	80472			