



RECORDATION NO. 22129-D FILED

SEP 07 '01 2-49 PM

SURFACE TRANSPORTATION BOARD

Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

August 28, 2001

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, one (1) original and (1) copy of the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of February 27, 2001, between the following parties:

Lessee: United States Gypsum Company
125 South Franklin Street
Chicago, IL 60606-4678

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see exhibit A for the equipment, eighty (80) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of February 27, 2001 related to eighty (80) railcars bearing reporting marks DJJX 309-7226, sporadic; DJTX 7543-7548, inclusive; DJTX 60200-60223, inclusive; and DJTX 70700-70737, sporadic.

Please file this as a secondary document under the Recordation Number 22129-C, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 22129, 22129-A, and 22129-B.

The filing fee for this document in the amount of \$28.00, was prepaid on check #15293. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

A handwritten signature in cursive script that reads "Julie Woodard".

Julie Woodard
Documentation Coordinator

Enclosures

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MEMORANDUM OF
AMENDMENT NO. 2 TO
RAILROAD EQUIPMENT LEASE

SEP 07 '01 2-49 PM

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE ("Memorandum of Amendment No. 2") entered into this 27th day of February, 2001, is intended to evidence the amendment dated as of February 27, 2001 (the "Amendment No. 2"), between JOSEPH 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 ~~forty (50)~~ ^{forty (50)} 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.

(Att)
2-27-01

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on April 26, 1999 with Recordation No. 22129. Subsequently, the Memorandum of Amendment No. 1 to the Railroad Equipment Lease was duly filed with the STB on October 19, 1999 with Recordation No. 22129-A, ^{and} ~~the~~ Memorandum of Lease Amendment No. 1 should receive Recordation No. 22129-B. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 22129-C. ^{and}

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

UNITED STATES GYPSUM COMPANY

By: *K. J. Purcell*

By: *Alex J Pavia*

Name: Kevin J. Purcell

Name: Alex J Pavia

Title: Vice President

Title: VP Supply Chain Management

Date: February 27, 2001

Date: 3/13/01

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 27th day of February, 2001, by Kevin J. Purcell, the Vice President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



Linda M. Baughman
Notary Public

STATE OF IL)
) SS:
COUNTY OF Cook)

The foregoing instrument was acknowledged before me this 13th day of March, 2001, by Alex J. Parvin the Vice President Supply Chain Mgmt. of United States Gypsum Company, a Delaware corporation, on behalf of the corporation.

Caroline M. Schumacher
Notary Public

My Commission expires:

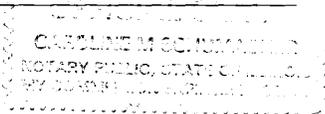


EXHIBIT A

To the Memorandum of Amendment No. 2 dated February 27, 2001, between Joseph Transportation Services, Inc. and United States Gypsum Company.

DESCRIPTION OF UNITS

Eighty (80) railcars bearing reporting marks as follows:

DJXX 309	DJXX 570	DJXX 7000
DJXX 339	DJXX 7200	DJXX 7057
DJXX 349	DJXX 7204 ⁷²⁰³	DJXX 7063
DJXX 404	DJXX 7208	DJXX 7067
DJXX 422	DJXX 7219	DJXX 7095
DJXX 502	DJXX 7224	DJXX 7097
	DJXX 533	DJXX 7226

AND

DJTX 7543-7548, inclusive

AND

DJTX 60200-60223, inclusive

AND

DJTX 70700	DJTX 70715	DJTX 70726
DJTX 70701	DJTX 70716	DJTX 70727
DJTX 70702	DJTX 70718	DJTX 70728
DJTX 70707	DJTX 70719	DJTX 70729
DJTX 70709	DJTX 70720	DJTX 70730
DJTX 70710	DJTX 70721	DJTX 70732
DJTX 70711	DJTX 70722	DJTX 70733
DJTX 70712	DJTX 70723	DJTX 70734
DJTX 70713	DJTX 70724	DJTX 70735
DJTX 70714	DJTX 70725	DJTX 70736

DJTX 70737
(Add)