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RECORDATION NO. 23175-B FILED

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**SURFACE TRANSPORTATION BOARD**



July 25, 2002

Barbara Sadler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Barbara,

Enclosed is one (1) original of the **Memorandum of Railcar Lease** dated as of April 24, 2002 between the following parties:

Names and address of 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 60606-4124

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

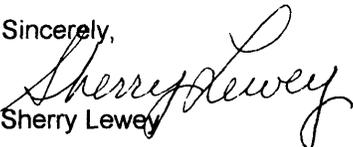
Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **UNITED STATES GYPSUM COMPANY** covering 90 flatcars with reporting marks and numbers – CEFX 91593-91682, INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23175 dated 10/20/00 and return one (1) stamped copy to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey



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**Research/Development Coordinator**

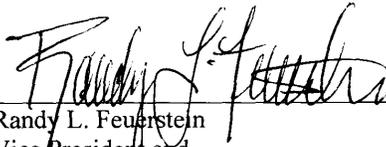
Enclosure

THE CIT GROUP/EQUIPMENT FINANCING, INC.

OFFICER'S CERTIFICATE

I, Randy L. Feuerstein, hereby certify that I am a Vice President and an Assistant Secretary of The CIT Group/Equipment Financing, Inc., a Delaware corporation (the "Corporation"), and that attached hereto is a true and correct copy of the Memorandum of Railcar Lease dated as of April 24, 2002 made between the Corporation and United States Gypsum Company, respecting ninety 73' centerbeam lumber flatcars bearing reporting marks and numbers CEFX 91593-91682 as per Schedule A attached thereto..

IN WITNESS WHEREOF, I have hereunto signed my name this 24<sup>th</sup> day of July, 2002.

  
Randy L. Feuerstein  
Vice President and  
Assistant Secretary

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 24 day of April, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware 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 South Franklin Street, Chicago, IL 60606-4124 (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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 20, 2000 and given recordation numbers 23171, 23172, 23174 and 23175.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, 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: Joseph J. Mankowski  
Name: JOSEPH L. MANKOWSKI  
Title: VICE PRESIDENT/RAIL RESOURCES

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: Alex J. Pavin  
Name: Alex J. Pavin  
Title: Vice President, Supply Chain Management

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity  
90

Equipment Description  
73' centerbeam lumber flatcar

Reporting Marks and Numbers  
CEFX 91593-91682