

RECORDATION NO. 23386-B FILED

SEP 17 '03

3-05 PM

VIA UPS 2<sup>nd</sup> DAY AIR

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



September 12, 2003

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 23, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23386.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

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

A description of the railroad equipment covered by the enclosed document is twelve (12) 5800/5851 cubic foot capacity covered hopper cars, with FURX, TQEX, UMPX, and WSOX marks (See Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulsky*  
Susan Grokulsky  
Manager of Documentation

Enclosures

(USGY009)

ASSGN. NO.: USGY009

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23<sup>rd</sup> day of June, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and United States Gypsum Company ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 18, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 15, 2003 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

By: K.A. Dombrowski

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Name: K.A. DOMBROWSKI

Title: \_\_\_\_\_

Title: DIRECTOR OF DOCUMENTATION Executed on this 23<sup>rd</sup> day of June, 2003.

[CORPORATE SEAL]

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STATE OF ILLINOIS

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23<sup>rd</sup> day of June, 2003.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2003  
(Notary Public)



LESSEE:

UNITED STATES GYPSUM COMPANY

By: *Alex J. Pavin*

Name: Alex J. Pavin

Title: Vice President, Supply Chain Management

ATTEST:

By: *Robert W Brown*

Name: Robert W Brown

Title: Tramp. Mgr., Rail

Executed on this 17<sup>th</sup> day of June, 2003.

[CORPORATE SEAL]

STATE OF IL

COUNTY OF DuPage

I, *Caroline M. Schumacher*, a Notary Public of the County and State aforesaid, certify that *Alex J. Pavin* personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17<sup>th</sup> day of June, 2003.

*Caroline M. Schumacher*  
Notary Public

Commission Expires:  
09/29/06  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twelve (12)

DESCRIPTION OF CARS: 100-ton, 5850/5851 cu. ft. covered hopper cars equipped with 20" round hatches and pneumatic outlet gates.

CAR NUMBERS:	FURX 870343	TQEX 58273	UMPX 5836
	FURX 870357	UMPX 5810	UMPX 5842
	FURX 870379	UMPX 5818	WSOX 5807
	TQEX 58022	UMPX 5827	WSOX 5822