



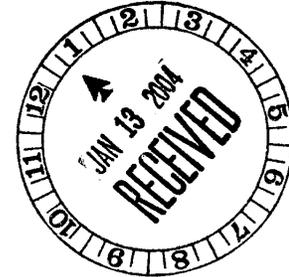
The David J. Joseph Company

RECORDATION NO. 22129-E FILED

JAN 13 '04

2-47 PM

SURFACE TRANSPORTATION BOARD



January 12, 2004

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20006-0001

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 5 to Railroad Equipment Lease Agreement dated as of December 11, 2003 between the following parties:

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

Lessor: The David J. Joseph Company  
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. 5 to Railroad Equipment Lease Agreement dated as of December 11, 2003 related to eighty (80) railcars bearing reporting marks DJJX 309-570, sporadic  
DJJX 7000-7226, sporadic  
DJTX 7543-7548, inclusive  
DJTX 60200-60223, inclusive  
DJTX 70700-70737, sporadic

Please file this as a secondary document under Recordation Number 22129-E as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 22129 through 22129-D. The filing fee for this document in the amount of \$30.00 is included on the enclosed check No. 553134. 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) 621-8770, ext. 4239.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

Enclosures

RECORDATION NO. 22127-E FILED

**MEMORANDUM OF  
AMENDMENT NO. 5**

JAN 13 '04

**2-47 PM**

**TO  
SURFACE TRANSPORTATION BOARD  
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF AMENDMENT NO. 5 TO RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 5") entered into this 11<sup>th</sup> day of December, 2003, is intended to evidence Amendment No. 5 dated December 11, 2003 to the Railroad Equipment Lease dated March 10, 1999 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, 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 eighty (80) 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 Amendment No. 5 on the date indicated below its signature.

**THE DAVID J. JOSEPH COMPANY**

**UNITED STATES GYPSUM COMPANY**

By:   
Name: PAUL G. JANTSCH  
Title: EVP  
Date: 12/23/03

By:   
Name: Alex J. Pavin  
Title: Vice President Supply Chain Management  
Date: 12/16/03

**EXHIBIT A**

To the Memorandum of Amendment No. 5 dated December 11, 2003, between The David J. Joseph Company and United States Gypsum Company.

**DESCRIPTION OF UNITS**

Eighty (80) railcars bearing reporting marks as follows:

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

AND

DJTX 7543 – 7548, inclusive

AND

DJTX 60200 – 60223, inclusive

DJTX 70700	DJTX 70716	DJTX 70727
DJTX 70701	DJTX 70718	DJTX 70728
DJTX 70702	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 70715	DJTX 70726	DJTX 70737

STATE OF OHIO )  
 )  
 ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of Dec., 2003, by Paul G. Jansch, the EVP of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.



LINDA M. BAUGHMAN  
Notary Public, State of Ohio  
My Commission Expires  
July 22, 2007

Linda M. Baughman  
Notary Public

STATE OF IL )  
 )  
 ) SS:  
COUNTY OF DePage )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of December, 2003, by Alex J. Parin, the Vice President Supply Chain of United States Gypsum Company, a Delaware corporation, on behalf of the corporation.

Caroline M. Schumacher  
Notary Public

My Commission expires:

09/29/06

