

RECORDATION NO. 23522-B FILED

MAR 01 '06

2-45 PM

SURFACE TRANSPORTATION BOARD



**FIRST UNION RAIL**

One O'Hare Centre  
6250 River Road, Suite 500  
Rosemont, IL 60018-4214

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

February 27, 2006

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

**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 of a Memorandum of Lease Agreement, dated January 3, 2006, 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 23522.

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

|         |  |         |   |
|---------|--|---------|---|
| Lessor: | First Union Rail Corporation<br>One O'Hare Center<br>6250 River Road, Suite 5000<br>Rosemont, IL 60018 | Lessee: | United States Gypsum Company<br>125 South Franklin Street<br>Chicago, IL 60606-4678 |
|---------|--|---------|---|

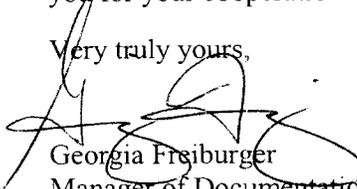
A description of the railroad equipment covered by the enclosed document is one hundred and forty-one (141) 73' center beam bulkhead flatcars, with FURX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$33.00 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 regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

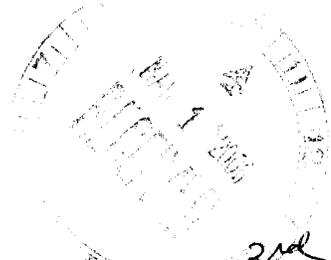
  
Georgia Freiburger  
Manager of Documentation

Enclosures

(USGY011)

ASSGN. NO.: USGY011

MEMORANDUM OF LEASE



THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3<sup>rd</sup> day of January, 2006, 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. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 13, 2005 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

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

By: Susan Grokulsky

Name: SUSAN GROKULSKY

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

Title: MER OF DOCUMENTATION Executed on this 3<sup>rd</sup> day of January 2006

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

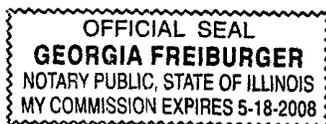
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3<sup>rd</sup> day of January 2006

Georgia Freiburg  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)



LESSEE:

UNITED STATES GYPSUM COMPANY

By: *P. Menendez*

Name: PEDRO MENENDEZ

Title: VP, Supply Chain Operations

Edward M. Besonoki

ATTEST:

By: Carol J. Comanse

Name: Carol J. Comanse

Title: Traffic manager

Executed on this 15<sup>th</sup> day of December, 2005.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

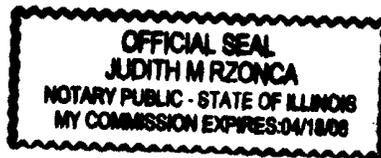
I, Judith M. Rzonca, a Notary Public of the County and State aforesaid, certify that Pedro Menendez personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of December, 2005.

Judith M. Rzonca  
Notary Public

Commission Expires:

4-18-08  
(Notary Public)



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

NUMBER OF CARS:                   One Hundred and Forty-One (141)

DESCRIPTION OF CARS:           110 Ton, 73'0" Center Beam Bulkhead Flat Car with Cable System. Cars are riserless with modified posts and shortened deck.

CAR NUMBERS:

|             |             |             |             |
|-------------|-------------|-------------|-------------|
| FURX 734600 | FURX 734637 | FURX 734675 | FURX 734712 |
| FURX 734601 | FURX 734638 | FURX 734676 | FURX 734713 |
| FURX 734602 | FURX 734639 | FURX 734677 | FURX 734714 |
| FURX 734603 | FURX 734641 | FURX 734678 | FURX 734715 |
| FURX 734604 | FURX 734642 | FURX 734679 | FURX 734716 |
| FURX 734605 | FURX 734643 | FURX 734680 | FURX 734717 |
| FURX 734607 | FURX 734644 | FURX 734682 | FURX 734718 |
| FURX 734608 | FURX 734645 | FURX 734683 | FURX 734719 |
| FURX 734609 | FURX 734646 | FURX 734684 | FURX 734720 |
| FURX 734610 | FURX 734647 | FURX 734685 | FURX 734721 |
| FURX 734611 | FURX 734648 | FURX 734686 | FURX 734722 |
| FURX 734612 | FURX 734649 | FURX 734687 | FURX 734723 |
| FURX 734613 | FURX 734650 | FURX 734688 | FURX 734724 |
| FURX 734614 | FURX 734651 | FURX 734689 | FURX 734725 |
| FURX 734615 | FURX 734652 | FURX 734690 | FURX 734726 |
| FURX 734616 | FURX 734653 | FURX 734691 | FURX 734727 |
| FURX 734617 | FURX 734655 | FURX 734692 | FURX 734728 |
| FURX 734618 | FURX 734656 | FURX 734693 | FURX 734729 |
| FURX 734619 | FURX 734657 | FURX 734694 | FURX 734730 |
| FURX 734620 | FURX 734658 | FURX 734695 | FURX 734731 |
| FURX 734621 | FURX 734659 | FURX 734696 | FURX 734732 |
| FURX 734622 | FURX 734660 | FURX 734697 | FURX 734733 |
| FURX 734623 | FURX 734661 | FURX 734698 | FURX 734734 |
| FURX 734624 | FURX 734662 | FURX 734699 | FURX 734735 |
| FURX 734625 | FURX 734663 | FURX 734700 | FURX 734736 |
| FURX 734626 | FURX 734664 | FURX 734701 | FURX 734737 |
| FURX 734627 | FURX 734665 | FURX 734702 | FURX 734738 |
| FURX 734628 | FURX 734666 | FURX 734703 | FURX 734739 |
| FURX 734629 | FURX 734667 | FURX 734704 | FURX 738250 |
| FURX 734630 | FURX 734668 | FURX 734705 | FURX 738251 |
| FURX 734631 | FURX 734669 | FURX 734706 | FURX 738297 |
| FURX 734632 | FURX 734670 | FURX 734707 | FURX 738298 |
| FURX 734633 | FURX 734671 | FURX 734708 | FURX 738299 |
| FURX 734634 | FURX 734672 | FURX 734709 |             |
| FURX 734635 | FURX 734673 | FURX 734710 |             |
| FURX 734636 | FURX 734674 | FURX 734711 |             |