

# MOORE & VAN ALLEN, PLLC

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RALEIGH, NC  
DURHAM, NC  
CHARLESTON, SC

September 9, 1999

## VIA UPS OVERNIGHT

Secretary Vernon A. Williams  
Surface Transportation Board  
1925 K Street, NW  
Suite 700  
Washington, DC 20423

RECORDATION NO. 22424 FILED

SEP 24 '99

9-00 AM



**Re: Recordation of Memorandum of Lease dated August 1, 1999**

Dear Mr. Secretary:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) counterparts of a Memorandum of Lease (executed in multiple counterparts) dated August 1, 1999. They are primary documents as defined in the Board's Rules for the Recordation of Documents.

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached hereto. Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the recordation fee.

Please return one stamped original document to the undersigned. A Business Reply Mail envelope is enclosed for your convenience. If you have any questions regarding these documents or this matter, please do not hesitate to contact me at (704) 331-1179.

Very truly yours,

MOORE & VAN ALLEN, PLLC

Handwritten signature of Alan J. Chadd in cursive.

Alan J. Chadd

Enclosures

## **SCHEDULE I**

### **DESCRIPTION OF EQUIPMENT (August 1, 1999)**

Ten (10) 3,230 cubic feet capacity, 286,000 lb. gross rail load, 15 p.s.i. pressure differential covered hopper railcars manufactured new by Thrall Car Manufacturing in July and August 1999 and numbered FURX 892000 through 892009 inclusive.

MEMORANDUM OF LEASE SEP 24 '99 9-00 AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 1st day of August, 1999, by and between First Union Commercial Corporation ("Lessor"), a North Carolina corporation, and National Gypsum Company ("Lessee"), a North Carolina corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of August 1, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

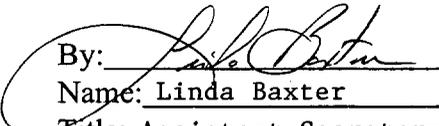
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION COMMERCIAL CORPORATION

ATTEST:

By:   
Name: Paul W. Van Wie  
Title: Senior Vice President

By:   
Name: Linda Baxter  
Title: Assistant Secretary

Executed on this 8<sup>th</sup> day of September, 1999.

[CORPORATE SEAL]



RECORDATION NO. 22424 FILED .

STATE OF North Carolina

SEP 24 '99

9-00 AM

COUNTY OF Mecklenburg

I, Jamie H. Kennedy, a Notary Public of the County and State aforesaid, certify that Paul W. Van Wie 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 8<sup>th</sup> day of September, 1999.

Jamie H. Kennedy  
Notary Public

My Commission Expires:  
February 7, 2004  
(Notary Public)



LESSEE:

SEP 24 '99

9-00 AM

NATIONAL GYPSUM COMPANY

ATTEST:

By: [Signature]  
Name: Samuel A. Schiffman  
Title: Secretary

By: Will. D. Parmelee  
Name: William Parmelee  
Title: VP - Finance

Executed on this 8<sup>th</sup> day of September, 1999.



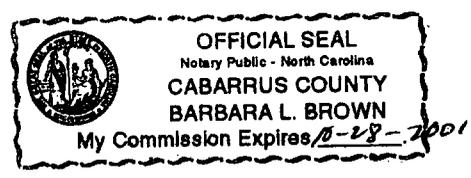
STATE OF NORTH CAROLINA  
COUNTY OF MECKLENBURG

I, Barbara L. Brown, a Notary Public of the County and State aforesaid, certify that William D. Parmelee 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 8<sup>th</sup> day of September, 1999.

Barbara L. Brown  
Notary Public

My Commission Expires:  
10-28-2001  
(Notary Public)



RECORDATION NO. 22424 FILED

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

SEP 24 '99

9-00 AM

Ten (10) 3,230 cubic feet capacity, 286,000 lb. gross rail load, 15 p.s.i. pressure differential covered hopper railcars manufactured new by Thrall Car Manufacturing in July and August 1999 and numbered FURX 892000 through 892009 inclusive.

First Union Commercial Corporation  
One First Union Center  
301 South College Street, 20th Floor  
Charlotte, NC 28288  
Attention: Linda Baxter

RECORDATION NO. 22424 FILED

SEP 24 '99

9-00 AM

National Gypsum Company  
2001 Rexford Road  
Charlotte, North Carolina 28211  
Attention: Carol P. Lowe, Assistant Treasurer