

MANWELL & WES

ATTORNEYS AT LAW
CITICORP CENTER

ONE SANSOME STREET
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RECORDATION NO. 16279-A FILED 1423 TELECOPY 362-1010

May 3, 1989

MAY 4 1989 - 11 05 AM

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee
Secretary
Interstate Commerce Division
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION
No.
Date
Fee \$
ICC Washington, D. C.

MAY 4 10 56 AM '89
NOTICE OF FILING ONLY

Dear Ms. McGee:

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder, five fully executed copies of an Addendum to Memorandum of Lease of Railroad Equipment relating to certain railroad rolling stock as described herein which should be included as part of the filing recorded on April 10, 1989 at 11:05 a.m. Recordation Number 16279 as the next available recordation number being 16279-A.

- I. Document: Addendum to Memorandum of Lease of Railroad Equipment dated as of January 31, 1989.
 - A. Parties: Lessor: IBJ Schroder Leasing Corporation
Lessee: Rinker Materials Corporation
 - B. Addresses: Lessor: One State Street
New York, New York 10004
Attn: Gerard D. Cannie
Vice President - Operations

Lessee: 1501 Belvedere Road
West Palm Beach, Florida 33406
Attn: Laurence C. Freedman
President - South Region
 - C. Equipment: Eighteen (18) 2300 cubic foot capacity 100-ton open top hopper cars bearing road numbers KAIX 2012-2029.

Please cross-index the Addendum to Memorandum of Lease with the following documents:



See record #16213-A + B

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Ms. Norea R. McGee
May 3, 1989
Page Two

Recordation No. 16213-A, Bill of Sale dated February 22, 1989 by The CIT Group/Equipment Financing, Inc. in favor of Lessor and Recordation No. 16213-B, Bill of Sale dated March 7, 1989 by The CIT Group/Equipment Financing, Inc. in favor of Lessor.

Enclosed is a check of this firm in the amount of \$39.00 to cover the filing fee for the primary document (\$13.00) and the cross-indexing (\$26.00).

A short summary of the document to appear in the Index is as follows:

Addendum Memorandum of Lease of Railroad Equipment covering among other things Eighteen (18) 2300 cubic foot capacity 100-ton open top hopper cars, Road Numbers KAIX 2012-2029.

Once the filing has been made, please return the stamped copies of the documents not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of this letter of transmittal.

The undersigned certifies that she is acting as special counsel to IBJ Schroder Leasing Corporation for purposes of this filing and that she has knowledge of the matters set forth in the above described documents.

Sincerely,



L. Celeste H. Blumer

Enclosures
LCHB:its

Interstate Commerce Commission
Washington, D.C. 20423

5.8.89

OFFICE OF THE SECRETARY

L. Celeste H. Blumer
Manwell & Wes
Citicorp Center 14th Fl.
One Sansome Street
San Francisco, Calif. 94104

Dear: **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5.4.89**, at **11:05am**, and assigned recordation number(s). **16279-A**

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

ADDENDUM TO MEMORANDUM OF LEASE
OF RAILROAD EQUIPMENT

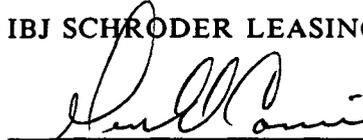
RECORDATION NO. 16272A FILED 1428
MAY 4 1989 - 11 05 AM
INTERSTATE COMMERCE COMMISSION

THIS ADDENDUM TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of January 31, 1989 (the "Lease") between IBJ Schroder Leasing Corporation, a New York corporation (the "Lessor") and Rinker Materials Corporation, a Florida corporation (the "Lessee"), for the purposes of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 U.S.C. 11303. The Lessor is the owner of eighteen (18) 2301 cubic foot capacity 100-ton open top hopper cars more fully described in Annex A hereto (the "Cars"). The Lessee leased from the Lessor all the Cars at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 31st day of January, 1989.

"Lessor"

IBJ SCHRODER LEASING CORPORATION



GERARD D. CANNIE
Vice President - Operations

"Lessee"

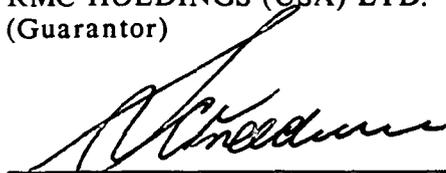
RINKER MATERIALS CORPORATION



LAURENCE C. FREEDMAN
President, South Region

Accepted:

RMC HOLDINGS (USA) LTD.
(Guarantor)



LAURENCE C. FREEDMAN
Vice President

ANNEX A
TO
ADDENDUM TO MEMORANDUM OF LEASE
OF RAILROAD EQUIPMENT
DATED AS OF JANUARY 31, 1989

Equipment Description

Eighteen (18)
2301 cubic foot capacity
100-ton open top hopper cars.

Road Numbers

KAIX 2012-2029

Old Car Number

SP 464569
464230
464334
464093
464699
464669
464044
464299
464639
464421
464755
464179
464804
464458
464589
464672
464147
464015

New Car Number

KAIX 2012
2013
2014
2015
2016
2017
2018
2019
2020
2021
2022
2023
2024
2025
2026
2027
2028
2029

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 19th day of April, 1989, before me personally appeared Gerard D. Cannie, to me personally known, who, being by me duly sworn, says that he is Vice President-Operations of IBJ SCHRODER LEASING CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Helen B. Emmerich
Notary Public

HELEN B. EMMERICH
NOTARY PUBLIC, State of New York
No. 41-4855608
My Commission Expires: March 31, 1990
Qualified in Queens County
Certificate Filed in New York County

[SEAL]

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

On this 14th day of April, 1989, before me personally appeared Laurence C. Freedman, to me personally known, who, being by me duly sworn, says that he is a President, South Region of RINKER MATERIALS CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra K. Luly
Notary Public

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA:
MY COMMISSION EXPIRES: SEPT. 27, 1992.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

[SEAL]

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

On this 14th day of April, 1989, before me personally appeared Laurence C. Freedman, to me personally known, who, being by me duly sworn, says that he is Vice President of RMC HOLDINGS (USA) LTD., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert K. Luby
Notary Public

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: SEPT. 27, 1992.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

[SEAL]