

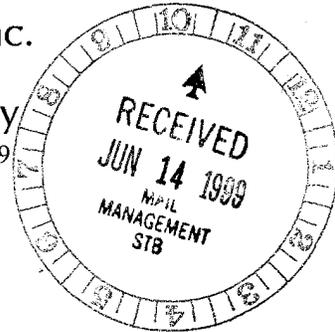


DJJ Transportation Services, Inc.

a subsidiary of

The David J. Joseph Company

June 10, 1999



Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-001

RECORDATION NO. 22197 FILED

JUN 14 '99 10-30AM

Dear Mr. Williams:

Enclosed are an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated May 17, 1999 between the following parties:

Lessee: Sunbelt Cement of Texas L.P.  
One Riverway – Suite 2200  
Houston, TX 77056

Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see the Exhibit A set forth in this document for the Equipment involved in this transaction. Please file this Memorandum of Lease Agreement as a primary document. The \$26.00 fee is included in check number 464111.

Sincerely,

THE DAVID J. JOSEPH COMPANY

*Shelley B Bacon*  
Shelley B. Bacon  
Contract Assistant

Enclosure

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 345-4422

Mail Address:  
P.O. Box 1078  
Cincinnati, Ohio 45201-1078

# 464111

MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT

JUN 14 '99

10-30AM

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 17<sup>th</sup> day of May, 1999, is intended to evidence the lease dated as of May 17, 1999 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **SUNBELT CEMENT OF TEXAS L.P.**, a Texas limited partnership ("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 two hundred (200) 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.

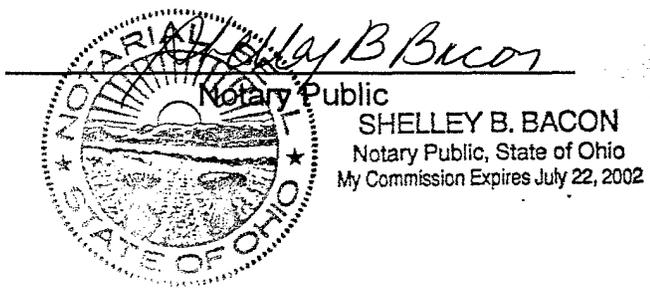
**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**DJJ TRANSPORTATION SERVICES, INC.****SUNBELT CEMENT OF TEXAS L.P.**By: Paul E. LoebigBy: Rose Mary ClyburnName: Paul E. LoebigName: Rose Mary ClyburnTitle: Vice PresidentTitle: PresidentDate: 5/27/99Date: 5/17/99

STATE OF OHIO )  
 )  
COUNTY OF HAMILTON ) SS:

The foregoing instrument was acknowledged before me this 27 day of May, 1999, by Paul E Tobij, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:  
July 22, 2002

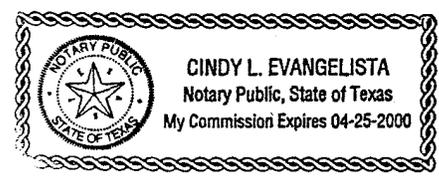


STATE OF TEXAS )  
 )  
COUNTY OF HARRIS ) SS:

The foregoing instrument was acknowledged before me this 26 day of May, 1999, by Rose Mary Clyburn the President of Sunbelt Cement of Texas L.P., a Texas limited partnership, on behalf of the corporation.

[Signature]  
Notary Public

My Commission expires:  
4/25/00



## **EXHIBIT A**

To the Memorandum of Lease dated April 19, 1999, between DJJ Transportation Services, Inc. and Sunbelt Cement of Texas L.P.

### **DESCRIPTION OF UNITS**

Two hundred (200) railcars bearing reporting marks as follows:

**DJTX 59000 – 59199, INCLUSIVE**

CERTIFICATE

The undersigned, Shelley B. Bacon, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

*Shelley B. Bacon*  
\_\_\_\_\_  
Notary Public

SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

