(5) pm

DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

December 22, 1997

RECEIVED SURFACE TRANSPORTATION BOARD DEC 29 9 44 AM '97

RECORDATION NO. 21109 FILED

DEC 29 '97 9-45 AM

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement dated as of December 16, 1997 between the following parties:

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Lessee: Sunbelt Asphalt & Materials, Inc.
One Riverway - Suite 2200
Houston, TX 77056

Please see Exhibit A, attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a primary document. The amount of $24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon

Shelley B. Bacon
Contract Assistant

Enclosures

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

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

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

NOTARIAL SEAL STATE OF OHIO

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

RECORDATION NO. 21109 FILED

DEC 29 '97 9-45AM

MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 16th day of December, 1997, is intended to evidence the lease dated as of December 16, 1997 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **SUNBELT ASPHALT & MATERIALS, INC.**, a Texas 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 seventy-one (71) 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 ASPHALT & MATERIALS, INC.**
By: James H. Goetz	By: [signature]
Name: James H. Goetz	Name: V. A. SERRI
Title: Vice President	Title: PRESIDENT
Date: December 16, 1997	Date: DECEMBER 18, 1997

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 16th day of December, 1997, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public

My Commission expires:
Sept. 24, 2002

NOTARIAL SEAL STATE OF OHIO

JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF Texas)
) SS:
COUNTY OF Harris)

The foregoing instrument was acknowledged before me this 18th day of December, 1997, by V. A. Serri, the President of Sunbelt Asphalt & Materials, Inc., a Texas corporation, on behalf of the corporation.

NOTARY PUBLIC STATE OF TEXAS
JULIE JOHNSON
Notary Public, State of Texas
My Commission Expires
AUGUST 11, 1999

Julie John
Notary Public

My Commission expires:
8-11-99

EXHIBIT A

To the Memorandum of Lease dated December 16, 1997, between DJJ Transportation Services, Inc. and Sunbelt Asphalt & Materials, Inc.

DESCRIPTION OF UNITS

Seventy-one (71) railcars bearing reporting marks as follows:

WRRC 680201 - 680249, inclusive
and
WRRC 680301 - 680322, inclusive