

**HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

June 22, 1999

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 22232-A FILED

JUL 1 '99 3-45 PM

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Master Lease Agreement dated as of March 25, 1998 which is intended to evidence **Schedule No. 1** dated as of March 25, 1998 ("**Memorandum**") between the following parties:

Lessor: Helm-Atlantic Associates Limited Partnership  
c/o Helm Atlantic Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

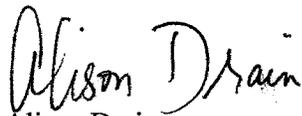
Lessee: Lone Star Industries, Inc.  
3905 Vincennes Road, Suite 400  
Indianapolis, IN 46268

The equipment involved in this transaction is as follows:

Equipment: Eleven (11) railcars as more fully described in Exhibit A to the Memorandum attached hereto.

Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,



Alison Drain  
Document Administrator

/ad  
Enclosures (2)

# 4406

MEMORANDUM OF  
MASTER LEASE AGREEMENT JUL 1 '99 3-45PM

THIS MEMORANDUM OF MASTER LEASE AGREEMENT made as of March 25, 1998 ("Memorandum") is intended to evidence Schedule No. 1 dated March 25, 1998 ("Schedule") to that certain Master Lease Agreement dated as of March 25, 1998 ("Lease") between HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), and LONE STAR INDUSTRIES, INC., a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the U.S. Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the railcars, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease and the Schedule.

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

LESSOR

HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP, a  
Delaware Limited Partnership

By: Helm Atlantic Corporation,  
its General Partner

By: David R. Eckles

Print Name: David R. Eckles

Title: President

LESSEE

LONE STAR INDUSTRIES, INC.

By: David Bernstein

Print Name: David Bernstein

Title: Director Cement Marketing

EXHIBIT A

To the Memorandum of Master Lease Agreement

Dated March 25, 1998

THE UNITS

Equipment Description:

Eleven (11), 100-ton, 2,696 c.f.c., two-compartment covered hopper railcars with twin 13"x24" outlet gates and eight 30" round hatches. Distance between gate centers is 12'-6-1/4"; extreme height is 14'-11-1/2". Built by Pullman-Standard in 1964.

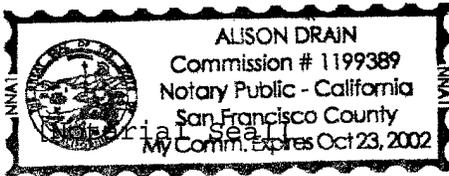
Units' Reporting Mark & Number: HATX 3001-3007, 3009-3012

STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On June 16<sup>th</sup>, 1999, before me, Alison Drain,  
personally appeared David R. Eckles, President of HELM ATLANTIC CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

STATE OF INDIANA )  
 ) S.S.  
COUNTY OF MARION )

On JUNE 14, 1999, before me, PAMELA J. KANTNER,  
personally appeared DAVID BERNSTEIN, DIR. CEMENT MKTG. of LONE STAR INDUSTRIES, INC.,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

[Notarial Seal]

Pamela J. Kantner  
SIGNATURE OF THE NOTARY  
comm. Exp. 11/6/99

CM