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September 1, 2000

RECORDATION NO. 23074 FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SEP 1 '00 10-18 AM

TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease and Assignment of Lease, dated as of September 1, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

Please index this document under the names of the Assignor, Assignee and Lessee identified below.

The names and addresses of the parties to the enclosed document are:

Assignor: ITG, Inc.
220 Jackson Street
Suite 3000
San Francisco, CA 94111

Assignee: Railcar, Ltd.
1819 Peachtree Road NE
Suite 425
Atlanta, GA 30309-1847

[Lessee: Lone Star Industries]

Mr. Vernon A. Williams
September 1, 2000
Page Two

A description of the railroad equipment covered by the enclosed document is:

12 covered hoppers ITGX 11000 - ITGX 11011

A short summary of the document to appear in the index follows:

Memorandum of Lease between ITG, Inc., Lessor, and Lone Star Industries, Lessee, and Assignment of Lease from ITG, Inc., Assignor, to Railcar, Ltd., Assignee, covering 12 covered hoppers ITGX 11000 - ITGX 11011.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE

1. This instrument relates to the Railroad Car Lease Agreement, No. ITG-2380, dated March 6, 1996, between ITG, Inc. and Lone Star Industries, and related Rider No. 3 dated January 18, 1999 (collectively, the "Lease Agreement"), pursuant to which ITG, Inc. ("ITG") has leased to Lone Star Industries ("Lessee") twelve (12) covered hoppers bearing the marks and numbers in the attached "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease."

2. Pursuant to the Asset Purchase Agreement dated as of September 1, 2000, between ITG and Railcar, Ltd. ("LTD"), ITG has assigned to LTD all of ITG's rights, title, and interest in and to the Lease Agreement and the Cars. In connection with the assignment by ITG to LTD, Lessee was asked to execute a Notice & Acknowledgement of Assignment dated as of August 4, 2000, pursuant to which Lessee acknowledged such assignment and agreed to certain amendments to the Lease Agreement.

3. The addresses of the parties are as follows:

ITG, Inc. (Former Lessor / Assignor)
220 Jackson Street, Suite 3000
San Francisco, CA 94111

Railcar, Ltd. (New Lessor / Assignee)
1819 Peachtree Road, N.E., Suite 425
Atlanta, Georgia 30309-1847

Lone Star Industries (Lessee)
3995 Vincennes Road, Suite 400
Indianapolis, IN 45248

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4. The term of the Lease has already commenced and is scheduled to end on July 31, 2000, without an option to extend the term.

5. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement and the Notice & Acknowledgement of Assignment. The terms and provisions of the assignment are more particularly set forth in the Asset Purchase Agreement.

6. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of 8-25, 2000.

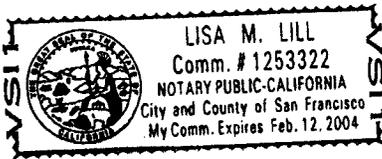
ITG, INC.

By: _____
Name: Alice V. Dill
Title: Secretary

State of California }
County of San Francisco } SS.

On August 25, 2000, before me personally appeared Alice V. Dill, to me personally known, who being by me duly sworn says that she is Secretary of ITG, Inc., and that she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of corporation.

Lisa M. Lill
Notary Public Lisa M. Lill
My commission expires: 02-12-04



[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

RAILCAR, LTD.

By: *Paul H. Kennedy*
Name: Paul H. Kennedy
Title: Vice President

State of Georgia }
County of Gwinnett } SS.

On September, 2000 before me personally appeared Paul H. Kennedy,
to me personally known, who being by me duly sworn says that he/she is Vice President
of Railcar, Ltd., and that he/she executed the foregoing instrument on behalf of said corporation
by authority of its board of directors, and he/she acknowledged that the execution of the
foregoing instrument was the free act and deed of corporation.

She [Signature]

Notary Public
My commission expires:

[NOTARIAL SEAL]

Notary Public, Gwinnett County, GA
My Commission Expires January 3, 2004

DESCRIPTION OF RAILCARS

Lessor: ITG, Inc.
Lessee: Lone Star Industries, Inc.
Lease #: Railroad Car Lease Agreement dated March 6, 1996 between ITG, Inc., as Lessor and Lone Star Industries, Inc., as Lessee and the related Rider No. Three (ITG-2380).
Car Description: C Hopper
Number of Cars: 12
Car Mark: ITGX
Car Numbers: 11000-11011