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SURFACE TRANSPORTATION BOARD

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 10, 2002 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **TXI OPERATIONS, LP**
2845 West Washington Street, Stockton, CA 95203

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **TXI OPERATIONS, LP** covering 40 coal hopper cars with reporting marks and numbers — CEFX 81199– CEFX 81334, **NOT INCLUSIVE.**

Please file this memorandum as a **PRIMARY** document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator



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Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10th day of April, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and TXI OPERATIONS, LP, a Delaware limited partnership, with an address at 2845 West Washington Street, Stockton, CA 95203 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of April 10, 2002 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: JOSEPH L MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TXI OPERATIONS, LP

By: TXI Operating Trust, LP

By: MG Brekus
Name: MEL G. BREKUS
Title: PRESIDENT

RECORDATION NO. 23988 FILED

JUN 3 '02 12-22 PM

SURFACE TRANSPORTATION BOARD

SCHEDULE A

Quantity
40

Equipment Description
3250 c.f. covered hopper cars with
gravity gates and round hatches

Car Marks and Numbers

1	CEFX	81199
2	CEFX	81224
3	CEFX	81225
4	CEFX	81227
5	CEFX	81228
6	CEFX	81234
7	CEFX	81238
8	CEFX	81242
9	CEFX	81244
10	CEFX	81245
11	CEFX	81247
12	CEFX	81251
13	CEFX	81253
14	CEFX	81254
15	CEFX	81255
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32	CEFX	81274
33	CEFX	81278
34	CEFX	81279
35	CEFX	81281
36	CEFX	81283
37	CEFX	81285
38	CEFX	81331
39	CEFX	81332
40	CEFX	81334