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RECORDATION NO. 23991 FILED

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SURFACE TRANSPORTATION BOARD

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May 30, 2002

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 May 14, 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: **LONE STAR INDUSTRIES INC.**
2109 Frederick Street, Oakland, CA 94606

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: **LONE STAR INDUSTRIES INC** covering 50 hopper cars with reporting marks and numbers — CEFX 81174 – CEFX 81360, 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

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 14th day of May, 2002, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and LONE STAR INDUSTRIES INC., a Delaware corporation, with an address at 10401 North Meridian, Suite 400, Indianapolis, IN 46290 (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 Net Railcar Lease (the "Lease") dated as of May 2, 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 Lease, and 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 and duly authorized by, the Lessee 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.

LONE STAR INDUSTRIES INC.

By: John W. White
Name: John White
Title: VP Logistics

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SURFACE TRANSPORTATION BOARD

SCHEDULE A

Quantity
50

Equipment Description
3,250 c.f. covered hopper car with
gravity gates and round hatches

<u>Car Marks and Numbers</u>		
1	CEFX	81174
2	CEFX	81175
3	CEFX	81176
4	CEFX	81177
5	CEFX	81178
6	CEFX	81179
7	CEFX	81180
8	CEFX	81181
9	CEFX	81182
10	CEFX	81183
11	CEFX	81184
12	CEFX	81185
13	CEFX	81186
14	CEFX	81191
15	CEFX	81197
16	CEFX	81198
17	CEFX	81200
18	CEFX	81201
19	CEFX	81207
20	CEFX	81208
21	CEFX	81209
22	CEFX	81210
23	CEFX	81212
24	CEFX	81213
25	CEFX	81214
26	CEFX	81215
27	CEFX	81216
28	CEFX	81219
29	CEFX	81220
30	CEFX	81221
31	CEFX	81223
32	CEFX	81226
33	CEFX	81229
34	CEFX	81230
35	CEFX	81231
36	CEFX	81232
37	CEFX	81233
38	CEFX	81235
39	CEFX	81236
40	CEFX	81237
41	CEFX	81239
42	CEFX	81240
43	CEFX	81241
44	CEFX	81243
45	CEFX	81246
46	CEFX	81248
47	CEFX	81249
48	CEFX	81250
49	CEFX	81356
50	CEFX	81360