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September 4, 2002

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RECORDATION NO. 23074-A FILED

SEP 5 '02 9-40 AM

SURFACE TRANSPORTATION BOARD

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amended Memorandum of Lease, dated August 16, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Lease and Assignment of Lease previously filed with the Board under Recordation Number 23074.

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

Lessor: Railcar, Ltd.
1201 Peachtree Street, N.E.
400 Colony Square
Suite 1101
Atlanta, GA 30361

Lessee: Lone Star Industries, Inc.
10401 N. Meridian Street
Suite 400
Indianapolis, IN 46290

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

12 covered hoppers railcars LCEX 00300 – 00311, inclusive

Mr. Vernon A. Williams
September 4, 2002
Page Two

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

Amended Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO.

23074-A
FILED

SEP 5 '02

9-40AM

AMENDED
MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. This instrument relates to that certain Memorandum of Lease and Assignment of Lease dated September 1, 2000 and filed September 1, 2000 with the Surface Transportation Board as Recordation No. 23074.
2. Pursuant to that certain Railroad Car Lease Agreement No. ITG-2380 dated as of March 6, 1996, and related Rider No. 05 dated July 1, 2002 (collectively, the "Lease Agreement"), between Railcar, Ltd., successor by assignment to ITG, Inc., as Lessor, and Lone Star Industries, Inc., as Lessee, Lessor has leased to Lessee the railroad cars identified on the attached Exhibit A (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".
3. The addresses of the parties are as follows:

Lessor: Railcar, Ltd.
1201 Peachtree Street, N.E.
400 Colony Square, Suite 1101
Atlanta, Georgia 30361

Lessee: Lone Star Industries, Inc.
10401 N. Meridian Street
Suite 400
Indianapolis, IN 46290
4. The term of the Lease has been extended, and shall automatically renew on a month to month basis until either Lessor or Lessee gives thirty (30) days advance written notice to the other of its intent to terminate the Lease.
5. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.
6. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

[Signatures Begin on Next Page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of August 16, 2002.

RAILCAR, LTD.

By: 
Name: Jeffrey Edelman
Title: Vice President of Finance

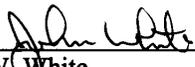
State of Georgia, County of Cobb

On August 16, 2, 2002, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]


Notary Public: Gayle A. Higbee
My commission expires: May 29, 2003

LONE STAR INDUSTRIES, INC.

By: 
Name: John W. White
Title: Vice President of Logistics

State of Indiana, County of Hamilton

On Aug. 20, 2002, before me personally appeared John W. White, to me personally know, who being by me duly sworn says that he is Vice President of Logistics of Lone Star Industries, Inc., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]


Notary Public: Debra L. Grady
My commission expires: 3-19-07

EXHIBIT A

DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated as of 8/29/02, 2002, between Railcar, Ltd., as Lessor, and Lone Star Industries, Inc., as Lessee.

Owner of Cars: R.S. Equipment Leasing Associates

Quantity of Cars: Twelve (12)

Description of Cars: 100-ton, 2605 cubic ft., LO C111 covered hoppers

Car Marks and Numbers:

LCEX 00300-00311 (inclusive)