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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 31, 2003

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

RECORDATION NO. 24385 FILED
APR 01 '03 12-21 PM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Memorandum of Lease, dated as of March 28, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: General Electric Railcar
Services Corporation
161 N. Clark Street
Chicago, IL 60601-3294

[Lessee: California Portland
Cement Company
2025 E. Financial Way
Glendora, CA 91741]

Mr. Vernon A. Williams
March 31, 2003
Page Two

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

72 railcars within the series NAHX 29701 –NAHX 29816

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

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. 24385 FILED

MEMORANDUM OF LEASE

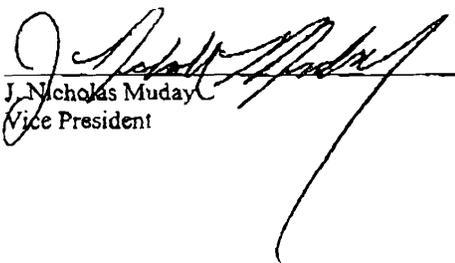
APR 01 '03 12-21 PM

SURFACE TRANSPORTATION BOARD

General Electric Railcar Services Corporation, a Delaware corporation ("Lessor") having its chief executive office at 161 N. Clark Street, Chicago, Illinois 60601, is a party to a certain (unfiled) lease agreement dated as of July 29, 1997 (the "Lease") with California Portland Cement Company, a California corporation ("Lessee"), having its chief executive office at 2025 E. Financial Way, Glendora, CA 91741, covering the railcars listed on Annex A attached hereto.

Dated as of March 28, 2003

General Electric Railcar Services Corporation


J. Nicholas Muday
Vice President

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

On this 28 day of March, 2003, personally came before me, J. Nicholas Muday, who, being by me duly sworn, says he is Vice President of General Electric Railcar Services Corporation and that said writing was signed on the date hereof by him on behalf of said company by its authority duly given. And the said Vice President acknowledged the said writing to be the act and deed of said company.

Witness my hand and notarial set this 28 day of March, 2003.

SEAL




Notary Public
My Commission Expires 10/26/06

Annex A

Unit Count	Reporting Mark	AAR Car Code	Lessee
1	NAHX 29701	C111	CALIFORNIA PORTLAND
2	NAHX 29703	C111	CALIFORNIA PORTLAND
3	NAHX 29704	C111	CALIFORNIA PORTLAND
4	NAHX 29705	C111	CALIFORNIA PORTLAND
5	NAHX 29706	C111	CALIFORNIA PORTLAND
6	NAHX 29707	C111	CALIFORNIA PORTLAND
7	NAHX 29708	C111	CALIFORNIA PORTLAND
8	NAHX 29709	C111	CALIFORNIA PORTLAND
9	NAHX 29710	C111	CALIFORNIA PORTLAND
10	NAHX 29711	C111	CALIFORNIA PORTLAND
11	NAHX 29712	C111	CALIFORNIA PORTLAND
12	NAHX 29713	C111	CALIFORNIA PORTLAND
13	NAHX 29714	C111	CALIFORNIA PORTLAND
14	NAHX 29715	C111	CALIFORNIA PORTLAND
15	NAHX 29719	C111	CALIFORNIA PORTLAND
16	NAHX 29721	C111	CALIFORNIA PORTLAND
17	NAHX 29723	C111	CALIFORNIA PORTLAND
18	NAHX 29725	C111	CALIFORNIA PORTLAND
19	NAHX 29730	C111	CALIFORNIA PORTLAND
20	NAHX 29731	C111	CALIFORNIA PORTLAND
21	NAHX 29734	C111	CALIFORNIA PORTLAND
22	NAHX 29735	C111	CALIFORNIA PORTLAND
23	NAHX 29737	C111	CALIFORNIA PORTLAND
24	NAHX 29739	C111	CALIFORNIA PORTLAND
25	NAHX 29740	C111	CALIFORNIA PORTLAND
26	NAHX 29741	C111	CALIFORNIA PORTLAND
27	NAHX 29742	C111	CALIFORNIA PORTLAND
28	NAHX 29743	C111	CALIFORNIA PORTLAND
29	NAHX 29744	C111	CALIFORNIA PORTLAND
30	NAHX 29745	C111	CALIFORNIA PORTLAND
31	NAHX 29746	C111	CALIFORNIA PORTLAND
32	NAHX 29747	C111	CALIFORNIA PORTLAND
33	NAHX 29748	C111	CALIFORNIA PORTLAND
34	NAHX 29749	C111	CALIFORNIA PORTLAND
35	NAHX 29750	C111	CALIFORNIA PORTLAND
36	NAHX 29751	C111	CALIFORNIA PORTLAND
37	NAHX 29752	C111	CALIFORNIA PORTLAND
38	NAHX 29753	C111	CALIFORNIA PORTLAND
39	NAHX 29755	C111	CALIFORNIA PORTLAND
40	NAHX 29756	C111	CALIFORNIA PORTLAND
41	NAHX 29757	C111	CALIFORNIA PORTLAND
42	NAHX 29758	C111	CALIFORNIA PORTLAND
43	NAHX 29759	C111	CALIFORNIA PORTLAND
44	NAHX 29760	C111	CALIFORNIA PORTLAND
45	NAHX 29761	C111	CALIFORNIA PORTLAND
46	NAHX 29762	C111	CALIFORNIA PORTLAND
47	NAHX 29763	C111	CALIFORNIA PORTLAND
48	NAHX 29766	C111	CALIFORNIA PORTLAND
49	NAHX 29767	C111	CALIFORNIA PORTLAND
50	NAHX 29768	C111	CALIFORNIA PORTLAND
51	NAHX 29769	C111	CALIFORNIA PORTLAND
52	NAHX 29771	C111	CALIFORNIA PORTLAND
53	NAHX 29772	C111	CALIFORNIA PORTLAND
54	NAHX 29773	C111	CALIFORNIA PORTLAND
55	NAHX 29774	C111	CALIFORNIA PORTLAND

Annex A

Unit Count	Reporting Mark	AAR Car Code	Lessee
56	NAHX 29780	C111	CALIFORNIA PORTLAND
57	NAHX 29781	C111	CALIFORNIA PORTLAND
58	NAHX 29782	C111	CALIFORNIA PORTLAND
59	NAHX 29783	C111	CALIFORNIA PORTLAND
60	NAHX 29784	C111	CALIFORNIA PORTLAND
61	NAHX 29785	C111	CALIFORNIA PORTLAND
62	NAHX 29786	C111	CALIFORNIA PORTLAND
63	NAHX 29787	C111	CALIFORNIA PORTLAND
64	NAHX 29788	C111	CALIFORNIA PORTLAND
65	NAHX 29792	C111	CALIFORNIA PORTLAND
66	NAHX 29793	C111	CALIFORNIA PORTLAND
67	NAHX 29794	C111	CALIFORNIA PORTLAND
68	NAHX 29796	C111	CALIFORNIA PORTLAND
69	NAHX 29797	C111	CALIFORNIA PORTLAND
70	NAHX 29798	C111	CALIFORNIA PORTLAND
71	NAHX 29802	C111	CALIFORNIA PORTLAND
72	NAHX 29816	C111	CALIFORNIA PORTLAND

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

3/23/03



Robert W. Alvord