

RECORDATION NO. 24562-A FILED

MAR 02 '04

1-13 PM

SURFACE TRANSPORTATION BOARD

BALL JANIK LLP

A T T O R N E Y S

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March 2, 2004

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Loan and Security Agreement, a secondary document, dated as of February 26, 2004. The primary document to which this is connected is recorded under Recordation No. 24562. We request that one copy of this document be recorded under Recordation No. 24562-A.

The names and addresses of the parties to the Memorandum of Loan and Security Agreement are:

Lender:

SunTrust Leasing Corporation
120 East Baltimore Street
Baltimore, MD 21202

Borrower:

Roanoke Cement Company LLC
6071 Catawba Road
Troutsville, VA 24175

A description of the equipment covered by the Memorandum of Loan and Security Agreement consists of 61 pressure differential cars numbered RCCX 121-181, inclusive.

BALL JANIK LLP

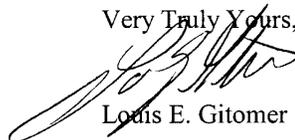
Honorable Vernon A. Williams
March 2, 2004
Page 2

A fee of \$30.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Loan and Security Agreement between SunTrust Leasing Corporation, 120 East Baltimore Street, Baltimore, MD 21202, and Roanoke Cement Company LLC, 6071 Catawba Road, Troutsville, VA 24175, covering 61 pressure differential cars numbered RCCX 121-181, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

BETWEEN

SUNTRUST LEASING CORPORATION

AND

ROANOKE CEMENT COMPANY LLC

Dated as of February 26, 2004

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

Memorandum of a Loan and Security Agreement made and entered into as of February 26, 2004 by and between SunTrust Leasing Corporation ("Secured Party") and Roanoke Cement Company LLC ("Debtor").

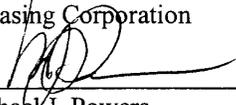
WITNESSETH:

The undersigned has entered into that certain Loan and Security Agreement (the "Agreement"), dated as of October 9, 2001, by which the Borrower has granted a security interest in certain rail cars bearing road numbers listed on the Schedule attached hereto to the Secured Party in order to secure the Borrower's performance of its obligations as described in the Agreement.

This document may be signed in any number of counterparts, each of which shall be an original and all of which shall be a part of this Memorandum of Loan and Security Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Loan and Security Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written.

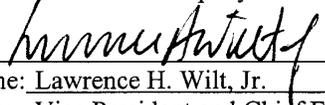
SunTrust Leasing Corporation

By:  _____

Name: Michael J. Powers

Title: Secretary

Roanoke Cement Company LLC

By:  _____

Name: Lawrence H. Wilt, Jr.

Title: Vice President and Chief Financial Officer

STATE OF MD)
) ss.
COUNTY OF Balto.)

On this 1st day of March, 2004, before me, Candice Miranda, the undersigned Notary Public, personally appeared Michael J. Powers personally known to me to be the person who executed the within instrument as Secretary on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Candice Miranda
NOTARY PUBLIC
My commission expires:

STATE OF Virginia)
City) ss.
COUNTY OF Norfolk)

On this 26 day of February, 2004, before me, Tina Clark, the undersigned Notary Public, personally appeared ~~Lawrence H. Wilkoff~~ Lawrence H. Wilkoff personally known to me to be the person who executed the within instrument as Vice President & Chief Financial Officer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Tina S. Clark
NOTARY PUBLIC
My commission expires: 8-31-05

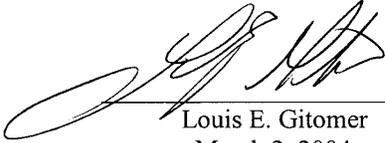
SCHEDULE
TO
MEMORANDUM OF LOAN AND SECURITY AGREEMENT BETWEEN
SUNTRUST LEASING CORPORATION (SECURED PARTY) AND
ROANOKE CEMENT COMPANY LLC (BORROWER)

Sixty-one (61) PD Hopper Railcars numbered as follows:

RCCX 121	RCCX 176
RCCX 122	RCCX 177
RCCX 123	RCCX 178
RCCX 124	RCCX 179
RCCX 125	RCCX 180
RCCX 126	RCCX 181
RCCX 127	RCCX 170
RCCX 128	RCCX 163
RCCX 129	RCCX 165
RCCX 130	RCCX 166
RCCX 131	RCCX 168
RCCX 132	RCCX 169
RCCX 133	RCCX 171
RCCX 134	RCCX 172
RCCX 135	RCCX 173
RCCX 136	
RCCX 137	
RCCX 138	
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RCCX 160	
RCCX 145	
RCCX 146	
RCCX 148	
RCCX 149	
RCCX 150	
RCCX 151	
RCCX 153	
RCCX 141	
RCCX 142	
RCCX 143	
RCCX 144	
RCCX 152	
RCCX 174	
RCCX 175	

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Loan and Security Agreement dated as of February 26, 2004, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
March 2, 2004