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REGISTRATION NO. 24409-D FILED

MAR 11 2004 10:44 AM

SURFACE TRANSPORTATION BOARD



March 9, 2004

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

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 30, 2003 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: **ST. MARY'S CEMENT INC. (U.S.)**
9333 Dearborn St., Detroit, MI 48209

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: **ST. MARY'S CEMENT INC. (U.S.)**, covering 10 coal hoppers with reporting marks and numbers – CEFX 95732 THRU CEFX 95794, NON-INCLUSIVE.

24409 Please file this memorandum as a **SECONDARY** document to Recordation #2409 dated 04/14/03 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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30TH day of AUGUST, 2003, 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 ST. MARYS CEMENT INC. (U.S.), a Delaware corporation, with an address at 9333 Dearborn St., Detroit, MI 48209 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

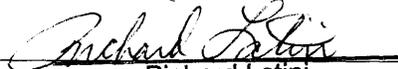
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 28, 2002 covering the equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on April 14, 2003 and given Recordation Number ~~2409~~ 24409

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, 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: 
Name: Richard Latini
Title: Senior Vice President

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.

ST. MARYS CEMENT INC. (U.S.)

By: 
Name: James Reznik
Title: Distribution MANAGER

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars	Equipment Description	
10	3,230 C.F., P.D. covered hopper car	
1	CEFX	95732
2	CEFX	95733
3	CEFX	95734
4	CEFX	95735
5	CEFX	95772
6	CEFX	95790
7	CEFX	95791
8	CEFX	95792
9	CEFX	95793
10	CEFX	95794