CORPORATION SERVICE COMPANY

March 17, 2004

RECORDATION NO. 23404-F FILED

MAR 22 '04 10-53 AM

SURFACE TRANSPORTATION BOARD

MAR 18 2004 RECEIVED

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 September 26, 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: **LEHIGH SOUTHWEST CEMENT COMPANY**
One Concord Centre, 2300 Clayton Road, Concord, CA 94520

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: **LEHIGH SOUTHWEST CEMENT COMPANY,** covering 25 covered hoppers with reporting marks and numbers – CEFX 96020 – CEFX 96091, NON-INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23404 dated 03/15/01 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

Sherry Lewey
Research/Development Coordinator

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26TH day of SEPT., 2003, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and LEHIGH SOUTHWEST CEMENT COMPANY f/k/a CALAVERAS CEMENT COMPANY, a California corporation, with an address at One Concord Centre, 2300 Clayton Road, Concord, CA 94520 (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 January 24, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on March 15, 2001 as Recordation Number 23404.

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: Richard Latini
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.

LEHIGH SOUTHWEST CEMENT COMPANY f/k/a
CALAVERAS CEMENT COMPANY

By: J. Grahek
Name: Jim Grahek
Title: Mrte Srvcs Mngr

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Schedule A

Number of Cars	Equipment Description
25	3,230 C.F., P.D. covered hopper car

1	CEFX	96020
2	CEFX	96021
3	CEFX	96038
4	CEFX	96046
5	CEFX	96047
6	CEFX	96048
7	CEFX	96049
8	CEFX	96051
9	CEFX	96052
10	CEFX	96056
11	CEFX	96057
12	CEFX	96058
13	CEFX	96063
14	CEFX	96064
15	CEFX	96065
16	CEFX	96066
17	CEFX	96070
18	CEFX	96071
19	CEFX	96074
20	CEFX	96075
21	CEFX	96077
22	CEFX	96081
23	CEFX	96082
24	CEFX	96090
25	CEFX	96091