

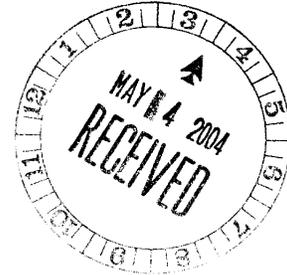


CORPORATION SERVICE COMPANY 801 Adlai Stevenson Drive Springfield, IL 62703-4261

RECORDATION NO. 23453 FILED

MAY 05 '04 10-11 AM

SURFACE TRANSPORTATION BOARD



May 3, 2003

Barbara Saddler  
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 January 22, 2004 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: **RMC PACIFIC MATERIALS**  
6601 Koll Center Parkway, P.O. Box 5252, Pleasanton, CA 94566

**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: **RMC PACIFIC MATERIALS**, covering 20 hopper cars with reporting marks and numbers – CEFX 96135 – CEFX 96174, **NOT INCLUSIVE.**

Please file this memorandum as a **SECONDARY** document to Recordation #23453 dated 4/4/01 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

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22<sup>nd</sup> day of January, 2004, 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 RMC PACIFIC MATERIALS, a Delaware corporation, with an address at 6601 Koll Center Parkway, P.O. Box 5252, Pleasanton, CA 94566 (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 February 20, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on April 4, 2001 and given Recordation Number 23453.

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

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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.

RMC PACIFIC MATERIALS

By:   
Name: Douglas K. Guerrero  
Title: Vice President

**SCHEDULE A**

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Marks and Numbers</u>	
20	3,230 c.f.p.d. covered hopper car.	1	CEFX 96135
		2	CEFX 96136
		3	CEFX 96147
		4	CEFX 96148
		5	CEFX 96150
		6	CEFX 96151
		7	CEFX 96154
		8	CEFX 96159
		9	CEFX 96160
		10	CEFX 96161
		11	CEFX 96162
		12	CEFX 96163
		13	CEFX 96165
		14	CEFX 96166
		15	CEFX 96167
		16	CEFX 96168
		17	CEFX 96169
		18	CEFX 96171
		19	CEFX 96172
		20	CEFX 96174