



CORPORATION SERVICE COMPANY

RECORDATION NO. 23991-D FILED

JUL 13 '04

4-23 PM

SURFACE TRANSPORTATION BOARD



July 9, 2004

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 June 13, 2003 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **Lone Star Industries, Inc.**
10401 North Meridian, Suite 400 Indianapolis, IN 46290

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: **Lone Star Industries, Inc.**, covering 25 coal hoppers with reporting marks and numbers -LCEX 1000 - LCEX 1024, INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23991 dated 6/3/02 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 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13th day of June, 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 LONE STAR INDUSTRIES, INC., a Delaware corporation, with an address at 10401 North Meridian, Suite 400, Indianapolis, IN 46290 (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 May 2, 2002, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 3, 2002 and given Recordation Number 23991.

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: Joseph J. Mankowski
Name: Joseph Mankowski
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.

LONE STAR INDUSTRIES, INC.

By: John W. White
Name: John White
Title: VP Logistics

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Schedule A

| <u>Number of Cars</u> | <u>Equipment Description</u> |
|-----------------------|--|
| 25 | 3,250 C.F. covered hopper car with gravity gates and round hatches |
| 1 | LCEX 1000 |
| 2 | LCEX 1001 |
| 3 | LCEX 1002 |
| 4 | LCEX 1003 |
| 5 | LCEX 1004 |
| 6 | LCEX 1005 |
| 7 | LCEX 1006 |
| 8 | LCEX 1007 |
| 9 | LCEX 1008 |
| 10 | LCEX 1009 |
| 11 | LCEX 1010 |
| 12 | LCEX 1011 |
| 13 | LCEX 1012 |
| 14 | LCEX 1013 |
| 15 | LCEX 1014 |
| 16 | LCEX 1015 |
| 17 | LCEX 1016 |
| 18 | LCEX 1017 |
| 19 | LCEX 1018 |
| 20 | LCEX 1019 |
| 21 | LCEX 1020 |
| 22 | LCEX 1021 |
| 23 | LCEX 1022 |
| 24 | LCEX 1023 |
| 25 | LCEX 1024 |