



CORPORATION SERVICE COMPANY

RECORDATION NO. 25163 FILED

AUG 27 '04

3-13 PM

SURFACE TRANSPORTATION BOARD



August 26, 2004

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

RE: 128460-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 6, 2004 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: **LEHIGH CEMENT COMPANY**
7660 Imperial Way Allentown, PA 18195

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 CEMENT COMPANY**, covering 15 railcars with reporting marks and numbers: CEFX 95242 - CEFX 95285 - NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document 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 6 day of April, 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 LEHIGH CEMENT COMPANY, a Pennsylvania corporation, with an address at 7660 Imperial Way, Allentown, PA 18195 (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 April 6, 2004 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties 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: [Signature]
Name: Richard Latini
Title: Senior Vice President

RECORDATION NO. 25163 FILED

AUG 27 04

3-13 PM

SURFACE TRANSPORTATION BOARD

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 CEMENT COMPANY

By: [Signature]
Name: DANIEL L. BROZKOWSKI
Title: COORD - DISTRIBUTION / PURCH

Schedule A

Number of Cars	Equipment Description	
15	3,230 C.F., P.D. covered hopper car	
1	CEFX	95242
2	CEFX	95243
3	CEFX	95244
4	CEFX	95247
5	CEFX	95248
6	CEFX	95251
7	CEFX	95254
8	CEFX	95256
9	CEFX	95257
10	CEFX	95261
11	CEFX	95262
12	CEFX	95275
13	CEFX	95276
14	CEFX	95280
15	CEFX	95285