

RECORDATION NO. 23596-B FILED

FEB 04 '05 1-52 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

February 4, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of February 11, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement previously filed with the Board under Recordation Number 23596.

The names and addresses of the parties to the enclosed document are:

- Lessor: Bombardier Capital Rail Inc.
12735 Gran Bay Parkway West-Suite #1000
Jacksonville, Florida 32258

- Lessee: Ash Grove Cement Company
8900 Indian Creek Parkway, Suite 600
Overland Park, Kansas 66225

Mr. Vernon A. Williams
February 4, 2005
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A description of the railroad equipment covered by the enclosed document
is:

100 railcars: NRLX 032606 - NRLX 032705.

A short summary of the document to appear in the index is:

Memorandum of Railcar Lease Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

FEB 04 '05 1-52 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ~~January~~ ^{FEBRUARY} 11, 2004 by and between **Bombardier Capital Rail Inc.**, a Minnesota corporation ("Lessor") and **Ash Grove Cement Company**, a Delaware corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No. 0351940 dated April 3, 2001 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 003 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor one hundred (100) 1998 built 3250 Cu. Ft. Covered Hopper Railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Bombardier Capital Rail Inc.

LESSEE: Ash Grove Cement Company

By: [Signature]
Print Name: James M. Tilley
Title: Vice President Sales & Marketing

By: [Signature]
Print Name: Clinton R. Gumb
Title: Mgr. Marketing Services and Distribution
(Optional)

And by: [Signature]
Print Name: RICHARD S. MITCHELL
Title: VICE PRESIDENT & GENERAL MANAGER

And by: _____
Print Name: _____
Title: _____

EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

EQUIP NUMBER
1. NRLX032606
2. NRLX032607
3. NRLX032608
4. NRLX032609
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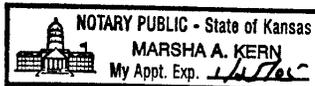
EQUIP NUMBER
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99. NRLX032704
100. NRLX032705

STATE OF KANSAS
COUNTY OF JOHNSON

On this 11th day of ~~January~~ FEBRUARY, 2004 before me personally appeared, Glenn R. Gumb and _____, to me personally known, who being by me duly sworn, say that they are the Mgt. Marketing Services and _____, respectively of **Ash Grove Cement Company**, a Delaware corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Marsha A. Kern
Notary Public
My commission expires: 1/1/05

STATE OF FLORIDA
COUNTY OF DUVAL

On this 2 day of ~~January~~ March, 2004 before me personally appeared James M. Selby and Richard S. Mitchell, to me personally known, who being by me duly sworn, say that they are the VP - Sales & Mktg. and the VP - General Mgt., respectively of **Bombardier Capital Rail Inc.**, a Minnesota corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public
My commission expires: 7-1-06