

MAY 4 '05 11-18 AM

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SURFACE TRANSPORTATION BOARD

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ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
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May 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 Lease, dated as of March 28, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 24816.

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

Lessor: NARCAT LLC
Suite R
480 West Dussel Drive
Maumee, Ohio 43537

Lessee: Rinker Materials of Florida, Inc.
1501 Belvedere Road
West Palm Beach, Florida 33406

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

21 gondola cars: ANGX 002014 – ANGX 002036 (excluding ANGX
002032 and ANGX 002033).

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

Memorandum of Lease.

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

MAY 4 '05 11-18 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 28th day of March, 2005, by and between NARCAT LLC, an Delaware corporation, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Rinker Materials of Florida, Inc., a Florida corporation, having its principal place of business at 1501 Belvedere Road, West Palm Beach, FL 33406 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Master Lease Agreement dated March 28, 2005 (the "Master Lease"), and Rider Deal #C00676 dated as of March 28, 2005 (the "Assigned Schedule"), whereby Lessor leases to Lessee twenty-one (21) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of sixty (60) months starting April 1, 2005.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

RINKER MATERIALS OF FLORIDA, INC.

By: Donnie Mason

Title: Logistics Manager

Date: 3/28/05

STATE OF Florida)

COUNTY OF Dade) SS:

The foregoing instrument was acknowledged before me this 28th day of March, 2005, by DONNIE MASON, the Logistics Manager of Rinker Materials of Florida, Inc., a Florida corporation, on behalf of the corporation.

Victoria E. Tomas-Martinez
Notary Public



Lessor:

NARCAT LLC

By: _____
Printed

Name: Rasesh H. Shah

Title: Manager

Date: 4/12/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 12th day of April, 2005, by Rasesh H. Shah, the Manager of NARCAT LLC, on behalf of the company.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

EXHIBIT "A"

Rinker Materials of Florida, Inc.

21 gondolas

Deal #C00676

1	ANGX 002014
2	ANGX 002022
3	ANGX 002023
4	ANGX 002025
5	ANGX 002026
6	ANGX 002031
7	ANGX 002015
8	ANGX 002016
9	ANGX 002017
10	ANGX 002018
11	ANGX 002019
12	ANGX 002020
13	ANGX 002021
14	ANGX 002024
15	ANGX 002027
16	ANGX 002028
17	ANGX 002029
18	ANGX 002030
19	ANGX 002034
20	ANGX 002035
21	ANGX 002036

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/4/05



Robert W. Alvord