



CORPORATION SERVICE COMPANY

RECORDATION NO. 23404-J FILED

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2-46 PM



July 6, 2005

SURFACE TRANSPORTATION BOARD

Barbara Saddler
Surface Transportation Board
Recordation Office
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(202) 565-1656
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Barbara.Saddler@stb.dot.gov

RE: 145552-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of February 21, 2005 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 SOUTHWEST CEMENT COMPANY**
Fka CALAVERAS CEMENT COMPANY
One Concord Centre, 2300 Clayton Road Concord, CA 94520

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 SOUTHWEST CEMENT COMPANY fka CALAVERAS CEMENT COMPANY** covering 10 hopper cars with reporting marks and numbers – CEFX 96433 – CEFX 96448 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23404 dated ^{3/15/01}~~02/21/05~~ and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) 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

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 21 day of Feb, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and LEHIGH SOUTHWEST CEMENT COMPANY f/k/a CALAVERAS CEMENT COMPANY, a California corporation, with an address at One Concord Centre, 2300 Clayton Road, Concord, CA 94520 (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 January 24, 2001, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board on March 15, 2001 as Recordation Number 23404.

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.

LEHIGH SOUTHWEST CEMENT COMPANY f/k/a
 CALAVERAS CEMENT COMPANY

By: J. G. Grabele
 Name: Jim Grabele
 Title: MRTG SVCS MGR

Schedule A

Number of Cars

Equipment Description

10 3,230 C.F., P.D. covered hopper car

1	CEFX	96433
2	CEFX	96434
3	CEFX	96435
4	CEFX	96436
5	CEFX	96438
6	CEFX	96444
7	CEFX	96445
8	CEFX	96446
9	CEFX	96447
10	CEFX	96448