

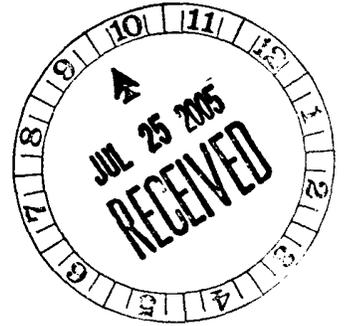


CORPORATION SERVICE COMPANY

RECORDATION NO. 23991-E FILED

JUL 25 '05

3-59 PM



SURFACE TRANSPORTATION BOARD

July 22, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 145588-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 1, 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: **LONE STAR INDUSTRIES, INC. DBA
BUZZI UNICEM USA**
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. DBA BUZZI UNICEM USA** covering 30 hopper cars with reporting marks and numbers – LCEX 1025 – LCEX 1054 – INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23991 dated 06/03/02 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

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1 day of APRIL, 2005, 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., dba BUZZI UNICEM USA 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

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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. dba BUZZI UNICEM USA

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

Schedule A

Number of Cars

Equipment Description

30 3,230 C.F., P.D. covered hopper car

1	LCEX	1025
2	LCEX	1026
3	LCEX	1027
4	LCEX	1028
5	LCEX	1029
6	LCEX	1030
7	LCEX	1031
8	LCEX	1032
9	LCEX	1033
10	LCEX	1034
11	LCEX	1035
12	LCEX	1036
13	LCEX	1037
14	LCEX	1038
15	LCEX	1039
16	LCEX	1040
17	LCEX	1041
18	LCEX	1042
19	LCEX	1043
20	LCEX	1044
21	LCEX	1045
22	LCEX	1046
23	LCEX	1047
24	LCEX	1048
25	LCEX	1049
26	LCEX	1050
27	LCEX	1051
28	LCEX	1052
29	LCEX	1053
30	LCEX	1054