



CORPORATION SERVICE COMPANY

RECORDATION NO. 23404-K FILED

JAN 17 '06

1-14 PM

SURFACE TRANSPORTATION BOARD



January 13, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 149346-1

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 New York, NY 10036

Lessee: **LEHIGH CEMENT COMPANY FKA CALAVERAS CEMENT COMPANY**  
One Concord Centre, 2300 Clayton Rd 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 CEMENT COMPANY FKA CALAVERAS CEMENT COMPANY** covering 35 covered hopper cars with reporting marks and numbers – CEFX 84960 – CEFX 84994 – INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23404 dated 03/15/01 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 21<sup>ST</sup> day of ~~FEBRUARY~~ 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

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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.

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

By: J. G. Gresh  
Name: J. G. Gresh  
Title: MGTG SVCS MGR

# Schedule A

## Number of Cars

## Equipment Description

35 3,281 C.F. covered hopper car with gravity gates and round hatches

1	CEFX	84960
2	CEFX	84961
3	CEFX	84962
4	CEFX	84963
5	CEFX	84964
6	CEFX	84965
7	CEFX	84966
8	CEFX	84967
9	CEFX	84968
10	CEFX	84969
11	CEFX	84970
12	CEFX	84971
13	CEFX	84972
14	CEFX	84973
15	CEFX	84974
16	CEFX	84975
17	CEFX	84976
18	CEFX	84977
19	CEFX	84978
20	CEFX	84979
21	CEFX	84980
22	CEFX	84981
23	CEFX	84982
24	CEFX	84983
25	CEFX	84984
26	CEFX	84985
27	CEFX	84986
28	CEFX	84987
29	CEFX	84988
30	CEFX	84989
31	CEFX	84990
32	CEFX	84991
33	CEFX	84992
34	CEFX	84993
35	CEFX	84994