



CORPORATION SERVICE COMPANY

RECORDATION NO. 24710-A FILED

JUN 15 '06

3-36 PM

SURFACE TRANSPORTATION BOARD



June 12, 2006

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

REF:

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 22, 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 CEMENT COMPANY**
7600 Imperial Way, Allentown, PA 18195

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** covering thirty (30) 3,256 C.F. covered hopper car with gravity gates and round hatches (86074/86103) as further described in schedule A. **INCLUSIVE**

Please file this memorandum as a **SECONDARY** document to Recordation #24710 dated 12/03/2003 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 22nd day of December, 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 LEHIGH CEMENT COMPANY, a Pennsylvania corporation, with an address at 7660 Imperial Way, Allentown, PA 18195 (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 Net Railcar Lease (the "Lease") dated as of October 6, 2003 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on December 3, 2003 as recordation number 24710.

WHEREAS, the Parties have entered in to 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 for the 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: William P. O'Brien
Name: William P. O'Brien
Title: 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 CEMENT COMPANY

By: Frank Anderson
Name: FRANK ANDERSON
Title: PRESIDENT

Schedule A

Number of Cars

Equipment Description

30 3,256 C.F. covered hopper car with gravity gates and round hatches

1	CEFX	86074
2	CEFX	86075
3	CEFX	86076
4	CEFX	86077
5	CEFX	86078
6	CEFX	86079
7	CEFX	86080
8	CEFX	86081
9	CEFX	86082
10	CEFX	86083
11	CEFX	86084
12	CEFX	86085
13	CEFX	86086
14	CEFX	86087
15	CEFX	86088
16	CEFX	86089
17	CEFX	86090
18	CEFX	86091
19	CEFX	86092
20	CEFX	86093
21	CEFX	86094
22	CEFX	86095
23	CEFX	86096
24	CEFX	86097
25	CEFX	86098
26	CEFX	86099
27	CEFX	86100
28	CEFX	86101
29	CEFX	86102
30	CEFX	86103