



CORPORATION SERVICE COMPANY

RECORDATION NO. 23404-D FILED

JUN 20 '06

4-27 PM

SURFACE TRANSPORTATION BOARD



June 19, 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: 186662/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 20, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **LEHIGH SOUTHWEST CEMENT COMPANY f/k/a 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 SOUTHWEST CEMENT COMPANY f/k/a CALAVERAS CEMENT COMPANY** covering 20-3256 C.F. covered hopper car with gravity gates and round hatches (86104/86128) NON INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23404 dated 03/15/2001 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 20<sup>th</sup> day of March, 2006, 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: 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 SOUTHWEST CEMENT COMPANY f/k/a CALAVERAS CEMENT COMPANY

By: J. L. ...  
Name: J. L. ...  
Title: Meta-Srvc Mngaf

# Schedule A

## Number of Cars

## Equipment Description

20 3,256 C.F. covered hopper car with gravity gates and round hatches

1	CEFX	86104
2	CEFX	86105
3	CEFX	86106
4	CEFX	86107
5	CEFX	86108
6	CEFX	86109
7	CEFX	86110
8	CEFX	86111
9	CEFX	86113
10	CEFX	86115
11	CEFX	86116
12	CEFX	86117
13	CEFX	86118
14	CEFX	86119
15	CEFX	86120
16	CEFX	86122
17	CEFX	86123
18	CEFX	86124
19	CEFX	86125
20	CEFX	86128