

RECORDATION NO. 27378-A FILED

FEB 14 '08 -8 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D.C
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A LESTER

February 13, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of October 17, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Full Service Railcar Lease being filed with the Board under Recordation Number 27378.

The names and addresses of the parties to the enclosed document are:

Lessor: BBRX Two LLC
885 Second Avenue, 49th Floor
New York, NY 10017

Lessee: Lehigh Cement Company
7660 Imperial Way
Allentown, PA 18195

Anne K. Quinlan, Esquire
February 1, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

21 covered hopper railcars within the series BBGX 95520 - BBGX 95615 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord". The signature is stylized with a large initial "R" and a long horizontal stroke.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27378 -A
FILED

FEB 14 '08 -8 00 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 17th day of October, 2007, effective as of July 26, 2007 to that certain Master Full Service Railcar Lease dated as of October 17, 2007 between BBRX TWO LLC, a Delaware limited liability company and LEHIGH CEMENT COMPANY, a Pennsylvania corporation (the "Lessee"), is made by the Lessor and Lessee and (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of October 17, 2007 and that certain Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties have entered into an additional Schedule covering the equipment listed on Exhibit A hereto (the "Cars") and wish to show for the public record the existence of Schedule No. 02 and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

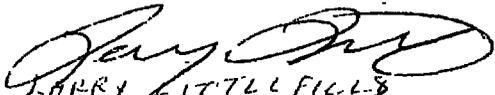
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year set forth below.

BBRX TWO LLC, as Lessor

By: 
Name: LARRY LITTLEFIELD
Title: VICE PRESIDENT

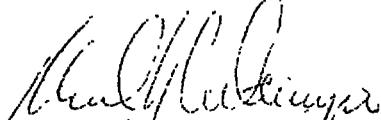
LEHIGH CEMENT COMPANY, as Lessee

By: 
Name: GERHARD MILLA
Title: PRESIDENT AND GM
WHITE CEMENT DIVISION

LEHIGH CEMENT COMPANY, as Lessee

By: 
Name: Dan McGlelland
Title: VP Logistics & Terminals
WHITE CEMENT DIVISION

LEHIGH CEMENT COMPANY, as Lessee

By: 
Name: Mark R. Stone
Title: PRODUCT SALES MANAGER
NORTH DIVISION

LEHIGH CEMENT COMPANY, as Lessee

By: 
Name: HELMUT S. ERHARD
Title: PRESIDENT AND CEO

STATE OF New York)

SS:

COUNTY OF New York)

On 12/20 2007 before me, Indra Bedasie, Notary Public, personally appeared Larry Littlefield personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Indra Bedasie
NOTARY PUBLIC

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2012

STATE OF PENNSYLVANIA)

SS:

COUNTY OF LEHIGH)

On October 17, 2007, before me, Linda M. L. Yanega, Notary Public, personally appeared Gerhard M111, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Linda M. L. Yanega

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
LINDA M. L. YANEGA, Notary Public
City of Allentown, Lehigh County
My Commission Expires March 6, 2008

STATE OF PENNSYLVANIA:
: SS.
COUNTY OF LEHIGH :

On October 17, 2007, before me, Linda M. L. Yanega, Notary Public, personally appeared Dan McClelland, Mark R. Stillwagon and Helmut S. Erhard, personally known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that their signatures on the instrument the persons, or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.

Linda M. L. Yanega

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
LINDA M. L. YANEGA, Notary Public
City of Allentown, Lehigh County
My Commission Expires March 6, 2008

EXHIBIT A

<u>Quantity of Cars</u>	<u>Car Description</u>	<u>Reporting Mark and Numbers</u>	
21	Pressure Differential covered hoppers with a 3230 CF, 286,000 lbs. gross rail load capacity, AAR Car Type Code C612, built by Thrall in 2001	BBGX	95520
		BBGX	95526
		BBGX	95527
		BBGX	95534
		BBGX	95535
		BBGX	95546
		BBGX	95549
		BBGX	95551
		BBGX	95554
		BBGX	95555
		BBGX	95560
		BBGX	95564
		BBGX	95568
		BBGX	95573
		BBGX	95582
		BBGX	95589
		BBGX	95597
		BBGX	95606
		BBGX	95610
		BBGX	95612
		BBGX	95615

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/13/08



Robert W. Alvord