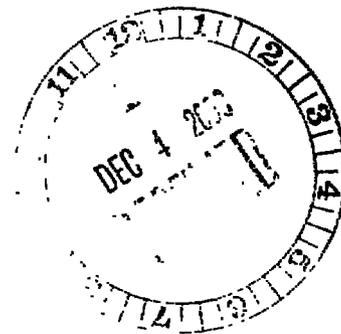


RECORDATION NO. 26389-A FILED

DEC 04 '08

3-35 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

VIA UPS 2nd DAY AIR

December 2, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, D. C. 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated June 23, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 26389.

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

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Capitol Aggregates, Ltd.
11551 Nacogdoches Rd.
San Antonio, TX 78265-3240

A description of the railroad equipment covered by the enclosed document is one hundred (100) 2500 cu. ft. gondola cars; having FURX marks (see Exhibit A for car numbers)

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Sr. Rail Documentation Specialist

Enclosures
(CA 1000)

ASSGN. NO.: CAAG002

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of June, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Capitol Aggregates, Ltd. ("Lessee"), a Texas Limited Partnership.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 9, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 23, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR:

ATTEST:

FIRST UNION RAIL CORPORATION

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASST. DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT, FIRST UNION RAIL CORP. INC.

Executed on this 23rd day of June, 2008.

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of June, 2008.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

ATTEST:

CAPITOL AGGREGATES, LTD.
By: Capitol Aggregates, LLC (TX), its General Partner

By: [Signature]
Name: Scott Galster
Title: Director of Distribution

By: [Signature]
Name: Joel Galassini
Title: Vice President of Sales + Marketing

Executed on this 11 day of June, 2008.

STATE OF Texas

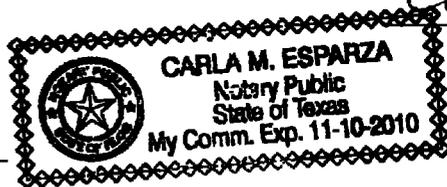
COUNTY OF Bexar

I, CARLA M. ESPARZA, a Notary Public of the County and State aforesaid, certify that JOEL GALASSINI personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11 day of June, 2008

Commission Expires:

11-10-2010
(Notary Public)



Carla M. Esparza
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred (100)

DESCRIPTION OF CARS: New aggregate gondola cars, 116-ton, 2500 cu. ft., 286 GRL. built by
National Steel Car

CAR NUMBERS: FURX 340125-340224