

JUL 16 '12 -3 02 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847 318 7575
Fax 847 318 7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

July 12, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) originals of a Memorandum of Lease Agreement dated June 28, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are

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

Lessee: Roanoke Cement Company LLC
188 Summerfield Court
Suite 201
Roanoke, VA 24109

A description of the railroad equipment covered by the enclosed document is for eighty-one (81) hopper cars having RCCX 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
Senior Documentation Specialist

Enclosure
(ROCE001)

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ASSGN. NO.: ROCE001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

28th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 28 day of June, _____, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ROANOKE CEMENT COMPANY LLC ("Lessee"), a Virginia limited liability company.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 28, 2012, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 1, 2012, 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 under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD E. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: Susan Gokulsky

Name: SUSAN GOKULSKY
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 28th day of June, 2012

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF COOK

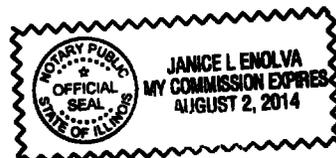
I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of June, 2012.

Janice L. Enolva
Notary Public

My Commission Expires

8-2-2014
(Notary Public)



LESSEE:

ROANOKE CEMENT COMPANY LLC

ATTEST:

By: *Lawrence H. Wilt, Jr.*

Name: Lawrence H. Wilt, Jr.

Title: Vice President & CFO

By: *Russell A. Fink*

Name: Russell A. Fink

Title: Vice President, General Counsel & Secretary

Executed on this 28 day of June, 2012.

[CORPORATE SEAL]

State of Virginia
City of Norfolk

I, Donna Michelle Lovelace, a Notary Public in and for said state and county, do hereby certify that Lawrence H. Wilt, Jr. personally appeared before me this day and acknowledged his due execution of the foregoing Continuing Unconditional Guaranty.

Witness my hand and official seal this 28 day of June, 2012.

DM Lovelace
Notary Public

My commission expires: June 30, 2013
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Eighty-one (81)

DESCRIPTION OF CARS: Pressure Differential Covered Hopper Cars

CAR NUMBERS:

1RCCX	101	28RCCX	128	55RCCX	155
2RCCX	102	29RCCX	129	56RCCX	156
3RCCX	103	30RCCX	130	57RCCX	157
4RCCX	104	31RCCX	131	58RCCX	158
5RCCX	105	32RCCX	132	59RCCX	159
6RCCX	106	33RCCX	133	60RCCX	160
7RCCX	107	34RCCX	134	61RCCX	161
8RCCX	108	35RCCX	135	62RCCX	162
9RCCX	109	36RCCX	136	63RCCX	163
10RCCX	110	37RCCX	137	64RCCX	164
11RCCX	111	38RCCX	138	65RCCX	165
12RCCX	112	39RCCX	139	66RCCX	166
13RCCX	113	40RCCX	140	67RCCX	167
14RCCX	114	41RCCX	141	68RCCX	168
15RCCX	115	42RCCX	142	69RCCX	169
16RCCX	116	43RCCX	143	70RCCX	170
17RCCX	117	44RCCX	144	71RCCX	171
18RCCX	118	45RCCX	145	72RCCX	172
19RCCX	119	46RCCX	146	73RCCX	173
20RCCX	120	47RCCX	147	74RCCX	174
21RCCX	121	48RCCX	148	75RCCX	175
22RCCX	122	49RCCX	149	76RCCX	176
23RCCX	123	50RCCX	150	77RCCX	177
24RCCX	124	51RCCX	151	78RCCX	178
25RCCX	125	52RCCX	152	79RCCX	179
26RCCX	126	53RCCX	153	80RCCX	180
27RCCX	127	54RCCX	154	81RCCX	181