

RECORDATION NO 30522  
FILED  
November 15, 2012 01:00 PM  
SURFACE TRANSPORTATION BOARD

**OSTER RESEARCHING SERVICES**

12897 Colonial Drive  
Mt. Airy, Maryland 21771  
(301) 253-6040  
maryannoster@comcast.net

November 15, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Schedule #2 to Full Service Master  
Lease Agreement dated 9/18/12

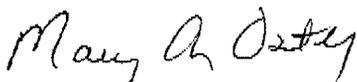
Lessor: Wells Fargo Equipment Finance, Inc. dba Midwest  
Railcar Capital Equipment Company  
733 Marquette Avenue, Suite 700  
Minneapolis, MN 55402

Lessee: TXI Operations, LP  
1341 W. Mockingbird Lane  
Dallas, TX 75247

Equipment: 12, Railcars  
MCEX 350234-350295, NI

Please record this agreement as a primary document. The filing fee of \$42 is enclosed.  
Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

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**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A  
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

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**MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE  
MASTER LEASE AGREEMENT**

between

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A  
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

as Lessor

and

**TXI OPERATIONS, LP**

as Lessee

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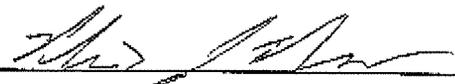
**MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT**

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of September 18, 2012, by and between WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation ("Lessor"), and TXI OPERATIONS, LP, a Delaware limited partnership ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated September 18, 2012 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of September 28, 2007 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each railcar shall be as set forth in Schedule #2.

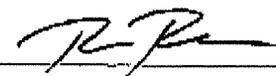
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Full Service Master Lease Agreement to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A  
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY  
Lessor

By: 

Printed  
Name: Peter J. Naas  
Title: Sr. Contract Administrator

TXI OPERATIONS, LP  
Lessee  
By: TXI Operating Trust, its general partner

By: 

Printed  
Name: Ronnie Pruitt  
Title: VP - Cement

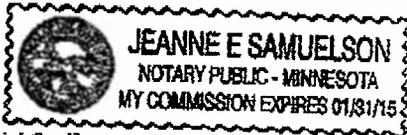
**EXHIBIT A**  
**DESCRIPTION OF RAILCARS**

Twelve (12) railcars with the following reporting marks and numbers:

<b>Car Mark &amp; Number</b>
MCEX 350234
MCEX 350240
MCEX 350242
MCEX 350250
MCEX 350251
MCEX 350266
MCEX 350270
MCEX 350272
MCEX 350279
MCEX 350281
MCEX 350282
MCEX 350295

STATE OF Minnesota, COUNTY OF Hennepin, TO WIT:

On this 14<sup>th</sup> day of November, 2012 before me appeared, Peter Naas to me personally known, who being by me duly sworn, says that he is the Sr. Contract Admin of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota corporation, that said instrument was signed on November 14, 2012 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



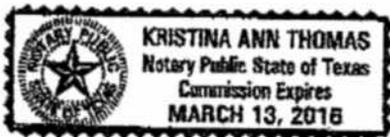
[Notarial Seal]

My commission expires:

Jean E Samuelson  
Notary Public

STATE OF Texas, COUNTY OF Dallas, TO WIT:

On this 19<sup>th</sup> day of October, 2012 before me appeared, Ronnie Pruitt, to me personally known, who being by me duly sworn, says that he is a VP of Contract, of TXI Operating Trust, a Delaware business trust, acting in its capacity as general partner of TXI Operations, LP, a Delaware limited partnership, that said instrument was signed and sealed on Oct. 19, 2012 on behalf of said limited partnership by authority of its governing documents, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.



[Notarial Seal]

My commission expires:

Kristina Ann Thomas  
Notary Public