

RECORDATION NO. 27308 - J
FILED

SEP 15 '10 -11 30 AM

SURFACE TRANSPORTATION BOARD

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

September 15, 2010

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

Dear Section Chief,

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 March 24, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage previously filed with the Board under Recordation Number 27308.

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

Lessor: Babcock & Brown Rail Funding LLC
600 Lexington Ave, 19th Fl
New York, NY 10022

Lessee: CTS Cement
11065 Knott Avenue, Suite A
Cypress, CA 90630

Section Chief
September 15, 2010
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A description of the railroad equipment covered by the enclosed document is:

15 covered hopper railcars within the series BNBX 122259 - BNBX 122291 as more particularly set forth in the attachment to the document.

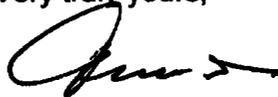
A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease

Also enclosed is a check in the amount of \$41.00 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,



Robert W. Alvord

RWA/sem
Enclosures

SEP 15 '10 -11 30 AM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 24th day of March, 2010, to that certain Master Full Service Railcar Lease dated as of April 8, 2008, between BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company (the "Lessor") and CTS CEMENT, a Nevada corporation (the "Lessee"), is made by the Lessor and the Lessee (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 April 8, 2008, Schedule No. 01 thereto dated as of the same date and Schedule No. 02 dated as of June 9, 2008 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement");

WHEREAS, the Parties have entered into Schedule No. 03 dated as of 3/24 2010, covering the equipment listed on Exhibit A hereto (the "Cars") and wish to show for the public record the existence of Schedule No. 03, 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 set forth below

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 if 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 as set forth below

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By: George Stone
Name: George Stone
Title: Vice President
Date: 3/30/10

CTS CEMENT, as Lessee

By: Walter J. Hoyle
Name: WALTER J. HOYLE
Title: PRESIDENT CTS
Date: 03/24/2010

STATE OF New York)

) SS:

COUNTY OF New York)

On 3/30, 2010 before me, Indra Bedasie Notary Public, personally appeared George Spive, 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

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

STATE OF California

) SS:

COUNTY OF Orange

On March 24, 2010, before me, Elva-I Parra-Talaya, Notary Public, personally appeared Walter S. Hoyle, 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.

Elva I Parra-Talaya

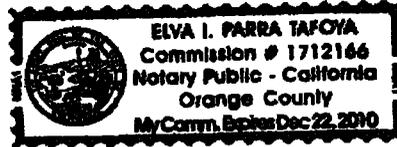


EXHIBIT A

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>	
Fifteen (15)	Pressure Differential Covered Hoppers, 3230 CF, AAR Car Type Code C612, built by Trinity North American Freight Car.	BNBX	122259
		BNBX	122260
		BNBX	122261
		BNBX	122264
		BNBX	122265
		BNBX	122269
		BNBX	122270
		BNBX	122271
		BNBX	122272
		BNBX	122273
		BNBX	122274
		BNBX	122276
		BNBX	122287
		BNBX	122289
		BNBX	122291

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:

9/15/10



Robert W. Alvord