

RECORDATION NO. 27308-K 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:

5 covered hopper railcars within the series BNBX 122263 - BNBX 122281 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 12<sup>th</sup> day of May, 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, Schedule No. 02 dated as of June 9, 2008 and Schedule No. 03 dated March 24, 2010 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement");

WHEREAS, the Parties have entered into Schedule No. 04 dated as of May 12, 2010, covering the equipment listed on Exhibit A hereto (the "Cars") and wish to show for the public record the existence of Schedule No. 04, 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: May 12, 2010

CTS CEMENT, as Lessee

By: Walter J. Foyke  
Name: WALTER J. FOYKE  
Title: President CTS Manufacturing  
Date: 05/10/10

STATE OF New York )

) SS:

COUNTY OF New York )

On 5/12, 2010 before me, Indra Bedasie, Notary Public, personally appeared George Stone, 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, State of New York  
No 01BE6014602  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires October 19, 2010

STATE OF California,

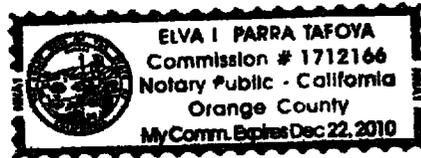
) SS:

COUNTY OF Orange )

On May 11, 2010, before me, Elva I Parra-Tafuya, Notary Public, personally appeared Walter J. Harte 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-Tafuya



**EXHIBIT A**

**MEMORANDUM OF FULL SERVICE RAILCAR LEASE**

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>	
Five (5)	Pressure Differential Covered Hoppers, 3230 CF, 286,000 lbs. gross rail load capacity, AAR Car type code C612, built by Trinity North American Freight Car.	BNBX	122263
		BNBX	122266
		BNBX	122267
		BNBX	122268
		BNBX	122281

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