

FEB 06 '13 -11 49 AM

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

February 1, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

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 November 7, 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 River Road, Suite 5000
Rosemont, IL 60018

Lessee: The Quikrete Companies, Inc.
3490 Piedmont Road
Suite 1300
Atlanta, GA 30305

A description of the railroad equipment covered by the enclosed document is for twenty-three (23) gondola cars; having NDYX 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 \$42.00 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

(QUCO001)

ASSGN. NO.: QUCO001

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MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7 day of November, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Quikrete Companies, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 7, 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 November 7, 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 F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Susan Grolulsky

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 7th day of November, 2012.

[CORPORATE SEAL]

STATE OF Illinois

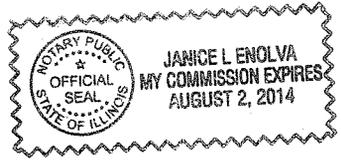
COUNTY OF Cook

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 7th day of November, 2012.

Janice L. Enolva
Notary Public

My Commission Expires:
8-2-2014
(Notary Public)



LESSEE:

THE QUIKRETE COMPANIES, INC.

ATTEST:

By: [Signature]

Name: William R. Magill

By: [Signature]

Title: Chief Operating Officer and
Chief Financial Officer

Name: DAVID JONES

Title: V.P. Finance

Executed on this 2nd day of November, 2012.

[CORPORATE SEAL]

STATE OF GEORGIA

COUNTY OF FULTON

I, CERELIA A. SENFT, a Notary Public of the County and State aforesaid, certify that WILLIAM R. MAGILL 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 2nd day of NOVEMBER, 2012

[Signature]
Notary Public

Commission Expires:

~~Notary Public, Douglas County, Georgia
(My Commission Expires March 12, 2013)~~

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-three (23)

DESCRIPTION OF CARS: Gondola Cars

CAR NUMBERS:

1	NDYX	314923
2	NDYX	316006
3	NDYX	316012
4	NDYX	316021
5	NDYX	316030
6	NDYX	316091
7	NDYX	316117
8	NDYX	316123
9	NDYX	316215
10	NDYX	323001
11	NDYX	323004
12	NDYX	323010
13	NDYX	323017
14	NDYX	323052
15	NDYX	323053
16	NDYX	323070
17	NDYX	323071
18	NDYX	323074
19	NDYX	323075
20	NDYX	323076
21	NDYX	323104
22	NDYX	323107
23	NDYX	323141