

This instrument was prepared by:
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1400 SouthTrust Tower
Birmingham, Alabama 35203

Inst # 2002-00006

01/02/2002-00006
08:14 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
826 CH 95.50

STATE OF ALABAMA)
COUNTY OF SHELBY)

KNOW ALL PERSONS BY THESE PRESENTS:

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE dated as of the 31st day of December, 2001, by and between **Lafarge Building Materials Inc.** (formerly know as Blue Circle Inc.), an Alabama corporation ("Lessor"), and **Peak Lime, Inc.**, a Delaware corporation ("Lessee").

WHEREAS, by instrument entitled "Lime Parcel Owner Long-Term Master Lease Agreement" dated effective the date hereof (the "Effective Date"), Lessor and Lessee entered into a lease (the "Lease") by which Lessor leased to Lessee, and Lessee leased from Lessor, certain leased premises which constitute only a portion of the real property described on Exhibit A attached hereto and made a part hereof, as such leased premises are more specifically set forth and illustrated on Exhibits B, C and D attached hereto and made a part hereof (individually and collectively referred to herein as the "Leased Premises"); and

WHEREAS, Lessor and Lessee desire to execute and acknowledge this MEMORANDUM OF LEASE and to cause the same to be recorded in the office of the Judge of Probate of Shelby County, Alabama.

NOW, THEREFORE, the parties state as follows:

1. NAMES OF THE LESSOR AND LESSEE. The name of the Lessor is Lafarge Building Materials Inc., and the name of the Lessee is Peak Lime, Inc.

2. TERM OF THE LEASE. (a) With respect to the Leased Premises known as the "Storage Area" (which Leased Premises is described on Exhibit B), the term of the Lease shall commence on the Effective Date and end on the earlier to occur of (x) the date which is twenty-

five (25) years from the Effective Date; provided, however, that such term may be extended for one additional five (5) year term, upon notice by Lessee to Lessor no later than three hundred sixty-five (365) days prior to the expiration of the initial twenty-five (25) year term, and (y) the termination of that certain Site Services Agreement by and between Peak Investments, L.L.C. and Lessor, dated as of September 27, 2001, as assigned by Peak Investments, L.L.C. to Lessee (the "Site Services Agreement") pursuant to Sections 2.2(b), (c), (d) and (e) of the Site Services Agreement or pursuant to Section 2.2(a) of the Site Services Agreement (provided that the material breach of the Site Services Agreement permitting the exercise of such Section 2.2(a) is not a material breach by the Lessor).

(a) With respect to each of the Leased Premises known as the "Silo Cells" and the "Load-Out Tanks" (which such Leased Premises are described on Exhibits C and D respectively), the term of the Lease shall commence on the Effective Date and end on the date which is twenty-five (25) years from the Effective Date; provided, however, that such term may be extended for one additional five (5) year term, upon notice by Lessee to Lessor no later than three hundred sixty-five (365) days prior to the expiration of the initial twenty-five (25) year term.

3. LEGAL DESCRIPTIONS OF THE LEASED PREMISES. The specific location of each Leased Premises is set forth on Exhibits B, C and D, which exhibits reflect the "Storage Area," the "Silo Cells" and the "Load-Out Tanks", respectively, as identified on such Exhibits B, C and D.

4. CLARIFICATION REGARDING EXHIBIT A. The parties hereto hereby specifically acknowledge and agree that no portion of the property described on Exhibit A is subject to the Lease, or otherwise affected hereby or thereby, except those areas expressly identified on Exhibits B, C and D. The Lessee shall have no interest whatsoever pursuant to the Lease or hereto in any portion of personal property or real property described on Exhibit A, except as shown on Exhibits B, C and D.


5. EFFECT OF RECORDING. It is the intent of the parties that the recording of this Memorandum of Lease shall have the same effect as recording the Lease itself.

[Remainder of page intentionally left blank; Signature pages follow]

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed, all as of the day and date first above written.

LESSOR:

Lafarge Building Materials Inc.

BY:  _____

Name: Eric Olsen

Title: Authorized Signatory

LESSEE:

Peak Lime, Inc.

BY: 

Name: FRANK J. CLEMENTS

Title: Vice President & Assistant Secretary

STATE OF District of Columbia
COUNTY OF _____

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Eric Olsen, whose name as Authorized Signatory of **Lafarge Building Materials Inc.** (formerly known as Blue Circle Inc.), an Alabama corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this date that, being informed of the contents of the foregoing instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal of office this 19th day of December, 2001.

Notary Public: Janice Roeluch
My Commission Expires: _____

[NOTARIAL SEAL]

My Commission Expires February 14, 2004

STATE OF New York
COUNTY OF New York

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Frank J. Clements, whose name as ^{Vice President and} ~~Assistant Secretary~~ of **Peak Lime, Inc.**, a Delaware corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this date that, being informed of the contents of the foregoing instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal of office this 18th day of December, 2001.

Notary Public: Jacqueline Y. Girard
My Commission Expires: _____

[NOTARIAL SEAL]

JACQUELINE Y. GIRARD
NOTARY PUBLIC, State of New York
No. 01G15021753
Qualified in New York County
Commission Expires Dec. 20, ~~1999~~ 2001

EXHIBIT A
LEGAL DESCRIPTION

CEMENT PARCEL

PARCEL I

Commence at the Northeast corner of Section 23, Township 22 South, Range 3 West and run in a Westerly direction along the North line of said Section for a distance of 1325.94 feet; thence turn a deflection angle of 91 degrees 58 minutes 27 seconds to the left and run in a Southerly direction for a distance of 1335.34 feet to the POINT OF BEGINNING; thence run along last described course for a distance of 3581.36 feet to a point on the Northern most right of way line of Southern Railroad and a point on a curve to the left; said curve having a radius of 5679.85 feet, a central angle of 06 degrees 05 minutes 45 seconds, a deflection angle of 77 degrees 25 minutes 44 seconds to chord for a chord length of 604.01 feet; thence run along arc of said curve and along said Northern-most right of way line for a distance of 604.30 feet; thence turn a deflection angle of 02 degrees 58 minutes 43 seconds to the left from chord and run in a Southeasterly direction along said Northern-most right of way line for a distance of 1978.44 feet to the Northwestern-most right of way line of Shelby County Road Number 23 and a point on a curve to the right; said curve having a radius of 756.20 feet, a central angle of 55 degrees 22 minutes 24 seconds, a deflection angle of 142 degrees 57 minutes 00 seconds to the left to chord for a chord length of 702.72 feet; thence run along arc of said curve and along said Northwestern-most right of way line for a distance of 730.83 feet, thence turn a deflection angle of 27 degrees 41 minutes 12 seconds to the right from chord and run in a Northwesterly direction along said Northwestern-most right of way line for a distance of 1418.90 feet to a point on a curve to the right; said curve having a radius of 1185.92 feet, a central angle of 34 degrees 41 minutes 00 seconds, a chord length of 706.97 feet; thence run along arc of said curve and along said Northwestern-most right of way line for a distance of 717.88 feet; thence turn a deflection angle of 17 degrees 20 minutes 30 seconds to the right from chord and run in a Northeasterly direction along said Northwestern-most right of way line for a distance of 695.00 feet to a point on a curve to the right; said curve having a radius of 5769.58 feet, a central angle of 02 degrees 25 minutes 31 seconds, a chord length of 244.21 feet; thence run along arc of said curve and along said Northwestern-most right of way line for a distance of 244.23 feet; thence leaving said Northwestern-most right of way line, turn a deflection angle of 108 degrees 04 minutes 31 seconds to the left from chord and run in a Westerly direction for a distance of 342.96 feet; thence turn a deflection angle of 87 degrees 31 minutes 32 seconds to the right and run in a Northerly direction for a distance of 501.01 feet; thence turn a deflection angle of 87 degrees 26 minutes 57 seconds to the left and run in a Westerly direction for a distance of 318.02 feet to a point on the East boundary of said Section 23; thence turn a deflection angle of 00 degrees 15 minutes 08 seconds to the left and run in a Westerly direction for a distance of 1343.53 feet to the POINT OF BEGINNING. Said parcel contains 6,840,883 square feet or 157.05 acres more or less. Less and except any portion lying within the Southern Railroad Right of Way and the Shelby County Road Number 23 Right of Way.

PARCEL II

Commence at the Northwest corner of Section 18, Township 22 South, Range 2 West, Shelby County, Alabama and run in an Easterly direction along the North line of said Section for a distance of 1110.56 feet to the POINT OF BEGINNING; thence run along last described course for a distance of 284.45 feet; thence turn a deflection angle of 88 degrees 01 minutes 03 seconds to the right and run in a Southwesterly direction for a distance of 2255.58 feet to a point on the Northern most-right of way line of Shelby County Road Number 16; thence turn a deflection angle of 117 degrees 58 minutes 48 seconds to the right and run in a Northwesterly direction along said Northern most right of way line for a distance of 1117.12 feet; thence leaving said Northern-most right of way line, turn a deflection angle of 83 degrees 59 minutes 03 seconds to the right and run in a Northeasterly direction for a distance of 1877.59 feet to the POINT OF BEGINNING. Said parcel contains 1,363,578 square feet or 31.30 acres more or less. Less and except any portion lying within the Shelby County Road Number 16 Right of Way.

PARCEL III

Commence at the Northwest corner of Section 24, Township 22 South, Range 3 West, Shelby County, Alabama and run in an Easterly direction along the North line of said Section for a distance of 1320.77 feet; thence turn a deflection angle of 92 degrees 42 minutes 05 seconds to the left and run in a Northerly direction for a distance of 1996.58 feet to the POINT OF BEGINNING; thence run along last described course for a distance of 1394.78 feet; thence turn a deflection angle of 92 degrees 47 minutes 54 seconds to the right and run in a Southeasterly direction for a distance of 1656.90 feet; thence turn a deflection angle of 92 degrees 37 minutes 48 seconds to the left and run in a Northeasterly direction for a distance of 599.25 feet; thence turn a deflection angle of 92 degrees 36 minutes 35 seconds to the right and run in an Easterly direction for a distance of 995.04 feet; thence turn a deflection angle of 92 degrees 38 minutes 01 seconds to the left and run in a Northerly direction for a distance of 540.58 feet to a point on a curve to the left and a point on the Southwestern-most right of way line of Shelby County Road Number 16; said curve having a radius of 1981.34 feet, a central angle of 15 degrees 55 minutes 28 seconds, a chord length of 548.91 feet thence run along arc of said curve and along said Southwestern-most right of way line for a distance of 550.68 feet to a point on the Western-most right of way line of Shelby County Road Number 23; thence turn a deflection angle of 99 degrees 08 minutes 01 seconds to the right from chord and run in a Southwesterly direction along said Western-most right of way line for a distance of 2795.50 feet to a point on a curve to the left; said curve having a radius of 1949.86 feet, a central angle of 17 degrees 45 minutes 19 seconds, a chord length of 601.82 feet; thence run along arc of said curve and along said Western-most right of way line for a distance of 604.23 feet; thence turn a deflection angle of 46 degrees 52 minutes 07 seconds to the right from chord and run in a Northwesterly direction for a distance of 317.64 feet to the POINT OF BEGINNING. Said parcel contains 2,113,786 square feet or 48.53 acres more or less. Less and except any portion lying within the Shelby County Road Number 16 Right of Way and the Shelby County Road Number 23 Right of Way.

PARCEL IV

Commence at the Northwest corner of the Northwest one-quarter of the Northeast one-quarter of Section 5, Township 24 North, Range 13 East, Shelby County, Alabama and run in a Southerly direction along the West line of said quarter-quarter for a distance of 1199.33 feet to the POINT OF BEGINNING, said point being Southern-most right of way line of Southern Railroad; thence run along last described course for a distance of 104.07 feet; thence turn a deflection angle of 84 degrees 29 minutes 03 seconds to the right and run in a Southwesterly direction for a distance of 210.00 feet; thence turn a deflection angle of 84 degrees 29 minutes 03 seconds to the left and run in a Southerly direction for a distance of 210.00 feet to a point on the Northern-most right of way line of Alabama State Highway Number 25; thence turn a deflection angle of 84 degrees 29 minutes 03 seconds to the right and run in a Southwesterly direction along said Northern-most right of way line for a distance of 854.32 feet; thence turn a deflection angle of 02 degrees 52 minutes 24 seconds to the right and run in a Southwesterly direction along said Northern-most right of way line for a distance of 100.12 feet; thence turn a deflection angle of 02 degrees 51 minutes 45 seconds to the left and run in a Southwesterly direction along said Northern-most right of way line for a distance of 800.00 feet; thence turn a deflection angle of 02 degrees 51 minutes 45 seconds to the right and run in a Southwesterly direction along said Northern-most right of way line for a distance of 200.25 feet; thence turn a deflection angle of 31 degrees 25 minutes 28 seconds to the right and run in a Northwesterly direction along said Northern-most right of way line for a distance of 88.06 feet to a point on the Eastern-most right of way line of Shelby County Highway Number 23; thence turn a deflection angle of 55 degrees 48 minutes 20 seconds to the right and run in a Northerly direction along said Eastern-most right of way line for a distance of 32.17 feet to a point on a curve to the right; said curve having a radius of 2824.79 feet, a central angle of 13 degrees 00 minutes 00 seconds, a chord length of 639.55 feet; thence run along arc of said curve and along said Eastern-most right of way line for a distance of 640.92 feet; thence run in a Northeasterly direction along said Eastern-most right of way line and tangent to said curve for a distance of 202.60 feet to a point on a curve to the left; said curve having a radius of 289.11 feet, a central angle of 40 degrees 47 minutes 02 seconds, a chord length of 201.47 feet; thence run along arc of said curve and along said Eastern-most right of way line for a distance of 205.79 feet to a point on the Southern-most right of way line of Southern Railroad; thence turn a deflection angle of 117 degrees 55 minutes 24 seconds to the right from chord and run in a Southeasterly direction along said Southern-most right of way line for a distance of 2216.94 feet to a point on a curve to the left; said curve having a radius of 3868.69 feet, a central angle of 01 degrees 33 minutes 08 seconds, a chord length of 104.80 feet; thence run along arc of said curve and along said Southern-most right of way line for a distance of 104.80 feet to the POINT OF BEGINNING. Said parcel contains 1,555,207 square feet or 35.70 acres more or less. Less and except any portion lying within the Alabama State Highway Number 25 Right of Way, the Shelby County Highway Number 23 Right of Way and the Southern Railroad Right of Way.

PARCEL V

Commence at the Northwest corner of Section 24, Township 22 South, Range 3 West, Shelby County, Alabama and run in an Easterly direction along the North line of said Section for a distance of 1320.77 feet to the POINT OF BEGINNING; thence run along last described course for a distance of 1981.72 feet; thence turn a deflection angle of 92 degrees 43 minutes 29 seconds to the left and run in a Northerly direction for a distance of 2661.65 feet; thence turn a deflection angle of 87 degrees 18 minutes 17 seconds to the left and run in a Westerly direction for a distance of 662.94 feet; thence turn a deflection angle of 92 degrees 44 minutes 21 seconds to the left and run in a Southerly direction for a distance of 664.74 feet; thence turn a deflection angle of 92 degrees 45 minutes 28 seconds to the right and run in a Westerly direction for a distance of 908.84 feet to a point on a curve to the right and a point on the Southeastern-most right of way line of Shelby County Road Number 23; said curve having a radius of 1869.86 feet, a central angle of 16 degrees 04 minutes 07 seconds, a deflection angle right of 133 degrees 58 minutes 29 seconds to the chord and a chord length of 522.69 feet; thence run along the arc of said curve and along said Southeastern-most right of way line for a distance of 524.41 feet; thence turn a deflection angle of 08 degrees 02 minutes 02 seconds to the right from chord and run in a Northeasterly direction along said Southeastern-most right of way line for a distance of 2822.12 feet to a point on a curve to the left and a point on the Southwestern-most right of way line of Shelby County Road Number 16; said curve having a radius of 1949.86 feet, a central angle of 06 degrees 17 minutes 08 seconds, a deflection angle right of 67 degrees 13 minutes 42 seconds to the chord, a chord length of 213.80 feet; thence run along the arc of said curve and along said Southwestern-most right of way line for a distance of 213.91 feet; thence turn a deflection angle of 03 degrees 08 minutes 58 seconds to the left from chord and run in a Southeasterly direction along said Southwestern-most right of way line for a distance of 34.02 feet; thence leaving said Southwestern-most right of way line, turn a deflection angle of 61 degrees 16 minutes 07 seconds to the right and run in a Southerly direction for a distance of 722.06 feet; thence turn a deflection angle of 87 degrees 20 minutes 41 seconds to the left and run in a Southeasterly direction for a distance of 663.51 feet; thence turn a deflection angle of 92 degrees 38 minutes 14 seconds to the left and run in a Northeasterly direction for a distance of 389.39 feet to a point on said Southwestern-most right of way line; thence turn a deflection angle of 118 degrees 42 minutes 48 seconds to the right and run in a Southeasterly direction along said Southwestern-most right of way line for a distance of 3260.89 feet to a point on a curve to the left; said curve having a radius of 5769.58 feet, a central angle of 00 degrees 45 minutes 49 seconds, a chord length of 76.88 feet; thence run along the arc of said curve and along said Southwestern-most right of way line for a distance of 76.88 feet; thence leaving said Southwestern-most right of way line, turn a deflection angle of 61 degrees 54 minutes 43 seconds to the right from chord and run in a Southwesterly direction for a distance of 2173.61 feet; thence turn a deflection angle of 92 degrees 01 minutes 52 seconds to the right and run in a Northwesterly direction for a distance of 263.79 feet; thence turn a deflection angle of 92 degrees 19 minutes 07 seconds to the left and run in a Southwesterly direction for a distance of 1328.10 feet; thence turn a deflection angle of 92 degrees 09 minutes 01 seconds to the right and run in a Northwesterly direction for a distance of 1013.01 feet to the top of the mountain; thence turn a deflection angle of 78 degrees 33 minutes 18 seconds to the left and run in a Southwesterly direction along said mountain for a distance of 2360.82 feet; thence turn a deflection angle of 88 degrees 04 minutes 57 seconds to the left and run in a Southeasterly direction for a distance of

2163.18 feet; thence turn a deflection angle of 39 degrees 00 minutes 00 seconds to the right and run in a Southeasterly direction for a distance of 494.25 feet to the centerline of a creek; thence run along said centerline of creek as follows: turn a deflection angle of 37 degrees 20 minutes 00 seconds to the right and run in a Southwesterly direction for a distance of 26.25 feet; thence turn a deflection angle of 83 degrees 30 minutes 29 seconds to the right and run in a Southwesterly direction for a distance of 125.37 feet; thence turn a deflection angle of 54 degrees 44 minutes 24 seconds to the left and run in a Southwesterly direction for a distance of 66.32 feet; thence turn a deflection angle of 48 degrees 45 minutes 42 seconds to the right and run in a Southwesterly direction for a distance of 52.66 feet; thence turn a deflection angle of 19 degrees 16 minutes 22 seconds to the left and run in a Southwesterly direction for a distance of 66.45 feet to the end of said centerline of creek; thence turn a deflection angle of 150 degrees 54 minutes 43 seconds to the left and run in a Northeasterly direction for a distance of 147.16 feet; thence turn a deflection angle of 86 degrees 40 minutes 28 seconds to the right and run in a Southeasterly direction for a distance of 775.76 feet; thence turn a deflection angle of 91 degrees 23 minutes 00 seconds to the right and run in a Southwesterly direction for a distance of 1002.50 feet; thence turn a deflection angle of 88 degrees 45 minutes 18 seconds to the right and run in a Northwesterly direction for a distance of 809.69 feet; thence turn a deflection angle of 86 degrees 48 minutes 45 seconds to the left and run in a Southwesterly direction for a distance of 1060.88 feet to the centerline of a creek; thence run along said centerline of creek as follows: turn a deflection angle of 89 degrees 01 minutes 04 seconds to the left and run in a Southwesterly direction for a distance of 130.25 feet; thence turn a deflection angle of 32 degrees 01 minutes 26 seconds to the right and run in a Southwesterly direction for a distance of 264.14 feet; thence turn a deflection angle of 49 degrees 27 minutes 18 seconds to the right and run in a Southwesterly direction for a distance of 120.76 feet; thence turn a deflection angle of 89 degrees 47 minutes 59 seconds to the left and run in a Southeasterly direction for a distance of 449.08 feet; thence turn a deflection angle of 65 degrees 31 minutes 10 seconds to the right and run in a Southwesterly direction for a distance of 147.22 feet; thence turn a deflection angle of 86 degrees 32 minutes 02 seconds to the left and run in a Southeasterly direction for a distance of 163.37 feet; thence turn a deflection angle of 93 degrees 16 minutes 38 seconds to the right and run in a Southwesterly direction for a distance of 183.81 feet; thence turn a deflection angle of 42 degrees 00 minutes 18 seconds to the left and run in a Southwesterly direction for a distance of 284.81 feet; thence turn a deflection angle of 46 degrees 54 minutes 37 seconds to the right and run in a Southwesterly direction for a distance of 67.40 feet to a point on the Northern-most right of way line of Southern Railroad and to the end of said centerline of creek; thence turn a deflection angle of 32 degrees 24 minutes 16 seconds to the right and run in a Northwesterly direction for a distance of 1241.08 feet to a point on a curve to the right; said curve having a radius of 3768.69 feet, a central angle of 03 degrees 27 minutes 17 seconds, a chord length of 227.21 feet; thence run along arc of said curve and along said Northern-most right of way line for a distance of 227.24 feet to a point on a compound curve to the right; said curve having a radius of 670.00 feet, a central angle of 41 degrees 05 minutes 20 seconds, a chord length of 470.25 feet; thence run along the arc of said curve and along said Northern-most right of way line for a distance of 480.48 feet; thence turn a deflection angle of 69 degrees 27 minutes 20 seconds to the left from chord and run in a Southwesterly direction radial to said curve for a distance of 100.00 feet to a point on a curve to the left; said curve having a radius of 770.00 feet, a central angle of 11 degrees 19 minutes 12 seconds, a chord length of 151.88 feet; thence run along the arc of said curve and along said Northern-most right of way line for a distance of 152.13 feet; thence turn a deflection angle of 144 degrees 49 minutes 05

seconds to the right from chord and run in a Northwesterly direction for a distance of 133.82 feet; thence turn a deflection angle of 90 degrees 00 minutes 00 seconds to the right and run in a Northeasterly direction along said Northern-most right of way line for a distance of 50.00 feet; thence turn a deflection angle of 90 degrees 00 minutes 00 seconds to the left and run in a Northwesterly direction along said Northern-most right of way line for a distance of 2085.40 feet to a point on a curve to the left; said curve having a radius of 5829.96 feet, a central angle of 01 degrees 37 minutes 56 seconds, a chord length of 166.08 feet; thence run along the arc of said curve and along said Northern most right of way line for a distance of 166.09 feet; thence turn a deflection angle of 90 degrees 48 minutes 58 seconds to the left from chord and run in a Southwesterly direction along said Northern-most right of way line and radial to said curve for a distance of 50.00 feet to a point on a curve to the left; said curve having a radius of 5779.96 feet, a central angle of 02 degrees 21 minutes 56 seconds, a chord length of 238.62 feet; thence run along arc of said curve and along said Northern-most right of way line for a distance of 238.63 feet to a point on the Eastern-most right of way line of Shelby County Road Number 23; thence turn a deflection angle of 51 degrees 41 minutes 07 seconds to the right from chord and run in a Northwesterly direction along said Eastern-most right of way line for a distance of 38.05 feet; thence turn a deflection angle of 47 degrees 39 minutes 00 seconds to the left and run in a Northwesterly direction along said Eastern-most right of way line for a distance of 403.96 feet to the point of commencement of a curve to the right; said curve having a radius of 676.20 feet, a central angle of 58 degrees 27 minutes 00 seconds, a chord length of 660.30 feet; thence run along the arc of said curve and along said Eastern-most right of way line for a distance of 689.82 feet; thence turn a deflection angle of 29 degrees 13 minutes 30 seconds to the right from chord and run in a Northwesterly direction along said Eastern-most right of way line for a distance of 1418.90 feet to a point on a curve to the right; said curve having a radius of 1105.92 feet, a central angle of 34 degrees 41 minutes 00 seconds, a chord length of 659.28 feet; thence run along arc of said curve and along said Eastern-most right of way line for a distance of 669.46 feet; thence turn a deflection angle of 17 degrees 20 minutes 30 seconds to the right from chord and run in a Northeasterly direction along said Eastern-most right of way line for a distance of 695.00 feet to a point on a curve to the right; said curve having a radius of 5689.58 feet, a central angle of 08 degrees 08 minutes 57 seconds, a chord length of 808.53 feet; thence run along the arc of said curve and along said Eastern-most right of way line for a distance of 809.21 feet; thence leaving said Eastern-most right of way line, turn a deflection angle of 69 degrees 08 minutes 52 seconds to the right from chord and run in a Southeasterly direction for a distance of 739.01 feet; thence turn a deflection angle of 92 degrees 35 minutes 57 seconds to the left and run in a Northeasterly direction for a distance of 823.25 feet; thence turn a deflection angle of 87 degrees 23 minutes 30 seconds to the left and run in a Northwesterly direction for a distance of 414.16 feet to a point on a curve to the left and a point on said Eastern-most right of way line; said curve having a radius of 1472.39 feet, a central angle of 08 degrees 18 minutes 32 seconds a deflection angle right of 91 degrees 25 minutes 23 seconds to the chord and a chord length of 213.34 feet; thence run along the arc of said curve and along said Eastern-most right of way line for a distance of 213.52 feet; thence turn a deflection angle of 04 degrees 09 minutes 16 seconds to the left from chord and run in a Northeasterly direction for a distance of 296.29 feet to the POINT OF BEGINNING. Said parcel contains 52,546,459 square feet, or 1,206.30 acres more or less. Less and except any portion lying within the Shelby County Road Number 16 Right of Way, the Shelby County Road Number 23 Right of Way and the Southern Railroad Right of Way.

LESS & EXCEPT

Less and Except a parcel of land situated in the East one-half of Section 24, Township 22 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Northwest corner of said Section 24 and run in an Easterly direction for a distance of 4343.07 feet; thence deflect right 90 degrees 00 minutes 00 seconds and run in a Southerly direction for a distance of 1741.47 feet to the POINT OF BEGINNING; thence turn a deflection angle left of 71 degrees 36 minutes 40 seconds and run in a Southeasterly direction for a distance of 143.14 feet; thence turn a deflection angle right 87 degrees 19 minutes 33 seconds and run in a Southwesterly direction for a distance of 349.80 feet; thence turn a deflection angle left 82 degrees 23 minutes 24 seconds and run in a Southeasterly direction for a distance of 128.57 feet; thence turn a deflection angle right 68 degrees 06 minutes 10 seconds and run in a Southeasterly direction for a distance of 118.84 feet; thence turn a deflection angle right 57 degrees 35 minutes 44 seconds and run in an Southwesterly direction for a distance of 117.94 feet; thence turn a deflection angle left 81 degrees 03 minutes 18 seconds and run in a Southeasterly direction for a distance of 57.48 feet; thence deflect left 76 degrees 24 minutes 56 seconds and run in a Northeasterly direction for a distance of 155.33 feet; thence turn a deflection angle right 97 degrees 59 minutes 12 seconds and run in a Southerly direction for a distance of 103.44 feet; thence turn a deflection angle to the left 91 degrees 23 minutes 27 seconds and run in an Easterly direction for a distance of 39.63 feet; thence turn a deflection angle right 89 degrees 39 minutes 01 seconds and run in a Southerly direction for a distance of 508.09 feet; thence turn a deflection angle right 90 degrees 22 minutes 20 seconds and run in a Westerly direction for a distance of 250.00 feet; thence turn a deflection angle right 33 degrees 54 minutes 03 seconds and run in a Northwesterly direction for a distance of 200.00 feet; thence turn a deflection angle right 51 degrees 44 minutes 59 seconds and run in a Northwesterly direction for a distance of 174.34 feet; thence turn a deflection angle left 10 degrees 27 minutes 00 seconds and run in a Northwesterly direction for a distance of 137.43 feet; thence turn a deflection angle right 07 degrees 55 minutes 39 seconds and run in a Northwesterly direction for a distance of 104.00 feet; thence turn a deflection angle right 07 degrees 19 minutes 02 seconds and run in a Northerly direction for a distance of 26.18 feet; thence turn a deflection angle left 65 degrees 41 minutes 29 seconds and run in a Northwesterly direction for a distance of 209.97 feet; thence turn a deflection angle right 55 degrees 21 minutes 29 seconds and run in a Northwesterly direction for a distance of 215.90 feet; thence turn a deflection angle right 14 degrees 11 minutes 09 seconds and run in a Northeasterly direction for a distance of 116.51 feet; thence turn a deflection angle to the right 30 degrees 41 minutes 51 seconds and run in a Northeasterly direction for a distance of 62.00 feet; thence turn a deflection angle to the right 56 degrees 17 minutes 46 seconds and run in an Easterly direction for a distance of 268.72 feet; thence turn a deflection angle to the left 71 degrees 51 minutes 42 seconds and run in a Northeasterly direction for a distance of 212.97 feet; thence turn a deflection angle to the right 34 degrees 33 minutes 40 seconds and run in a Northeasterly direction for a distance of 87.09 feet to the POINT OF BEGINNING. Said parcel contains 515,400 square feet or 11.83 acres more or less.

LESS & EXCEPT

Less and except a parcel of land situated in the East one-half of Section 24, Township 22 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Northwest corner of said Section 24 and run in an Easterly direction for a distance of 4518.22 feet; thence deflect right 87 degrees 47 minutes 56 seconds and run in a Southerly direction for a distance of 3077.73 feet; thence turn a deflection angle right 90 degrees 31 minute 14 seconds and run in a Westerly direction for a distance of 24.54 feet to the POINT OF BEGINNING; thence turn a deflection angle left 91 degrees 33 minutes 09 seconds and run in a Southerly direction for a distance of 293.97 feet; thence turn a deflection angle right 89 degrees 33 minutes 42 seconds and run in a Westerly direction for a distance of 82.55 feet to a point lying Easterly of CSX Railroad Track currently in place and the beginning of a curve to the right, said curve having a radius of 1620.79 feet, a central angle of 04 degrees 13 minutes 51 seconds, a chord distance of 119.66 feet and a deflection angle right to chord of 84 degrees 54 minutes 40 seconds; thence run along arc of said curve, and 30 feet parallel to centerline of said CSX Railroad, in a Northerly direction for a distance of 119.69 feet; thence turn a deflection angle right from chord of 05 degrees 39 minutes 47 seconds and run in a Northerly direction 30 feet parallel to centerline of said CSX Railroad for a distance of 178.04 feet; thence turn a deflection angle right 91 degrees 24 minutes 59 seconds and run in an easterly direction for a distance of 93.69 feet to the point of beginning. Said parcel contains 27,173 square feet or 0.62 acres, more or less.

PARCEL VI

Commence at the Northwest corner of the Northwest one-quarter of the Northeast one-quarter of Section 5, Township 24 North, Range 13 East, Shelby County, Alabama and run in a Southerly direction along the West line of said quarter-quarter for a distance of 1199.33 feet to a point on a curve to the left and a point on the Southern-most right of way line of Southern Railroad; said curve having a radius of 3868.69 feet, a central angle of 02 degrees 08 minutes 52 seconds, a deflection angle of 77 degrees 30 minutes 26 seconds to the left to chord for a chord length of 145.02 feet; thence run along arc of said curve and along said Southern-most right of way for a distance of 145.03 feet; thence turn a deflection angle of 01 degrees 04 minutes 26 seconds to the left from chord and run in a Southeasterly direction along said Southern-most right of way line for a distance of 431.14 feet to the POINT OF BEGINNING; thence run along last described course for a distance of 794.59 feet; thence leaving said Southern-most right of way line, turn a deflection angle of 93 degrees 09 minutes 56 seconds to the right and run in a Southwesterly direction along said Southern-most right of way line for a distance of 28.19 feet; thence turn a deflection angle of 62 degrees 25 minutes 01 seconds to the left and run in a Southeasterly direction for a distance of 46.88 feet; thence turn a deflection angle of 50 degrees 41 minutes 25 seconds to the right and run in a Southerly direction for a distance of 10.53 feet; thence turn a deflection angle of 90 degrees 00 minutes 00 seconds to the right and run in a Northwesterly direction for a distance of 32.90 feet; thence turn a deflection angle of 90 degrees 00 minutes 00 seconds to the right and run in a Northerly direction for a distance of 25.00 feet; thence turn a deflection angle of 90 degrees 00 minutes 00 seconds to the left and run in a Westerly direction for a distance of 325.00 feet; thence turn a deflection angle of 30 degrees 57 minutes 50 seconds to the right and run in a Northwesterly direction for a distance of 116.62 feet; thence turn a deflection angle of 36 degrees 22 minutes 02 seconds to the left and run in a Westerly direction for a distance of 82.82 feet; thence turn a deflection angle of 34 degrees 53 minutes 46 seconds to the left and run in a Southwesterly direction for a distance of 86.52 feet; thence turn a deflection angle of 40 degrees 01 minutes 33 seconds to the right and run in a Westerly direction for a distance of 225.74 feet to a point on a curve to the left, said curve having a radius of 1874.90, a central angle of 00 degrees 33 minutes 20 seconds, a deflection angle left of 00 degrees 07 minutes 18 seconds to the chord of said curve for a chord length of 18.18 feet; thence run in a Westerly direction along the arc of said curve and along said right of way line for a distance of 18.18 feet; thence leaving said right of way line turn a deflection angle of 101 degrees 57 minutes 24 seconds to the right from chord of said curve and run in a Northeasterly direction for a distance of 169.52 feet to the POINT OF BEGINNING. Said parcel contains 75,282 square feet or 1.73 acres more or less. Less and except any portion lying within the Southern Railroad Right of Way.

EXHIBIT B
STORAGE AREA DESCRIPTION

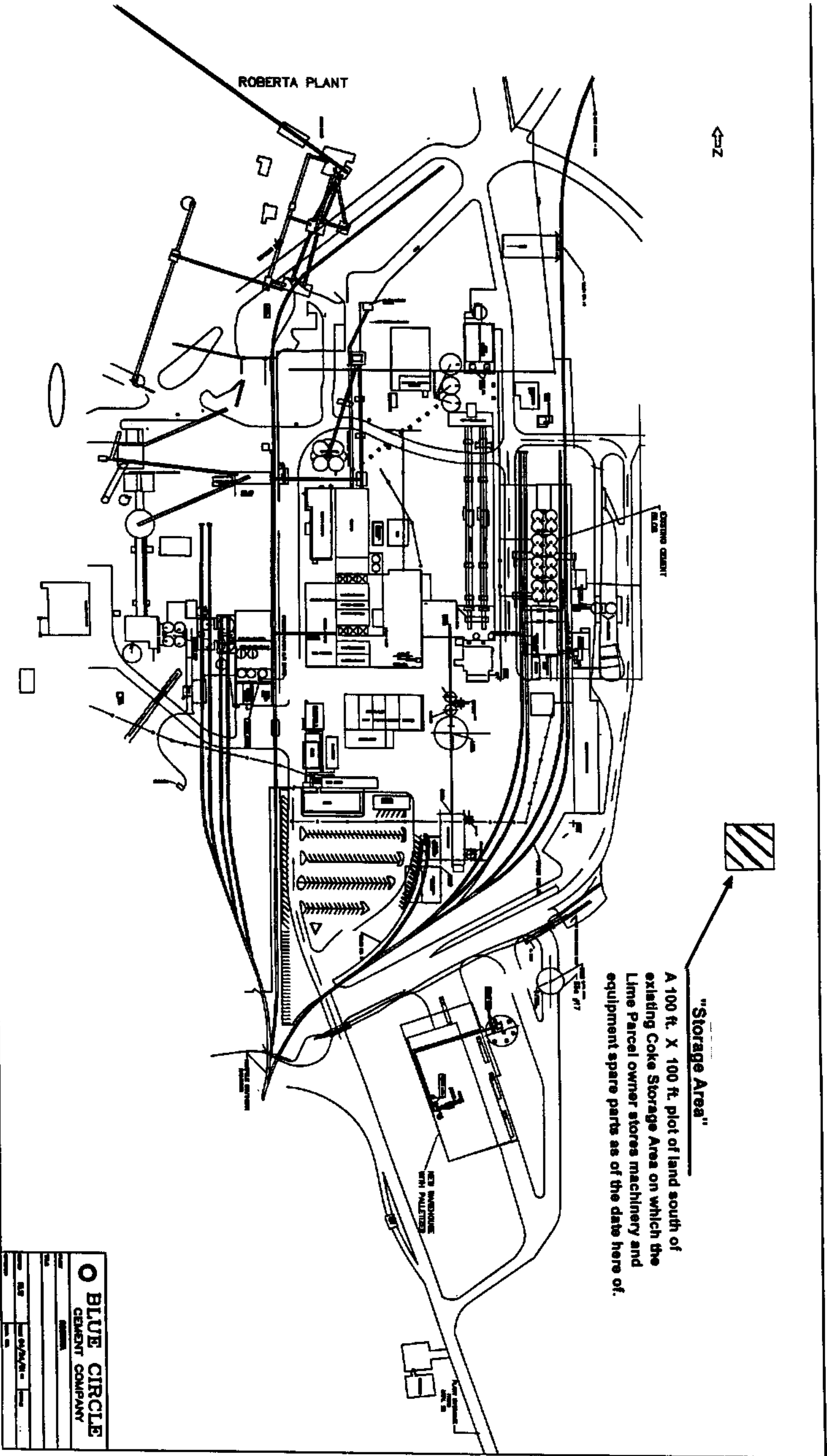
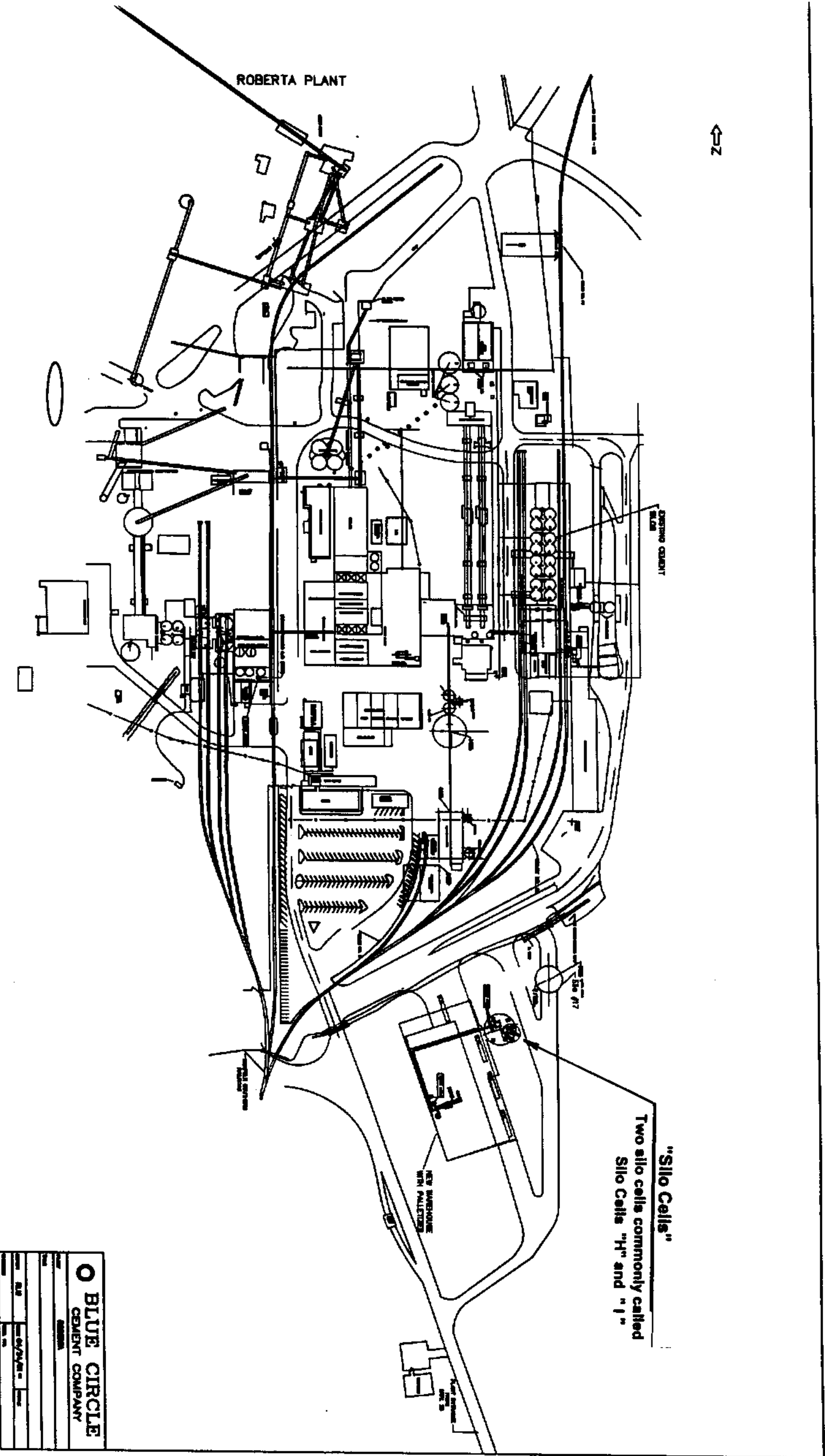


EXHIBIT C
SILO CELLS DESCRIPTION

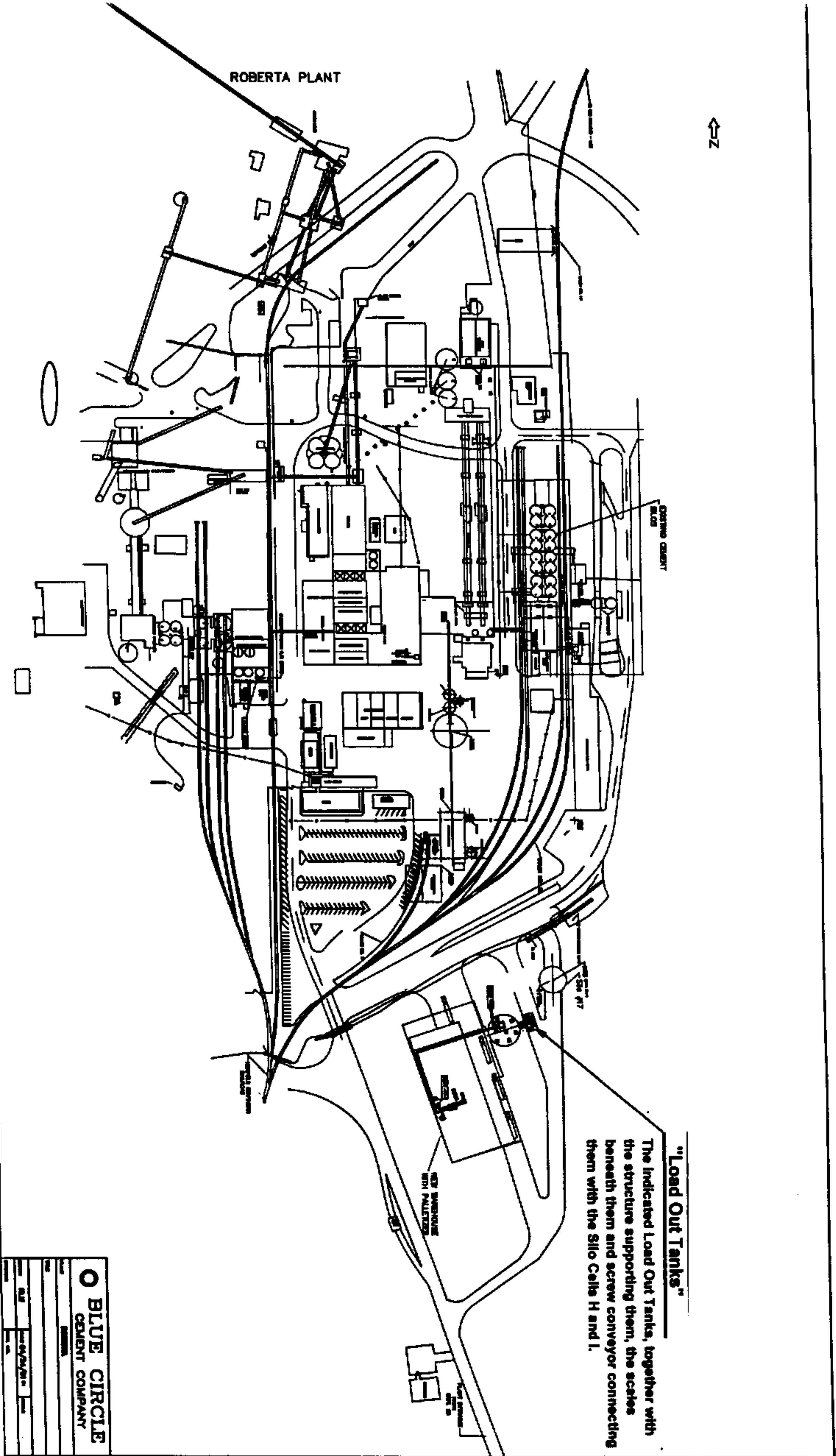
22



O BLUE CIRCLE	
CEMENT COMPANY	
DATE	
BY	
CHECKED BY	
APPROVED BY	

EXHIBIT D
LOAD-OUT TANKS DESCRIPTION

BLUE CIRCLE CEMENT COMPANY	
DATE	01/02/2002
BY	01/02/2002
REVISION	



Inst # 2002-00006

01/02/2002-00006

08:14 AM CERTIFIED

SHERIDAN COUNTY JUDGE OF PROBATE

024 CH 95.50