

THIS LEASE, made this 1st day of May 1975,  
by and between UNITED STATES LEASING CORPORATION, a California corporation, with  
its head office at 633 Battery Street, San Francisco, California 94111, hereinafter  
called "Lessor" and

SOUTHERN INDUSTRIES CORPORATION, SOUTHERN STONE CO., INC. AND

RADCLIFF MATERIALS, INC.  
hereinafter called "Lessee".

W I T N E S S E T H

1. That for a term of 96 months commencing on May 1, 1975  
with rental as follows: Five Thousand One Hundred Twenty-four and 47/100 Dollars  
(5,124.47) per month  
Lessor has leased and does hereby lease to Lessee and Lessee leases from Lessor all  
of the following equipment and other property:

- 1 TEREX Model 82-20 Dozer, S/N 61609 equipped with  
Detroit Diesel 6V-71T Engine, Allison TC-450-3E  
Transmission, 20" Track Shoes
- 1 EUCLID Model R-35 Rear Dump Truck, S/N 65484  
equipped with Detroit Diesel 12V-71N Engine,  
Allison CLBT-5860 Full Powershift Transmission
- 1 "Caterpillar" 988 Wheel Loader, TTCO Arrangement  
with 6 yd. Rock Bucket, with teeth, back-up alarm,  
chains and calcium chlorida in 4 tires, S/N 87A8340

2. Further terms and conditions of the lease are set forth in that certain  
lease between Lessor and Lessee dated April 21, 1975,  
as supplemented by schedule thereto which are herein incorporated by reference.

3. The above described equipment and other property is located or used in  
connection with that certain real property situated in the County of Shelby  
State of Alabama, and described as follows:

Maylene, Alabama

19750609000027340 1/4 \$.00  
Shelby Cnty Judge of Probate, AL  
06/09/1975 12:00:00AM FILED/CERT

4. This lease has been assigned to Crocker McAlister Equipment Leasing Inc.

IN WITNESS WHEREOF, the parties hereto have executed these presents, the day and  
year first above written.

UNITED STATES LEASING CORPORATION

[Signature]  
Title Assistant Vice President  
By [Signature]  
Title Vice President  
Lessor

SOUTHERN INDUSTRIES CORPORATION  
Lessee

By [Signature]  
Kenneth J. Reid, Vice President  
By [Signature]  
Selden S. Kearns, Vice President  
(Seal)

SOUTHERN STONE CO., INC.  
Lessee

By [Signature]  
Kenneth J. Reid, Vice President  
By [Signature]  
Selden S. Kearns, Vice President  
(Seal)

RADCLIFF MATERIALS, INC

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ACKNOWLEDGMENT FOR CORPORATION

STATE OF California, COUNTY OF San Francisco SS:

On this 5th day of May, in the year 1975, before me Carly G. Emmons a Notary Public in and for said county, personally appeared S. G. Nobrega & G. O. Duval known to me to be the Asst Vice President & Vice President of the corporation that executed the (Title)

within instrument, and known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its Board of Directors.

CARLY G. EMMONS

San Francisco COUNTY, California (State)

My Commission Expires: MY COMMISSION EXPIRES JANUARY 23, 1977

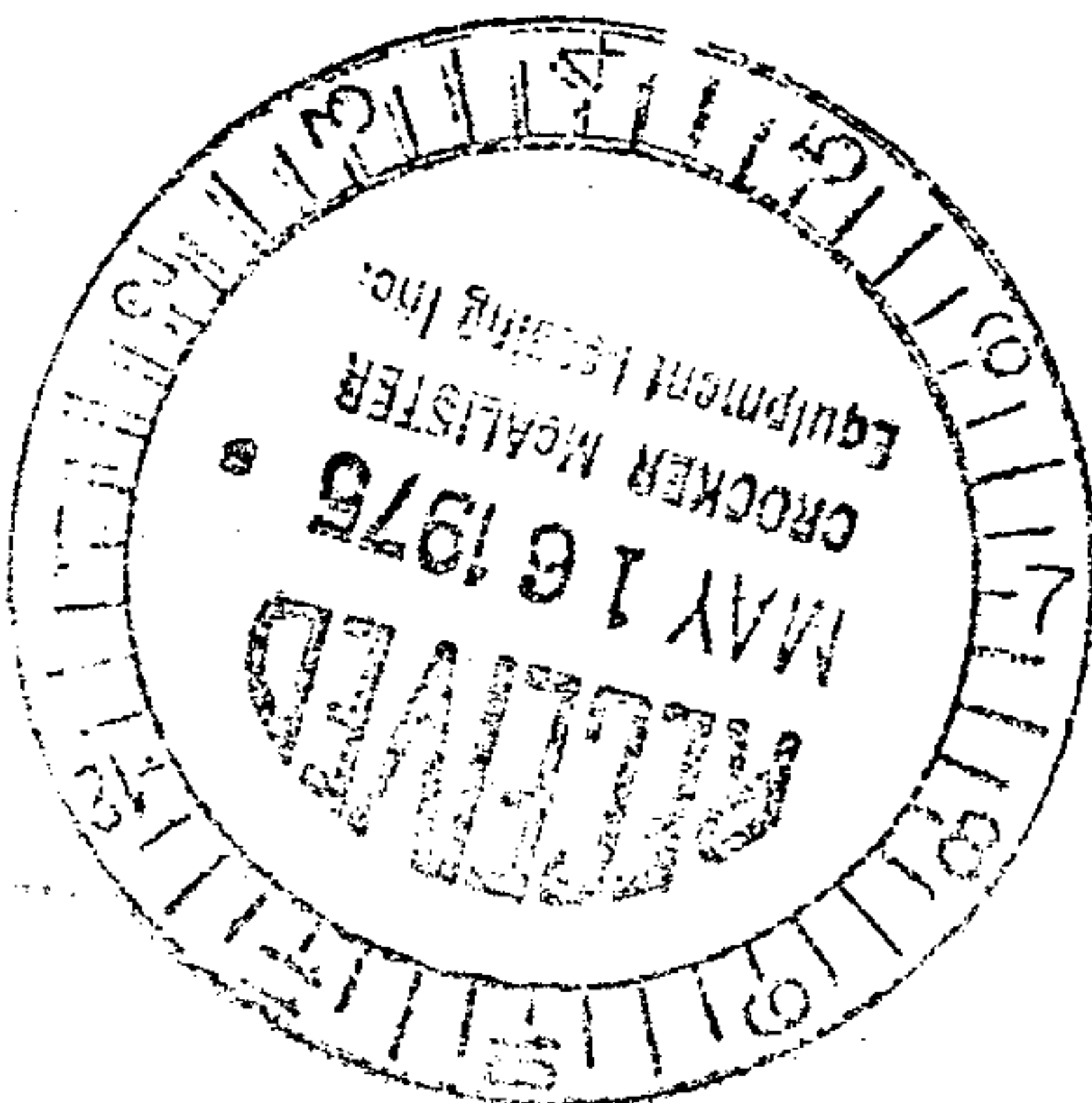


19750609000027340 2/4 \$ .00  
Shelby Cnty Judge of Probate, AL  
06/09/1975 12:00:00AM FILED/CERT

personally appeared Kenneth J. Reid, in the year 1975, before Geraldine Crosby a Notary Public in and for said county, Vice President of the corporation that executed the (Title)

within instrument, and known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its Board of Directors.

Geraldine Crosby Mobile COUNTY, Alabama (Notary Public) (State)  
(Notarial Seal) My Commission Expires: June 5, 1977



## INDENTURE AND BILL OF SALE

This Indenture and Bill of Sale, dated the 1st day of May 1975

from SOUTHERN STONE CO., INC. a corporation  
hereinafter called "Seller" to CROCKER McALISTER EQUIPMENT LEASING INC., a California  
corporation hereinafter called "CMEL".

## W I T N E S S E T H

In consideration of the receipt of \$1.00 and other valuable consideration, the receipt of which is hereby acknowledged, Seller does hereby sell, assign, transfer, convey and deliver to the Crocker McAlister Equipment Leasing Inc., a California corporation, all property and equipment of whatsoever kind or character listed, described or otherwise referred to in "Exhibit A" a copy of which is attached hereto and incorporated herein by this reference with the same force and effect as set forth herein in.

Seller covenants and warrants that:

A. It is the owner of, and has absolute title to, each and every item of said property free and clear of all claims, liens, encumbrances and all other defects of title, of any kind whatsoever.

B. It has not made any prior sale, assignment or transfer of any item of property to any person, firm or corporation.

C. It has the present right, power and authority to sell, assign and transfer each and every item of said property to CMEL.

D. Each and every item of said property is in good repair, condition and working order.

E. All acts, proceedings and things necessary and required by law and the articles of association and by-laws of Seller to make this Indenture and Bill of Sale valid, binding and legal obligation of Seller have been done, taken and have happened and the execution and delivery hereof have in all respects been duly authorized in accordance with law, and said articles of association and by-laws.

Seller shall forever warrant and defend the sale, assignment, transfer, conveyance and delivery of each and every item of said property to CMEL, its successors and assigns, against each and every person whomsoever lawfully claiming the same.

Possession of said property and equipment shall not be transferred to CMEL but shall be retained by Seller, it being the intention of CMEL to lease said property and equipment to Seller.

This Indenture and Bill of Sale is binding upon the successors and assigns of Seller and inures to the benefit of the successors and assigns of CMEL.

IN WITNESS WHEREOF the undersigned Seller, has caused this instrument to be executed on the day and year first above appearing, by and through an officer thereunto duly authorized.

SOUTHERN STONE CO., INC.

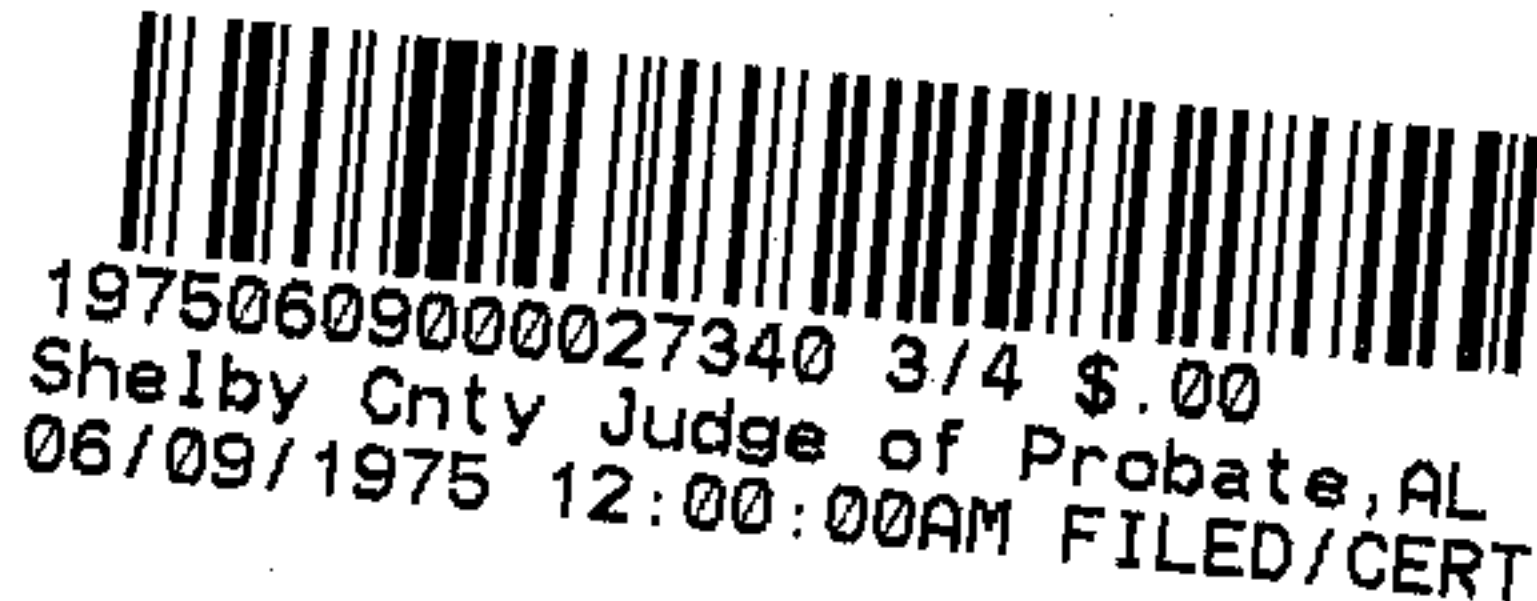
By Kenneth J. Reid

Chief V-P & Controller

By \_\_\_\_\_

Title

(Seal)



(Acknowledgment by  
Notary Public)

EXHIBIT A  
TO INDENTURE AND BILL OF SALE  
BETWEEN

SOUTHERN STONE CO., INC.

AND CROCKER McALISTER EQUIPMENT LEASING INC.

DATED: May 1, 1975

LOCATION: Maylene, Alabama

DESCRIPTION:

- 1 TEREX Model 82-20 Dozer, S/N 61609 equipped with Detroit Diesel 6V-71T Engine, Allison TC-450-3E Transmission, 20" Track Shoes  
1 EUCLID Model R-35 Rear Dump Truck, S/N 65484 equipped with Detroit Diesel 12V-71N Engine, Allison CLBT-5860 Full Powershift Transmission  
1 "Caterpillar" 988 Wheel Loader, TTCO Arrangement with 6 yd. Rock Bucket, with teeth, back-up alarm chains and calcium chlorida in 4 tires. Serial Number 87A8340



19750609000027340 4/4 \$.00  
Shelby Cnty Judge of Probate, AL  
06/09/1975 12:00:00AM FILED/CERT

ACKNOWLEDGMENT FOR CORPORATION

STATE OF ALABAMA, COUNTY OF MOBILE SS:

On this 1st day of May, in the year 1975, before me Geraldine Crosby a Notary Public in and for said county, personally appeared Kenneth J. Reid, known to me to be the Vice President & Controller of the corporation that executed the (Title)

within instrument, and known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its Board of Directors.

Geraldine Crosby  
(Notary Public)  
(Notarial Seal)

Mobile COUNTY, Alabama  
(State)

My Commission Expires: June 5, 1977

006-49

STATE OF ALABAMA  
SHELBY COUNTY  
INSTRUMENT WAS FILED  
1975 JUN -9 AM 8:06  
Heed Jof 8.00  
Carmel M. Boudin  
JUDGE OF PROBATE