

A SUBSIDIARY OF  
VULCAN MATERIALS COMPANY

December 14, 2001

Ms. Michele A. Frieday  
Manager, Rail Operations & Transportation Planning  
Lafarge Building Material Inc. (f/k/a Blue Circle Inc.)  
1800 Parkway Place, Suite 1800  
Marietta, GA 30067

Dear Michele:

This is in response to your request that Vulcan Lands, Inc. ("Vulcan") (as successor in title, by deeds to be recorded, to Vulcan Materials Company with respect to the property described on Exhibit B) consent to the partial assignment by Lafarge Building Materials Inc. (f/k/a Blue Circle Inc. ("Lafarge")) of Lafarge's operating rights to use certain rail tracks to access the CSXT main line (as identified on the attached Exhibit A) on Vulcan's property in Shelby County, Alabama (the "Vulcan Property"), which Vulcan Property is described on Exhibit B hereto. As outlined in an Agreement between Blue Circle Industries, predecessor-in-interest to Lafarge, and Vulcan, dated August 2, 1988 (the "Agreement"), Lafarge can access the CSXT main line over tracks on the Vulcan Property, and Vulcan may access the main line of Norfolk Southern Railroad ("Norfolk Southern") over certain tracks (as identified on the attached Exhibit C) on adjacent property that is controlled by Lafarge (the "Lafarge Property"), which Lafarge Property is described on Exhibit D hereto.

We understand that Lafarge is in the process of concluding an agreement for the sale of the Lime Plant on the Lafarge Property in Roberta, Alabama to a third party. You have advised that the new operator/owner of your Lime Plant (the "Purchaser") will require access to CSXT over the same rail tracks on the Vulcan Property that have previously been used by Lafarge. Additionally, we understand that Lafarge will require continued access to the CSXT main line over such tracks in order to support your cement operations.

As you are aware, the volume of rail traffic over our respective properties in Shelby County is substantially greater today than in 1988. This increased use of the facilities contemplated in the Agreement is generally attributable to unit trains operated by CSXT and Norfolk Southern over our respective properties. These rail movements are critical to Vulcan's operations and rail operations are regularly conducted on our Shelby County properties around the clock every day of the week.

Because of our long-standing relationship and the cooperative spirit between our companies, Vulcan consents to your anticipated partial assignment to the Purchaser of Lafarge's rights under the Agreement and this letter to use Vulcan's rail tracks to access the CSXT. This consent is based on and subject to the following conditions:

1. The Purchaser's access to the CSXT is limited to the movement of finished products manufactured at the Lime Plant. Further, the volume of rail traffic that the Purchaser will move over the Vulcan tracks via the CSXT will not exceed the annual 150,000 tonnage level previously discussed with Vulcan in conjunction with Lafarge's joint venture with Chemical Lime;

2. The Purchaser will cooperate in good faith with Lafarge and Vulcan to schedule and coordinate shipment of its products as to not interfere with existing unit train movements by Vulcan or anticipated rail shipments of Lafarge products. In particular, the movement of Purchaser's finished products over the Vulcan tracts that connect to the CSXT will, in the ordinary course of business, occur between period 12:00 a.m. and 6:00 a.m., local time, subject to the cooperation and convenience of CSXT;

3. Lafarge will continue good faith negotiations with Vulcan for a mutually acceptable solution to alleviate rail congestion on the tracks serving our respective properties in Shelby County. If such negotiations are not concluded prior to sale of your Lime Plant, the Purchaser will also participate in such negotiations and assist in development and implementation of long-term plans to alleviate such congestion. These negotiations may include the construction of a new "run around" for Lafarge and the Purchaser to access the CSXT main line through an alternate route. Lafarge and Vulcan agree to use their good faith efforts to conclude such negotiations no later than March 31, 2002;

4. In connection with the good faith negotiations described in paragraph 3 above, Lafarge reaffirms Vulcan's right to access to the Norfolk Southern mainline over rail track on the Lafarge Property; and

5. The Agreement and this letter shall run with the property described on Exhibit E (the "Purchaser's Property"), which property constitutes a portion of the Lafarge Property and is to be conveyed to Purchaser, and shall bind and inure to the benefit of the owners of such property and its respective successors in title and assigns. The Purchaser and its respective successors in title and assigns may not transfer or assign its interest in the Agreement and this letter separate from the fee title in the Purchaser's Property, and any conveyance of title to any part of such land shall be subject to the provisions of the Agreement and this letter.

6. The parties hereto acknowledge and agree that the Agreement was not previously filed of record in Shelby County, Alabama. Accordingly, a copy of such Agreement is attached hereto as Exhibit E, and shall be, along with this document, filed of record in Shelby County, Alabama.

7. We anticipate that Lafarge will advise the Purchaser of the above conditions for Vulcan's consent to partial assignment rights under the Agreement. Please confirm your concurrence by signing below and returning this letter to me at your earliest convenience. This document may be executed in counterparts and when taken together will constitute the full document.

Sincerely,

VULCAN LANDS, INC.

By: Phyllis D. Davis  
Phyllis D. Davis  
Vice President and Assistant Secretary

STATE OF ALABAMA       )  
COUNTY OF JEFFERSON    )

I, the undersigned Notary Public in and for said County, in said State, hereby certify that Phyllis D. Davis, whose name as Vice President and Assistant Secretary of **VULCAN LANDS, INC.**, whose name is signed to the foregoing and who is known to me, acknowledged before me on this day that, being informed of the contents of the executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 14<sup>th</sup> day of December, 2001.

Angela M. Moreland  
NOTARY PUBLIC

[SEAL]

My Commission Expires: COMMISSION EXPIRES 11/14/03

~~AGREED AND ACCEPTED this~~  
~~\_\_\_\_\_ day of \_\_\_\_\_, 2001.~~

**LAFARGE BUILDING MATERIALS INC**

By: \_\_\_\_\_  
Its: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ )

I, the undersigned Notary Public in and for said County, in said State, hereby certify that \_\_\_\_\_, whose name as \_\_\_\_\_ of **LAFARGE BUILDING MATERIALS INC. (f/k/a BLUE CIRCLE INC.)**, whose name is signed to the foregoing and who is known to me, acknowledged before me on this day that, being informed of the contents of the executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
NOTARY PUBLIC

[SEAL]

My Commission Expires: \_\_\_\_\_



AGREED AND ACCEPTED this  
14<sup>th</sup> day of December, 2001.

LAFARGE BUILDING MATERIALS INC

By: [Signature]  
Its: Director, Distribution

STATE OF GEORGIA )  
COUNTY OF COBB )

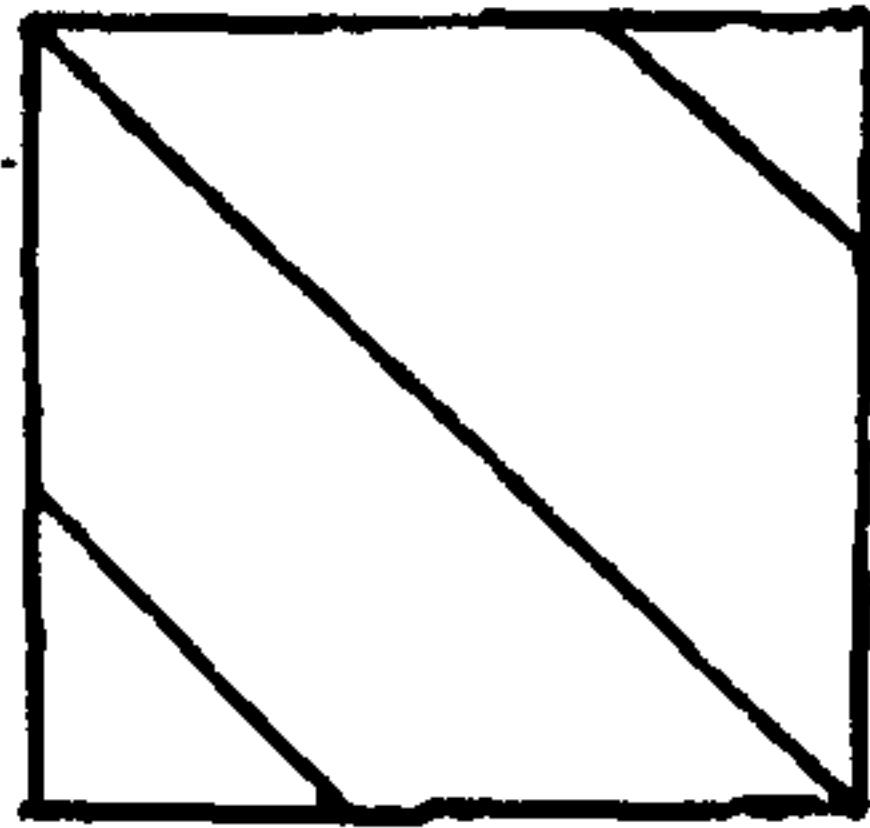
I, the undersigned Notary Public in and for said County, in said State, hereby certify that Mark T. Newhart, whose name as Director of Distribution of **LAFARGE BUILDING MATERIALS INC. (f/k/a BLUE CIRCLE INC.)**, whose name is signed to the foregoing and who is known to me, acknowledged before me on this day that, being informed of the contents of the executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 14<sup>th</sup> day of December, 2001.

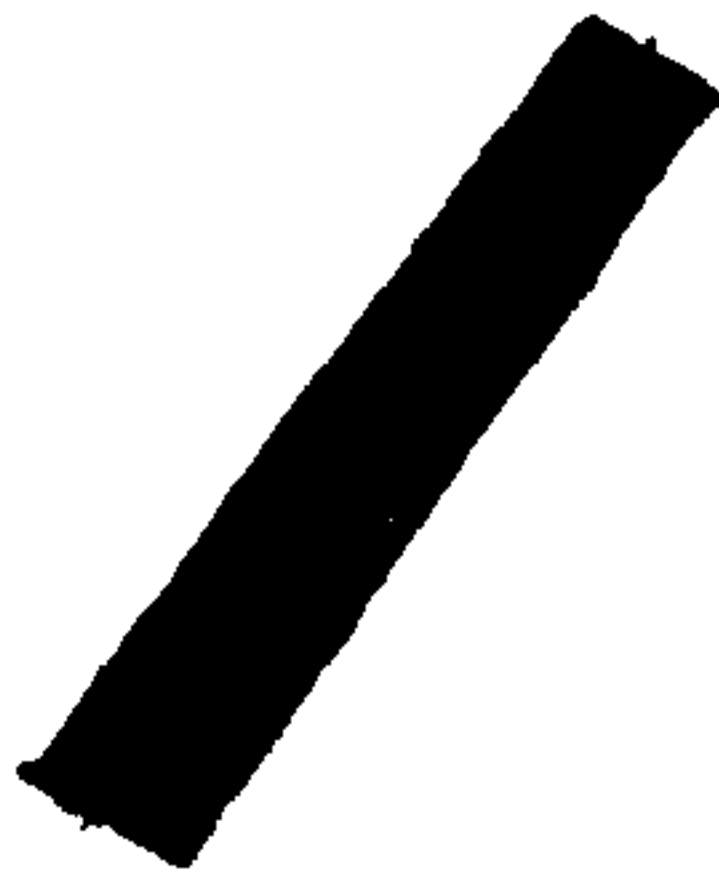
[Signature]  
NOTARY PUBLIC  
My Commission Expires: **Notary Public, Cobb County, Georgia**  
**My Commission Expires April 24, 2002**

[SEAL]

## EXHIBIT A

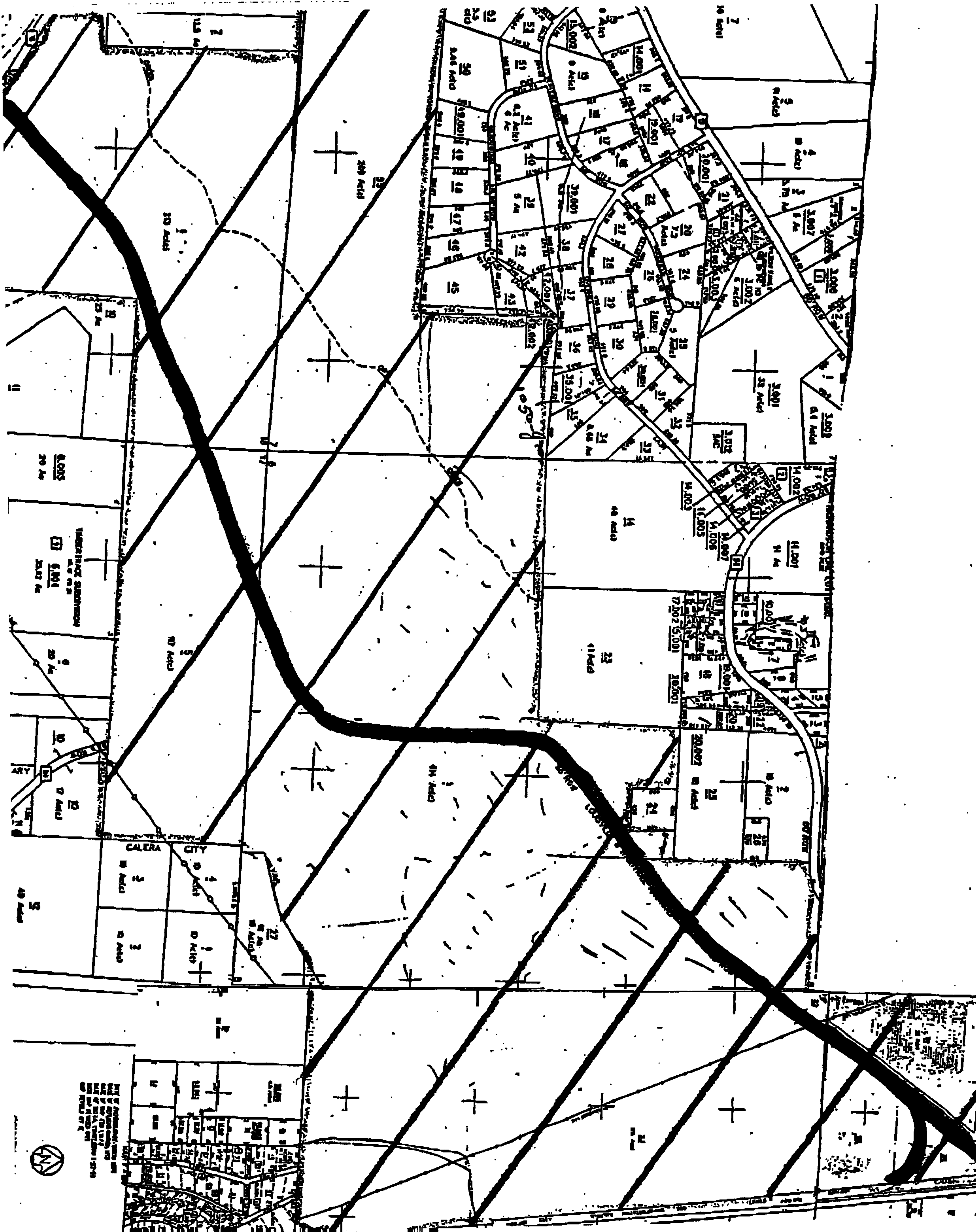


VMC Property



Location of Rail Track  
(as of December 2001)

Pages 1 and 2 of this map roughly depicts, without benefit of survey, the current location of certain rail track lying within the Vulcan property on Exhibit B to provide Lafarge Building Material, Inc. (f/k/a Blue Circle, Inc.) ("Lafarge") or its assigns access to the main line of CSXT. The right of Lafarge to use such rail track is addressed in an August 2, 1988 Agreement between Vulcan Materials Company and Blue Circle Industries and this December 14, 2001 letter from Vulcan to Lafarge.







## EXHIBIT B

Below is a description that attempts to provide a composite legal of certain real estate owned by Vulcan Lands, Inc. ("Vulcan") without benefit of a survey, in Sections 4, 7, 8, 9, 17, and 18 in Township 22 South, Range 2 West and being assessed under the following parcel identification numbers.

|                       |                       |
|-----------------------|-----------------------|
| 28-2-04-0-001-020.000 | 28-2-09-0-001-023.000 |
| 28-3-07-0-000-055.000 | 28-4-17-0-000-005.000 |
| 28-3-08-0-000-001.000 | 28-4-18-0-000-001.000 |

and is not intended to cloud the title of the ownership of any parcels adjoining Vulcan.

Begin at the Southwest corner of Section 18, Township 22, Range 2 West, thence run East for approximately 3160 feet; thence turn left and run Northerly for approximately 2480 feet to a point on the Northerly line of Calera Springs Creek Road, said point being the point of beginning; thence turn right approximately 65°, and run Northeasterly for 920 feet more or less; thence turn right and run Easterly for a distance of 360 feet more or less; thence turn left approximately 90° and run Northerly for a distance of 1460 feet more or less; thence turn right approximately 90° and run Easterly for a distance of 5620 feet more or less; thence turn left approximately 90° and run Northerly for a distance of 1320 feet more or less to the North line of Section 17, Township 22, Range 2 West; thence turn right 90° and run East along the North line approximately 60 feet; thence turn left 90° and run North for a distance of 240 feet more or less; thence turn right approximately 75° and run Northeast for a distance of 640 feet more or less; thence turn left approximately 30° for a distance of 840 feet more or less to the East line of Section 8, Township 22, Range 2 West; thence turn 90° left and run North along the East line of Section 8, Township 22, Range 2 West, for approximately 540 feet; thence turn right approximately 90° and run East for a distance of 2190 feet more or less to the West right of way of CSX Railroad; thence run Northerly along said railroad to the North line of Section 9, Township 22, Range 2 West and continue last course along the West boundary of CSX Railroad for a distance of 1420 feet to the North line of the South ½ of the Southwest ¼ of Section 4, Township 22, Range 2 West; thence turn left approximately 90° for a distance of 1520 feet more or less to the West line of Section 4, Township 22, Range 2 West; thence turn left 90° run South along the West line to the Southwest corner of Section 4, Township 22, Range 2 West, also being the Northeast corner of Section 8, Township 22, Range 2 West; thence turn right 90° run West along North line of Section 8, Township 22, Range 2 West to the South boundary of Shelby County Road #84; thence run along the South boundary of said road for a distance of 400 feet more or less; thence turn left approximately 90° and run South for a distance of 1320 feet more or less; thence turn right approximately 90° and run West for a distance of 240 feet more or less; thence turn left 90° and run South for a distance of 420 feet; thence turn right 90° and run West for a distance of 420 feet, thence turn right 90° and run North for a distance of 420 feet; thence turn left 90° and run West for a distance of 640 feet; thence turn left approximately 90° and run South for a distance of 1440 feet more or less; thence turn right approximately 90° and run West along the North line of the Southwest ¼ of Section 8, Township 22, Range 2 West for a distance of 2700 feet more or less to the West line of Section 8, Township 22, Range 2 West; thence continue West for a distance of 1440 feet more or less; thence turn left approximately 90° and run South for a

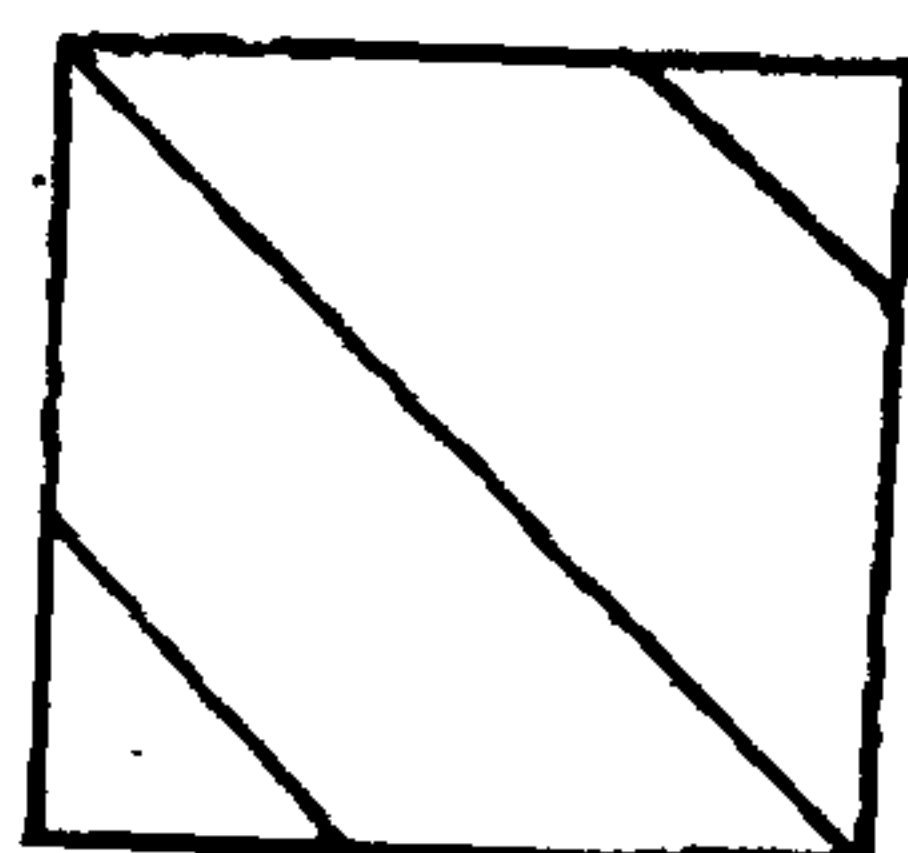


## EXHIBIT B

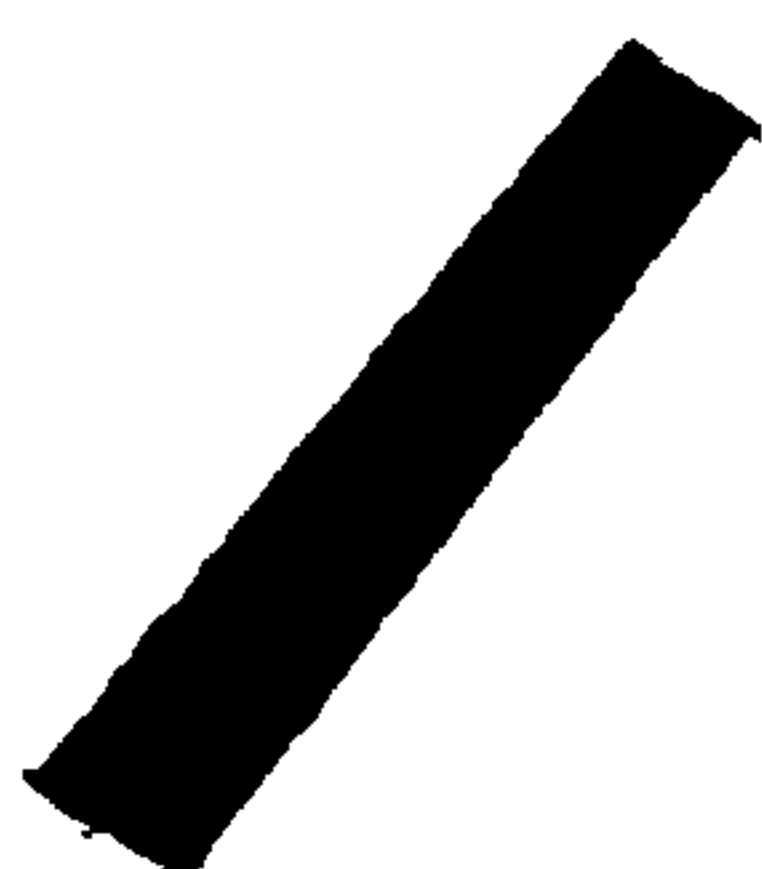
distance of 1440 feet more or less; thence turn right approximately 90° and run West to the West line of Section 7, Township 22, Range 2 West; thence turn left 90° and run South along the West line to the Southwest corner of Section 7, Township 22, Range 2 West; thence turn left 90° and run East along the South line of Section 7, Township 22, Range 4 West for a distance of 1820 feet more or less; thence turn right approximately 90° and run Southerly for a distance of 1920 feet more or less; thence turn right approximately 90° and run West for a distance of 360 feet more or less; thence turn left approximately 90° and run South for a distance of 520 feet more or less to the North boundary of Calera Springs Creek Road; thence run Southeast along the North boundary of said road for a distance of 1960 feet more or less to the point of beginning.

All situated in Shelby County, Alabama.

## EXHIBIT C

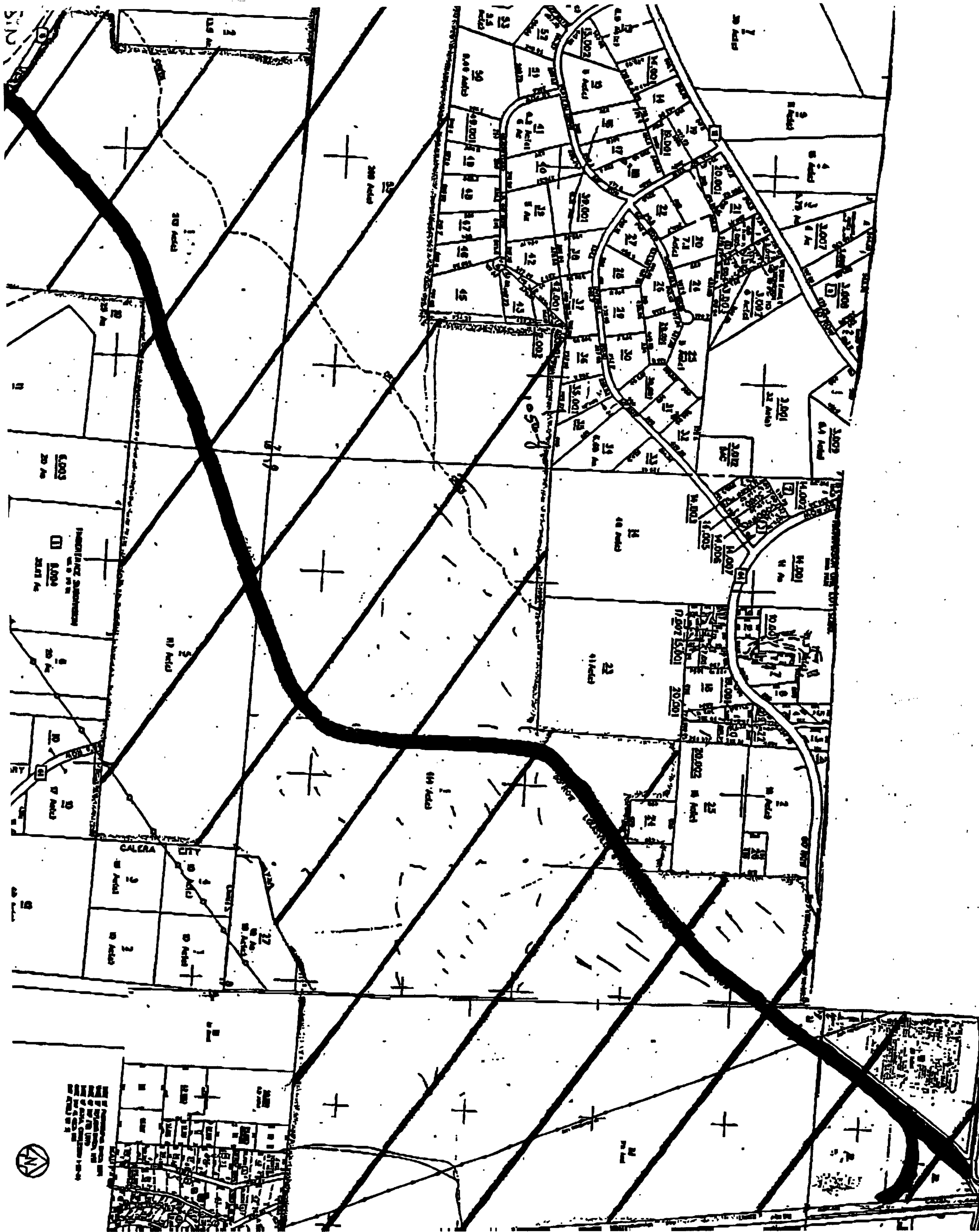


VMC Property

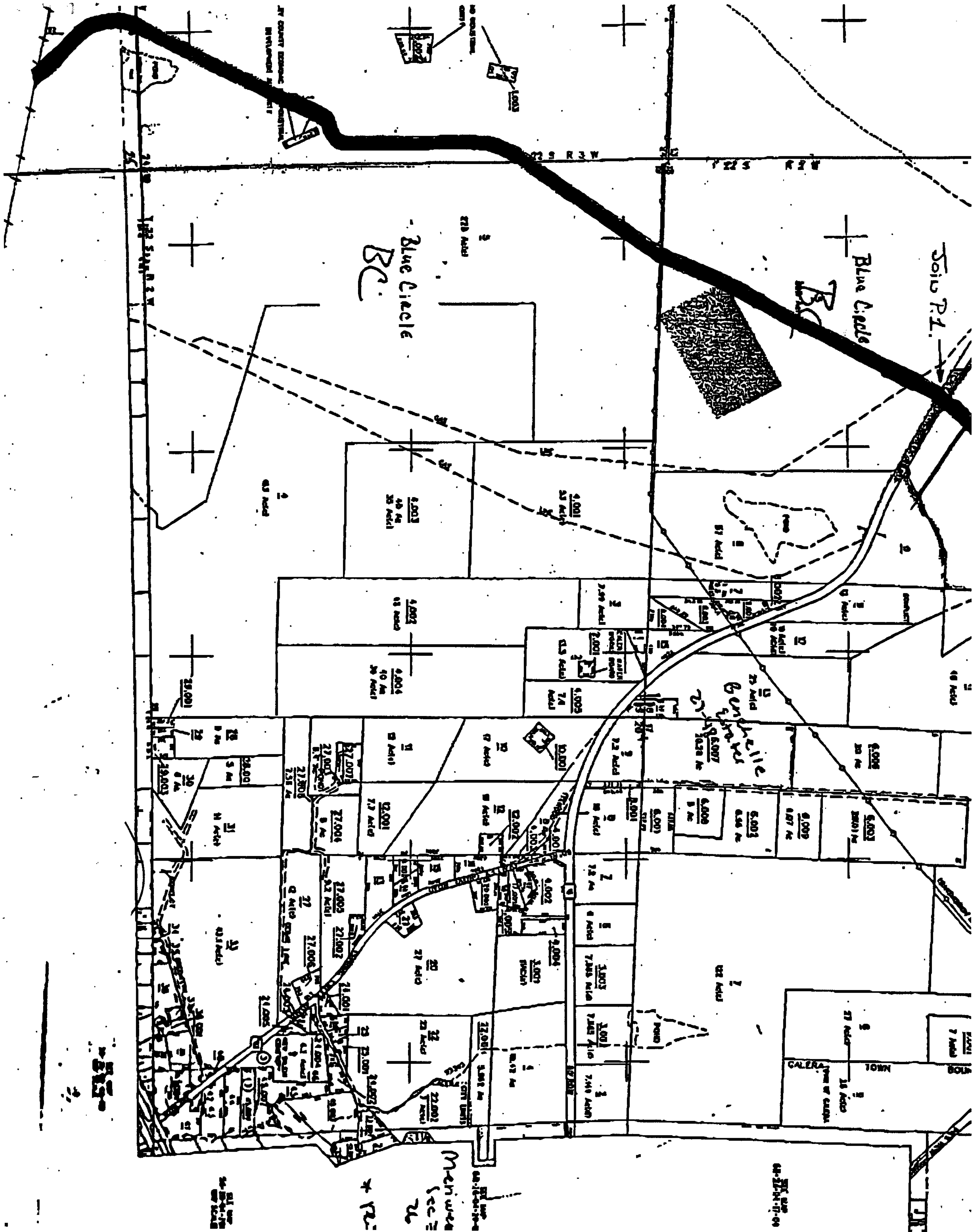


Location of Rail Track  
(as of December 2001)

Page 2 of the map attached to this Exhibit C roughly depicts the current location of certain rail track lying within the Lafarge property set forth on Exhibit D (which is noted on the map as "BC" or "Blue Circle") that provides Vulcan Materials Company (and its affiliates and assigns, "Vulcan") access to the main line of Norfolk Southern Railroad. The right of Vulcan to use such rail track is addressed in an August 2, 1988 Agreement between Vulcan and Blue Circle Industries (n/k/a Lafarge Building Material, Inc., "Lafarge") and this December 14, 2001 letter from Vulcan to Lafarge.







## EXHIBIT D

### 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 a 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.



## LIME PARCEL

### PARCEL I

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.



## PARCEL II

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.

## EXHIBIT E

### Lime Real Property

#### PARCEL 1

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.

## **PARCEL 2**

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.



EXHIBIT F

STATE OF ALABAMA )

SHELBY COUNTY )

THIS AGREEMENT, entered into as of the 2nd day of August, 1988, by and between BLUE CIRCLE INDUSTRIES, a corporation ("Blue Circle"), and VULCAN MATERIALS COMPANY, a corporation, by and through its Southern Division ("Vulcan").

W I T N E S S E T H:

WHEREAS, Vulcan and Martin Marietta Cement, Southern Division, Martin Marietta Corporation ("Southern") entered into an agreement dated April 18, 1967, in which Southern granted Vulcan an easement and right-of-way for a railroad track across a portion of Southern's property in Shelby County, Alabama ("right-of-way agreement");

WHEREAS, the term of the right-of-way agreement was extended by a letter from Vulcan to Southern dated June 7, 1972, and accepted June 12, 1972; and further extended to December 31, 1972 by a letter from Vulcan to Southern dated September 27, 1972, and accepted September 29, 1972; and the right-of-way agreement was amended and its term further extended by agreement between Vulcan and Southern dated October 5, 1972 (the "1972 agreement");

WHEREAS, Vulcan and Southern extended the 1972 agreement from year-to-year since 1972;

WHEREAS, Blue Circle is the successor in interest to Southern in regard to subject property in Shelby County, Alabama;

WHEREAS, Vulcan and Blue Circle desire to broaden and further extend the term of their agreement to provide for the operation over a portion of the easement granted by Blue Circle of trains operated by CSX Transportation, Inc. ("CSXT") for certain purposes, to provide for Vulcan's agreement to permit trains operated by the CSXT to operate over property owned by Vulcan for certain purposes and to permit Blue Circle to make certain shipments originating or terminating on the CSXT railroad at Varnons, Alabama, over the railroad tracks of Vulcan;

WHEREAS, Vulcan and Blue Circle desire to provide for their future rights and responsibilities in relation to the easement and right-of-way:

NOW, THEREFORE, in consideration of the premises and the mutual benefits to be derived therefrom, and the agreements and covenants hereinafter set forth, the parties hereby agree to be bound as follows:

1. Blue Circle hereby grants and conveys to Vulcan the easement and right-of-way shown in red on the plat attached hereto and made a part hereof across a portion of Blue Circle's property in Shelby County, Alabama, for the purpose of constructing, operating and maintaining thereon a railroad track or tracks and for the operation by Vulcan, the Norfolk Southern Corporation ("Norfolk Southern") and CSXT, jointly, the "Railroads," of locomotives,

trains and cars thereon and thereover, together with such rights of ingress and egress over Blue Circle's property as may be necessary or convenient for the reasonable exercise of the rights granted herein.

2. Vulcan hereby agrees that it will permit CSXT the nonexclusive right to operate locomotives, trains and cars over the railroad tracks owned by Vulcan situated in Shelby County, Alabama, and marked in orange on said plat attached, to serve Blue Circle's plant for the sole purpose of permitting Blue Circle to originate or terminate rail shipments of cement, lime, masonry products, petroleum coke, coal, gypsum, mill scale, lumber, clay, machinery and equipment on the CSXT railroad at Varnons, Alabama. Appropriate track operating agreements have been or will be entered into among the Railroads, Blue Circle and Vulcan, and such shipments shall be made in accordance with such track operating agreements.

3. This Agreement shall be for a term of twenty-five (25) years, commencing on June 23, 1986, and ending on June 22, 2011.

4. The easement and right-of-way hereby granted to Vulcan shall be subject to all easements now existing in or on Blue Circle's property and to the rights of Blue Circle hereafter to cross it at such point or points as Blue Circle shall desire, whether between lands presently owned or hereafter acquired by Blue Circle, insofar as such crossings are not inconsistent with the uses of the easement and right-of-way, with roads, railroads, transmission lines, pipelines and crossings, or such other use as Blue Circle may desire, all of which rights are herein reserved by Blue Circle, together with the right to assign same to others. The cost of and maintenance of all such



crossings shall be the sole obligation of Blue Circle, except that the maintenance of track and accessories at such crossings shall be the sole obligation of Vulcan.

5. Vulcan shall secure and furnish at its expense all necessary franchises and permits and other rights-of-way which may be necessary in addition to the easement and right-of-way hereby granted to Vulcan for the construction and maintenance of the track and for the operation of locomotives, trains and cars thereon and thereover.

6. Vulcan shall and does hereby assume and agree to indemnify and save Blue Circle harmless from and against all loss, costs, expense, claims, suits and judgments whatsoever in connection with the injury to or death of any person or persons, or loss of or damage to property of Vulcan and of others, caused by or in any way connected with the construction, maintenance and use of the track and the operation of locomotives, trains and cars thereon and thereover, either by it or the Railroads, except when resulting solely from the negligence of Blue Circle, its agents or employees.

7. Vulcan shall and does hereby assume and agree to pay any tax under any present or future law which may result from the granting of the easement and right-of-way and the construction of the track thereon.

8. This Agreement shall inure to the benefit of and shall be binding upon the respective successors and assigns of the parties hereto, as well as to the parties themselves, and the rights, privileges and easements herein shall be subject to conveyance or assignment upon mutual consent of both parties.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed in triplicate in their corporate names and behalves and their respective corporate seals to be hereunto affixed and attested by their officers, whose names are signed thereto, each being thereunto duly authorized, all as of the day and year first above written.

ATTEST:

BLUE CIRCLE INDUSTRIES

Patricia D. Dwyer

Its

By

M. P. Judge

Its

Director - Distribution

ATTEST:

VULCAN MATERIALS COMPANY

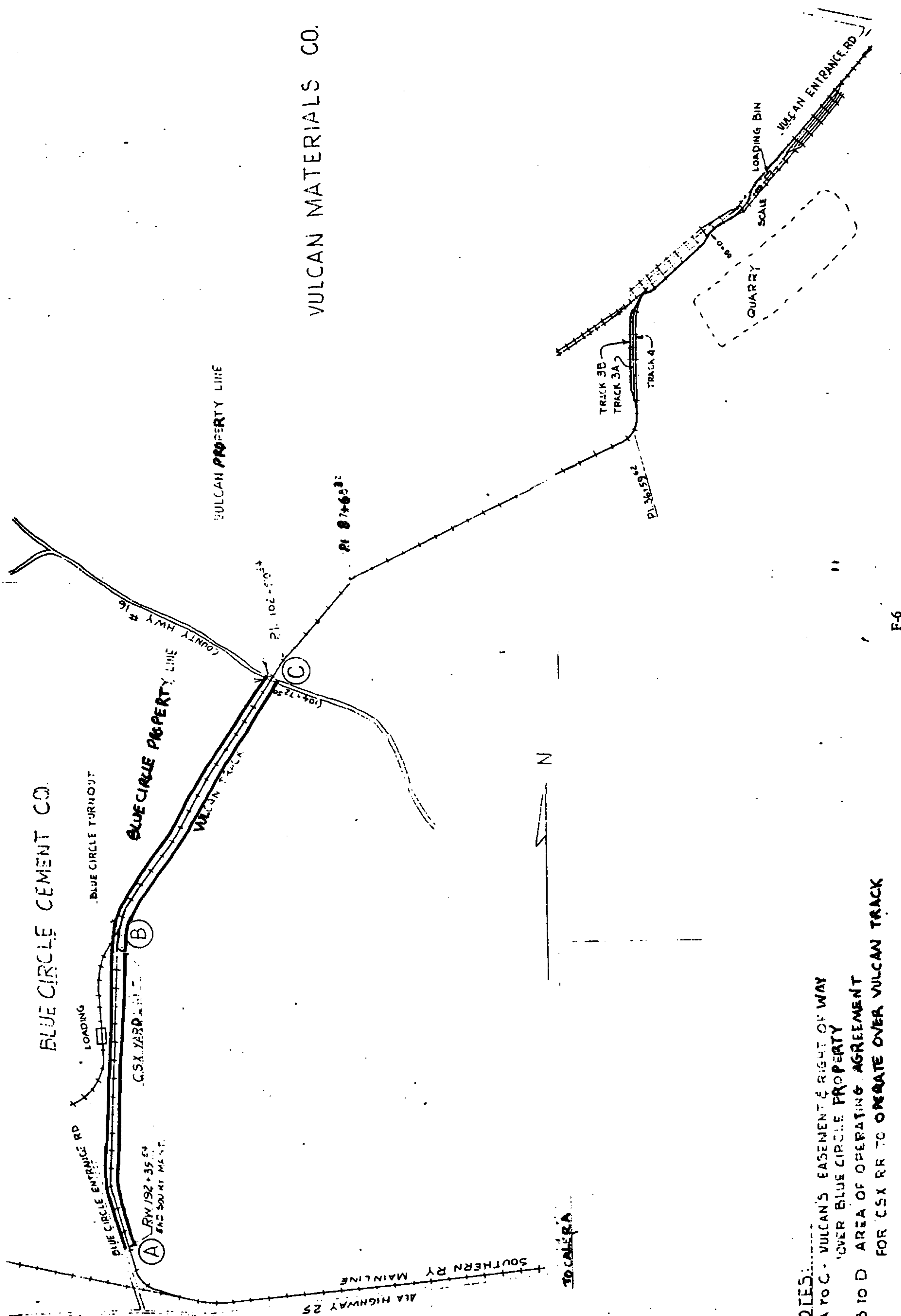
William J. Hanson, Jr.

Its Secretary

By

William J. Hanson

Its Executive Vice President



- NOTES:
- A TO C - VULCAN'S EASEMENT & RIGHT OF WAY OVER BLUE CIRCLE PROPERTY
  - B TO D - AREA OF OPERATING AGREEMENT FOR CSX RR TO OPERATE OVER VULCAN TRACK

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