

SEP 22 '97



HERZOG CONTRACTING CORP.

600 S. RIVERSIDE RD.
P. O. BOX 1089
ST. JOSEPH, MO 64502
PHONE (816) 233-9001
FAX (816) 233-9881

WILLIAM E. HERZOG, PRESIDENT

September 15, 1997

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N. W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of CFR 49, Parts 1000 to 1199, Part 1177, are two originals of a Memorandum of Lease Agreement dated September 2, 1997, as a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessee: Meridian Aggregates Co.
MAC Acquisitions, L.P.
5575 DTC Parkway, Suite 325
Englewood, CO 80111

Lessor: Herzog Contracting Corp.
P. O. Box 1089
St. Joseph, MO 64502

The Memorandum of Lease Agreement covers the lease of sixty-nine (69) hopper railcars identified in Schedule A to the Memorandum of Lease Agreement. The railcars in Schedule A are identified by the existing reporting marks and numbers. We have also enclosed a check for \$24.00, payable to the Surface Transportation Board, for the required recording fee. Please return one stamped copy of the enclosed documents to the undersigned. If you have any questions or require additional information concerning this filing, contact the undersigned at (816) 233-9001.

Sincerely yours,
HERZOG CONTRACTING CORP.

A handwritten signature in cursive script that reads 'James A. Frasher'.

James A. Frasher
Vice President

Jaf/sa

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MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 2nd, 1997 by and between MERIDIAN AGGREGATES COMPANY, a Colorado Corporation, (LESSEE) and HERZOG CONTRACTING CORP., a Missouri Corporation, (LESSOR), with reference to the following:

1. LESSOR has agreed to lease to LESSEE, and LESSEE has agreed to lease from LESSOR various railcars pursuant to Schedule A in the Lease Agreement Document identified as Number 135, dated September 10, 1997 between LESSOR and LESSEE.
2. Pursuant to Schedule A., LESSOR has agreed to lease, and LESSEE has agreed to lease sixty-nine (69) H350 hopper railcars bearing the existing reporting marks and numbers as indicated on Schedule A hereto attached, as more particularly described on the Lease Agreement Document, Number 135.
3. The transaction shall be effective as of the execution date of the Lease Agreement Document Number 135, subject to all terms and conditions.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement, Document Number 135, to be executed as of the date first written.

HERZOG CONTRACTING CORP.
LESSOR

MERIDIAN AGGREGATES COMPANY
LESSEE

BY: James A. Frasher

BY: John C. Henson

ITS: Vice President

ITS: Vice President

Schedule A

1 HZGX 4500	36 HZGX 4535
2 HZGX 4501	37 HZGX 4536
3 HZGX 4502	38 HZGX 4537
4 HZGX 4503	39 HZGX 4538
5 HZGX 4504	40 HZGX 4539
6 HZGX 4505	41 HZGX 4540
7 HZGX 4506	42 HZGX 4541
8 HZGX 4507	43 HZGX 4542
9 HZGX 4508	44 HZGX 4543
10 HZGX 4509	45 HZGX 4544
11 HZGX 4510	46 HZGX 4545
12 HZGX 4511	47 HZGX 4546
13 HZGX 4512	48 HZGX 4547
14 HZGX 4513	49 HZGX 4548
15 HZGX 4514	50 HZGX 4549
16 HZGX 4515	51 HZGX 4550
17 HZGX 4516	52 HZGX 4551
18 HZGX 4517	53 HZGX 4552
19 HZGX 4518	54 HZGX 4553
20 HZGX 4519	55 HZGX 4554
21 HZGX 4520	56 HZGX 4555
22 HZGX 4521	57 HZGX 4556
23 HZGX 4522	58 HZGX 4557
24 HZGX 4523	59 HZGX 4558
25 HZGX 4524	60 HZGX 4559
26 HZGX 4525	61 HZGX 4560
27 HZGX 4526	62 HZGX 4561
28 HZGX 4527	63 HZGX 4562
29 HZGX 4528	64 HZGX 4563
30 HZGX 4529	65 HZGX 4564
31 HZGX 4530	66 HZGX 4565
32 HZGX 4531	67 HZGX 4566
33 HZGX 4532	68 HZGX 4567
34 HZGX 4533	69 HZGX 4568
35 HZGX 4534	