

**RAILCAR, Ltd.**  
Suite 455  
1819 Peachtree Road, N.E.  
Atlanta, Georgia 30309-1847  
  
(404) 352-6799  
Fax (404) 352-6798

RECORDATION NO. 22484 FILED

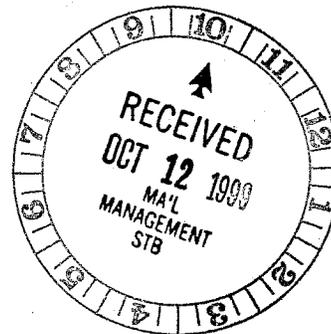
OCT 19 '99

3-00PM

**RAILCAR**

October 8, 1999

Secretary's Office  
Surface Transportation Board  
1925 K Street, NW, Suite 700  
Washington, D.C. 20423-0001  
Attention: Recordation Unit- Ms. Taledia Stokes



RE: Railcar, LTD. and Meridian Aggregates Company

Dear Ms. Stokes:

On behalf of Railcar, LTD., I am enclosing for recording an original and two counterparts of a primary document, not previously recorded entitled: "Memorandum of Lease" dated as of September 30, 1999. Also enclosed is a check for \$26 payable to the "Surface Transportation Board."

The names and addresses of the parties is as follows:

Railcar, LTD. (LESSOR)  
1819 Peachtree Road, N.E., Suite 455  
Atlanta, Georgia 30309-1847  
Attn: Mr. Paul H. Kennedy

Meridian Aggregates Company  
575 DTC Parkway  
Suite 325  
Greenwood Village, CO 80111  
Attn: Mr. John C. Genova

The equipment covered by the document is more fully described in the Description of Railcar schedules, which are enclosed.

A short summary of the document to appear in the index is as follows: "Lease Agreement between Railcar, LTD. 1819 Peachtree Road, N.E., Suite 455 Atlanta, Georgia 30309-1847, as Lessor, and Meridian Aggregates Company, 575 DTC Parkway,

22484

Suite 325, Greenwood Village, CO 80111, as Lessee, dated September 30, 1999, and covering all cars described in the Description of Railcar schedules as filed with the STB.”

Once the document has been recorded, please return to me (at the address on the letterhead above) the stamped original and any extra counterparts not needed by the STB.

Sincerely,

A handwritten signature in cursive script that reads "Paul H. Kennedy". The signature is written in dark ink and includes a long horizontal flourish at the end.

Paul H. Kennedy  
Vice President of Administration

OCT 19 '99

8-UOPM

MEMORANDUM OF LEASE

1. Pursuant to the Master Lease Agreement dated as of May 1, 1999, and the related Schedules No. 1, 2 and 3 dated as of May 1, 1999 (collectively, the "Lease Agreement"), between Railcar, Ltd. ("Lessor"), as lessor, and Meridian Aggregates Company ("Lessee"), as lessee, Lessor has leased to Lessee the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease."

2. The addresses of the parties are as follows:

Railcar, Ltd.  
1819 Peachtree Road, N.E., Suite 455  
Atlanta, Georgia 30309-1847

Meridian Aggregates Company  
575 DTC Parkway  
Suite 325  
Greenwood Village, CO 80111

3. The term of the Lease has already commenced and is scheduled to end for Schedule 1 on April 30, 2003; for Schedule 2 on September 30, 2003 and for Schedule 3 on December 31, 2001.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

5. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on Next Page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of Sept 30, 1999.

RAILCAR, LTD.

BY: Paul H. Kennedy

Name: Paul H. Kennedy.

Title: Vice President of Administration

State of Georgia, County of Fulton

On Sept 30 1999, before me personally appeared Paul H. Kennedy, to me personally known, who being by me duly sworn says that he is Vice president Administration of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joy J. Hardin

Notary Public

My commission expires:

[NOTARIAL SEAL] Notary Public, Coweta County, Georgia  
My Commission Expires April 2, 2002

[Execution continued on next page; remainder of this page intentionally left blank]

MERIDIAN AGGREGATES COMPANY.

By: John C. Genova

Name: JOHN GENOVA

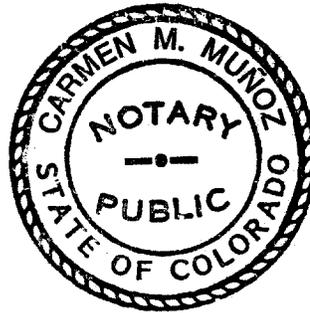
Title: VICE PRESIDENT

State of Colorado, County of Arapahoe

On September 30 1999, before me personally appeared John C. Genova, to me personally known, who being by me duly sworn says that he is Vice President of Meridian Aggregates Company, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carmen M. Munoz  
Notary Public  
My commission expires: 3-11-2000

[NOTARIAL SEAL]



## DESCRIPTION OF RAILCARS EXHIBIT TO SCHEDULE NO. 1

This is an exhibit to Schedule No. 1 to the Master Lease Agreement dated as of May 1, 1999, between Railcar, Ltd., as Lessor, and Meridian Aggregates Company, as Lessee.

### Car Marks and Numbers:

SPSX 3104	SPSX 480545
SPSX 3105	SPSX 484693
SPSX 3107	SPSX 484695
SPSX 3109	SPSX 484696
SPSX 3110	SPSX 484717
SPSX 3126	SPSX 566577
SPSX 3128	SPSX 578206
SPSX 3133	
SPSX 3139	SPSX 579290
SPSX 3144	SPSX 176054
SPSX 3146	SPSX 581521
SPSX 3150	SPSX 581560
SPSX 38817	SPSX 581566
SPSX 176022	SPSX 583742
SPSX 176145	SPSX 583769
SPSX 475934	SPSX 584208
SPSX 480145	SPSX 584258
SPSX 480247	SPSX 584301
SPSX 480380	SPSX 600424
SPSX 480387	SPSX 975944

## DESCRIPTION OF RAILCARS EXHIBIT TO SCHEDULE NO. 2

This is an exhibit to Schedule No. 2 to the Master Lease Agreement dated as of May 1, 1999, between Railcar, Ltd., as Lessor, and Meridian Aggregates Company, as Lessee.

### Car Marks and Numbers:

PRSX 252  
PRSX 253  
PRSX 254  
PRSX 255  
PRSX 256  
PRSX 257  
PRSX 258  
PRSX 259  
PRSX 260  
PRSX 261  
PRSX 262  
PRSX 263  
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PRSX 268  
PRSX 269  
PRSX 270  
PRSX 271  
PRSX 272  
PRSX 273  
PRSX 274  
PRSX 275  
PRSX 276

### DESCRIPTION OF RAILCARS EXHIBIT TO SCHEDULE NO. 3

This is an exhibit to Schedule No. 3 to the Master Lease Agreement dated as of May 1, 1999, between Railcar, Ltd., as Lessor, and Meridian Aggregates Company, as Lessee.

#### Car Marks and Numbers:

RMGX 900	RMGX 922
RMGX 901	RMGX 923
RMGX 902	RMGX 924
RMGX 903	RMGX 925
RMGX 904	RMGX 926
RMGX 905	RMGX 927
RMGX 906	RMGX 928
RMGX 907	RMGX 929
RMGX 908	RMGX 930
RMGX 909	RMGX 931
RMGX 910	RMGX 932
RMGX 911	RMGX 933
RMGX 912	RMGX 934
RMGX 913	RMGX 935
RMGX 914	RMGX 936
RMGX 915	RMGX 937
RMGX 916	RMGX 938
RMGX 917	RMGX 939
RMGX 918	RMGX 940
RMGX 919	RMGX 941
RMGX 920	RMGX 942
RMGX 921	RMGX 943