

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

VIA FEDERAL EXPRESS



April 19, 1999

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

RECORDATION NO. 22142 FILED

APR 20 '99 11-00AM

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated April 9, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Meridian Aggregates Company
5575 DTC Parkway Suite 325
Englewood, CO 80111

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase
Manager of Documentation

Enclosures

(MEAG006)

EXHIBIT A
to
RIDER NO. 3

APR 20 '99

11-00AM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of April, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and MERIDIAN AGGREGATES COMPANY ("Lessee"), a DELAWARE corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of March 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 6th day of April, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of April, 1999.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)



LESSEE:

MERIDIAN AGGREGATES COMPANY

ATTEST:

By: [Signature]
Name: GENG LITTLE
Title: Brokerage Supervisor

By: [Signature]
Name: JOHN C. GENOVA
Title: VICE PRESIDENT

Executed on this 31st day of MARCH, 1999.

[CORPORATE SEAL]

STATE OF COLORADO

COUNTY OF ARAPAHOE

I, Carmen Munoz, a Notary Public of the County and State aforesaid, certify that John C. Genova personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of March, 1999.

[Signature]
Notary Public

My Commission Expires: 3-11-2000

(Notary Public)



My Comm. Expires _____

EXHIBIT A
to
MEMORANDUM OF LEASE

Number of Cars: Forty-four (44)

Description of Cars: 2300 cu. ft. Open Top Hoppers

Car Numbers:

FURX	911076
FURX	911104
FURX	911110
FURX	911112
FURX	911124
FURX	911125
FURX	911128
FURX	911130
FURX	911133
FURX	911135
FURX	911136
FURX	911139
FURX	911145
FURX	911147
FURX	911152
FURX	911155
FURX	911159
FURX	911160
FURX	911164
FURX	911166
FURX	911175
FURX	911179
FURX	911181
FURX	911182
MFCX	001096
MFCX	001130
MFCX	001131
MFCX	001132
MFCX	001136
MFCX	001140
MFCX	001142
MFCX	001147
MFCX	001153
MFCX	001164
MFCX	001167
MFCX	001168
MFCX	001170
MFCX	001172
MFCX	001186
MFCX	001189
MFCX	001191
MFCX	001194
MFCX	001200
MFCX	001204