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First Union Rail Corporation

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

RECORDATION NO. 21385
MAY 7 90 3-27 PM

May 5, 1998



VIA FEDERAL EXPRESS

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W.
Room 704
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

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 7, 1998, 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
Greenwood Village, 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.

Very truly yours,

Kathy Dombrowski
Manager Documentation

Enclosures
(MEAG004)

MAY 7 '98 3:27 PM

MEAG004

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7th day of April, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Meridian Aggregates Company ("Lessee"), a Delaware limited partnership.

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. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 1998 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: Manager - Documentation
Title: K.A. DOMBROWSKI

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

Executed on this 7th day of April, 1998.

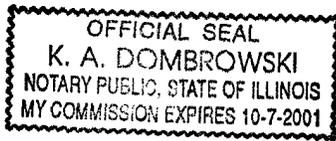
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K. A. Dombrowski, 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 7th day of April, 1998.



K. A. Dombrowski
Notary Public

My Commission Expires:

10-7-2001
(Notary Public)

LESSEE:

MERIDIAN AGGREGATES COMPANY

ATTEST:

By: John C. Genova
Name: JOHN C. GENOVA
Title: VICE PRESIDENT

By: _____
Name: _____
Title: _____

Executed on this ___ day of _____, 1998.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ 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 ___ day of _____, 1998.

Notary Public

My Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

Car initial	Car number
MFCX	001097
MFCX	001127
MFCX	001131
MFCX	001133
MFCX	001140
MFCX	001153
MFCX	001159
MFCX	001160
MFCX	001171
MFCX	001172
MFCX	001176
MFCX	001184
MFCX	001188
MFCX	001189
MFCX	001191
MFCX	001194
MFCX	001199
MFCX	001204
MFCX	001206
Count:	19.00