

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



June 4, 1998

RECORDATION NO. 21454 FILED

JUN 5 '98

12-51 PM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 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 March 1, 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.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Manager - Documents Administration

Enclosures

(MEAG005)

ASSIGN: MEAG005

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MEMORANDUM OF LEASE

JUN 5 '98

12-51 PM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of March, 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. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 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: Michelle Bess
Name: Michelle Bess
Title: Office Manager

By: [Signature]
Name: JACK THOMAS
Title: President

Executed on this 22nd day of May, 1998.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Michelle Berg, a Notary Public of the County and State aforesaid, certify that John J. Thomas 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 22nd day of May, 1998.

Michelle Berg
Notary Public

My Commission Expires:



LESSEE:

MERIDIAN AGGREGATES COMPANY

ATTEST:

By: [Signature]
Name: Gary J. Konnie
Title: VP Human Resources

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

Executed on this 12TH day of MAY, 1998.

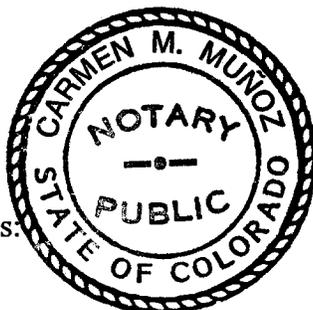
[CORPORATE SEAL]

STATE OF Colorado

COUNTY OF Arapahoe

I, Carmen M. Muñoz, 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 12th day of May, 1998.



Carmen M. Muñoz
Notary Public

My Commission Expires:

3-11-2000
(Notary Public)

EXHIBIT A
to
Memorandum of Lease

Twenty-Five (25) 2,300 cu. ft. Open Top Hopper Railcars

Car Numbers

MFCX	001096
MFCX	001130
MFCX	001132
MFCX	001135
MFCX	001136
MFCX	001142
MFCX	001147
MFCX	001148
MFCX	001149
MFCX	001152
MFCX	001154
MFCX	001157
MFCX	001163
MFCX	001164
MFCX	001167
MFCX	001168
MFCX	001169
MFCX	001170
MFCX	001179
MFCX	001183
MFCX	001186
MFCX	001190
MFCX	001200
MFCX	001203
MFCX	001205