



First Union Rail Corporation  
 One O'Hare Center  
 6250 River Road, Suite 5000  
 Rosemont, IL 60018-4214  
 Tel 847 318-7575  
 Fax 847 318-7588

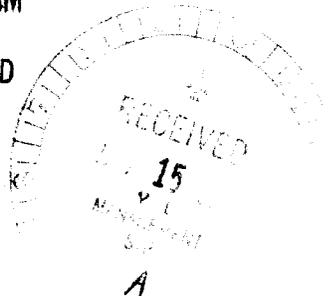
RECORDATION NO. **21185-A** FILED

VIA UPS NEXT DAY AIR

November 14, 2000

NOV 20 '00 11-35 AM

TS  
 SURFACE TRANSPORTATION BOARD



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

**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 May 5, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 21185 on January 27, 1998.

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

|   |  |
|---|--|
| <p>Lessor: First Union Rail Corporation<br/>         One O'Hare Center<br/>         6250 River Road, Suite 5000<br/>         Rosemont, IL 60018</p> | <p>Lessee: Rio Grande Portland Cement Company<br/>         5253 Montgomery Blvd. NE, Ste. 210<br/>         Albuquerque, NM 87109</p> |
|---|--|

A description of the railroad equipment covered by the enclosed document is one hundred forty-four (144) 2980 cubic foot covered hopper cars with car numbers NDYX 298050 - 298370, non-inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Rio Grande Portland Cement Company, Lessee, covering 144 2980 cubic foot covered hopper cars, with car numbers NDYX 298050-298370, non-inclusive.

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 along with the additional copies.

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-Morrison  
 Manager of Documentation

Enclosures

(RGPC006)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 5<sup>th</sup> day of May, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Rio Grande Portland Cement Company ("Lessee"), a New Mexico corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of OCTOBER 1, 1997, 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 5, 2000, 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: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

Title: \_\_\_\_\_

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION

Executed on this 5<sup>th</sup> day of May, 2000.

[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 5<sup>th</sup> day of MAY, 2000.

Susan Grokulskey  
Notary Public

My Commission Expires:  
8-14-2000  
(Notary Public)



RECORDATION NO. 21185-A FILED

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SURFACE TRANSPORTATION BOARD

**LESSEE:**

RIO GRANDE PORTLAND CEMENT COMPANY

By: William C Webb

Name: William C Webb

Title: VP Sales

**ATTEST:**

By: Lydia Plant

Name: Lydia Plant

Title: Traffic Supervisor

Executed on this 28 day of April, 2000.

[CORPORATE SEAL]

STATE OF New Mexico

COUNTY OF Bernalillo

I, Lorraine Chavez, a Notary Public of the County and State aforesaid, certify that William C. Webb 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 28 day of April, 2000

Lorraine Chavez  
Notary Public

Commission Expires:

5-3-2003  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One hundred forty-four (144)

DESCRIPTION OF CARS: 2980 cu. ft. Covered Hoppers

CAR NUMBERS: See Exhibit A – Car Numbers attached.

## EXHIBIT A – CAR NUMBERS

Group A - Fifty (50) cars from RGPC005 (Rider No. 2) to commence April 5, 2000.

|                     |                     |
|---------------------|---------------------|
| RGPC006 NDYX 298260 | RGPC006 NDYX 298297 |
| RGPC006 NDYX 298261 | RGPC006 NDYX 298298 |
| RGPC006 NDYX 298262 | RGPC006 NDYX 298299 |
| RGPC006 NDYX 298263 | RGPC006 NDYX 298300 |
| RGPC006 NDYX 298264 | RGPC006 NDYX 298301 |
| RGPC006 NDYX 298265 | RGPC006 NDYX 298302 |
| RGPC006 NDYX 298266 | RGPC006 NDYX 298303 |
| RGPC006 NDYX 298267 | RGPC006 NDYX 298304 |
| RGPC006 NDYX 298268 | RGPC006 NDYX 298305 |
| RGPC006 NDYX 298269 | RGPC006 NDYX 298306 |
| RGPC006 NDYX 298270 | RGPC006 NDYX 298307 |
| RGPC006 NDYX 298271 | RGPC006 NDYX 298308 |
| RGPC006 NDYX 298272 | RGPC006 NDYX 298309 |
| RGPC006 NDYX 298273 | Count: 50           |
| RGPC006 NDYX 298274 |                     |
| RGPC006 NDYX 298275 |                     |
| RGPC006 NDYX 298276 |                     |
| RGPC006 NDYX 298277 |                     |
| RGPC006 NDYX 298278 |                     |
| RGPC006 NDYX 298279 |                     |
| RGPC006 NDYX 298280 |                     |
| RGPC006 NDYX 298281 |                     |
| RGPC006 NDYX 298282 |                     |
| RGPC006 NDYX 298283 |                     |
| RGPC006 NDYX 298284 |                     |
| RGPC006 NDYX 298285 |                     |
| RGPC006 NDYX 298286 |                     |
| RGPC006 NDYX 298287 |                     |
| RGPC006 NDYX 298288 |                     |
| RGPC006 NDYX 298289 |                     |
| RGPC006 NDYX 298290 |                     |
| RGPC006 NDYX 298291 |                     |
| RGPC006 NDYX 298292 |                     |
| RGPC006 NDYX 298293 |                     |
| RGPC006 NDYX 298294 |                     |
| RGPC006 NDYX 298295 |                     |
| RGPC006 NDYX 298296 |                     |

Group B - Seventy-four (74) cars from RGPC004 (Rider No. 1) to commence November 22, 2000.

|              |        |              |        |
|--------------|--------|--------------|--------|
| RGPC004 NDYX | 298050 | RGPC004 NDYX | 298321 |
| RGPC004 NDYX | 298051 | RGPC004 NDYX | 298322 |
| RGPC004 NDYX | 298052 | RGPC004 NDYX | 298323 |
| RGPC004 NDYX | 298053 | RGPC004 NDYX | 298324 |
| RGPC004 NDYX | 298055 | RGPC004 NDYX | 298342 |
| RGPC004 NDYX | 298056 | RGPC004 NDYX | 298343 |
| RGPC004 NDYX | 298059 | RGPC004 NDYX | 298344 |
| RGPC004 NDYX | 298060 | RGPC004 NDYX | 298345 |
| RGPC004 NDYX | 298063 | RGPC004 NDYX | 298346 |
| RGPC004 NDYX | 298064 | RGPC004 NDYX | 298347 |
| RGPC004 NDYX | 298065 | RGPC004 NDYX | 298348 |
| RGPC004 NDYX | 298066 | RGPC004 NDYX | 298349 |
| RGPC004 NDYX | 298067 | RGPC004 NDYX | 298350 |
| RGPC004 NDYX | 298069 | RGPC004 NDYX | 298351 |
| RGPC004 NDYX | 298074 | RGPC004 NDYX | 298352 |
| RGPC004 NDYX | 298076 | RGPC004 NDYX | 298353 |
| RGPC004 NDYX | 298077 | RGPC004 NDYX | 298354 |
| RGPC004 NDYX | 298078 | RGPC004 NDYX | 298355 |
| RGPC004 NDYX | 298079 | RGPC004 NDYX | 298356 |
| RGPC004 NDYX | 298080 | RGPC004 NDYX | 298357 |
| RGPC004 NDYX | 298083 | RGPC004 NDYX | 298358 |
| RGPC004 NDYX | 298085 | RGPC004 NDYX | 298359 |
| RGPC004 NDYX | 298086 | RGPC004 NDYX | 298360 |
| RGPC004 NDYX | 298087 | RGPC004 NDYX | 298361 |
| RGPC004 NDYX | 298089 | RGPC004 NDYX | 298362 |
| RGPC004 NDYX | 298091 | RGPC004 NDYX | 298363 |
| RGPC004 NDYX | 298092 | RGPC004 NDYX | 298364 |
| RGPC004 NDYX | 298093 | RGPC004 NDYX | 298365 |
| RGPC004 NDYX | 298096 | RGPC004 NDYX | 298366 |
| RGPC004 NDYX | 298099 | RGPC004 NDYX | 298367 |
| RGPC004 NDYX | 298310 | RGPC004 NDYX | 298368 |
| RGPC004 NDYX | 298311 | RGPC004 NDYX | 298369 |
| RGPC004 NDYX | 298312 | RGPC004 NDYX | 298370 |
| RGPC004 NDYX | 298313 | Count:       | 74     |
| RGPC004 NDYX | 298314 |              |        |
| RGPC004 NDYX | 298315 |              |        |
| RGPC004 NDYX | 298316 |              |        |
| RGPC004 NDYX | 298317 |              |        |
| RGPC004 NDYX | 298318 |              |        |
| RGPC004 NDYX | 298319 |              |        |
| RGPC004 NDYX | 298320 |              |        |

Group C - Twenty (20) cars from RGPC001 (USL 1593-1) to commence December 28, 2000.

|         |      |        |
|---------|------|--------|
| RGPC001 | NDYX | 298054 |
| RGPC001 | NDYX | 298057 |
| RGPC001 | NDYX | 298058 |
| RGPC001 | NDYX | 298061 |
| RGPC001 | NDYX | 298062 |
| RGPC001 | NDYX | 298068 |
| RGPC001 | NDYX | 298070 |
| RGPC001 | NDYX | 298071 |
| RGPC001 | NDYX | 298072 |
| RGPC001 | NDYX | 298073 |
| RGPC001 | NDYX | 298075 |
| RGPC001 | NDYX | 298081 |
| RGPC001 | NDYX | 298082 |
| RGPC001 | NDYX | 298084 |
| RGPC001 | NDYX | 298088 |
| RGPC001 | NDYX | 298090 |
| RGPC001 | NDYX | 298094 |
| RGPC001 | NDYX | 298095 |
| RGPC001 | NDYX | 298097 |
| RGPC001 | NDYX | 298098 |
| Count:  |      | 20     |