



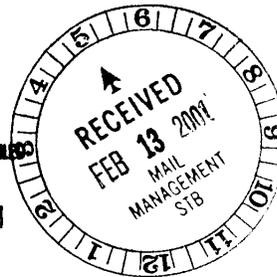
LEXIS Document Services

A member of the Reed Elsevier plc group

February 12, 2001

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

RECORDATION NO. 22965-B FILED
FEB 14 '01 2-56 PM
TS
SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 8, 2001 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY
D/B/A PHOENIX CEMENT COMPANY
8800 East Chaparral Road, Ste 155
Scottsdale, AZ 85250-2618

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

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY D/B/A PHOENIX CEMENT COMPANY covering 25 covered hopper railcars with reporting marks and numbers - CEFX 95405-95512, not inclusive

Please file this memorandum as a Secondary document to Recordation #22965 dated 6/23/00 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-seven dollars (\$27.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 8th day of January 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY d/b/a PHOENIX CEMENT COMPANY, a sovereign nation, with an address at 8800 East Chaparral Road, Suite 155, Scottsdale, AZ 85250-2618 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 8, 2000 covering the equipment listed on Schedule A hereto (the "Equipment") pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on June 23, 2000 as recordation number 22965.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY
d/b/a PHOENIX CEMENT COMPANY

By: [Signature]
Name: DALE DIULUS
Title: VICE PRESIDENT, FLY ASH PRODUCTS

RECORDATION NO. 22965-B FILED

FEB 14 '01 2-56 PM

SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
25	3230 c.f., p.d. covered hopper cars	CEFX 95405 CEFX 95464 CEFX 95465 CEFX 99466 CEFX 95467 CEFX 95468 CEFX 95470 CEFX 95471 CEFX 95472 CEFX 95473 CEFX 95474 CEFX 95477 CEFX 95496 CEFX 95499 CEFX 95502 CEFX 95503 CEFX 95504 CEFX 95505 CEFX 95506 CEFX 95507 CEFX 95508 CEFX 95509 CEFX 95510 CEFX 95511 CEFX 95512