



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

VIA UPS NEXT DAY AIR

July 12, 2001

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 three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 3, 2001, 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 22142.

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
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A description of the railroad equipment covered by the enclosed document is forty-four (44) 2300 cubic foot open top hopper cars, with car numbers FURX 911075-911182, non-inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor and Meridian Aggregates Company, Lessee, covering 44 2300 cubic foot open top hopper cars, with car numbers FURX 911075-911182, non-inclusive.

Also enclosed is a check in the amount of \$28.00 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

(MEAG007)

RECORDATION NO. 22142-A FILED

JUL 17 '01 3-27 PM
 TS
 SURFACE TRANSPORTATION BOARD

ASSGN. NO.: MEAG007

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3rd day of April, 2001, 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 Lease Agreement (the "Lease"), dated as of March 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2001 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
Title: Vice President Sales & Marketing
By: K.A. Dombrowski
Name: K.A. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION Executed on this 3rd day of April, 2001.

[CORPORATE SEAL]

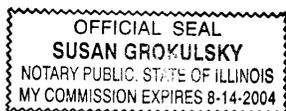
STATE OF ILLINOIS
COUNTY OF COOK

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 3rd day of April, 2001.

Susan Grokulsky
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



RECORDATION NO. 22142-A FILED

JUL 17 '01 3-27 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

MERIDIAN AGGREGATES COMPANY

By: John C. Genova

Name: JOHN C. GENOVA

Title: VICE PRESIDENT

ATTEST:

By: [Signature]

Name: RICH MOSES

Title: DIRECTOR Executed on this 28TH day of March 2001.

[CORPORATE SEAL]

STATE OF Colorado

COUNTY OF San Juan

I, SANDRA K. GRONQUIST, 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 28 day of March, 2001.

[Signature]
Notary Public

Commission Expires:

10/29/02
(Notary Public)



My Commission Expires 10/29/2002

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty-four (44)

DESCRIPTION OF CARS: 2300 cu. ft. Open Top Hoppers

CAR NUMBERS: See below:

FURX 911075	FURX 911170
FURX 911076	FURX 911175
FURX 911104	FURX 911176
FURX 911107	FURX 911179
FURX 911108	FURX 911180
FURX 911109	FURX 911181
FURX 911110	FURX 911182
FURX 911112	Count: 44
FURX 911113	
FURX 911117	
FURX 911119	
FURX 911123	
FURX 911124	
FURX 911125	
FURX 911128	
FURX 911129	
FURX 911130	
FURX 911133	
FURX 911135	
FURX 911136	
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