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July 19, 2001

RECORDATION NO. 22965-E



Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

JUL 23 '01 : 1:06 PM  
SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 30, 2001 between the following parties:

Names and address of 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 dba  
PHOENIX CEMENT COMPANY**  
8800 East Chaparral Road, Suite 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 dba PHOENIX CEMENT COMPANY**, covering 26 hopper cars with reporting marks and numbers – CEFX 95072 – CEFX 95716, **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-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

Sherry Lewey  
New Business Development/Research Coordinator



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**Enclosure**

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30<sup>th</sup> day of May 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware 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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 23, 2000 and given Recordation Number 22965.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, 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:   
Name: JOSEPH L. MANKOWSKI  
Title: VICE PRESIDENT/RAIL RESOURCES

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:   
Name: DALE DIULUS  
Title: VICE PRESIDENT, FLY ASH PRODUCTS

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## Schedule A

Quantity  
26

Equipment Description  
3230 c.f., p.d. covered hopper  
cars

| <u>Car Marks &amp; Numbers</u> |            |
|--------------------------------|------------|
| 1                              | CEFX 95072 |
| 2                              | CEFX 95080 |
| 3                              | CEFX 95084 |
| 4                              | CEFX 95397 |
| 5                              | CEFX 95432 |
| 6                              | CEFX 95448 |
| 7                              | CEFX 95449 |
| 8                              | CEFX 95450 |
| 9                              | CEFX 95469 |
| 10                             | CEFX 95475 |
| 11                             | CEFX 95476 |
| 12                             | CEFX 95485 |
| 13                             | CEFX 95486 |
| 14                             | CEFX 95487 |
| 15                             | CEFX 95488 |
| 16                             | CEFX 95489 |
| 17                             | CEFX 95490 |
| 18                             | CEFX 95491 |
| 19                             | CEFX 95492 |
| 20                             | CEFX 95493 |
| 21                             | CEFX 95494 |
| 22                             | CEFX 95495 |
| 23                             | CEFX 95497 |
| 24                             | CEFX 95498 |
| 25                             | CEFX 95500 |
| 26                             | CEFX 95716 |