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September 19, 2001

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



RECORDATION NO. 22965-F  
SEP 21 '01 11-12 AM

Dear Taledia,

SURFACE TRANSPORTATION BOARD

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 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 d/b/a 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 d/b/a PHOENIX CEMENT COMPANY** covering 32 hopper railcars with reporting marks and numbers – CEFX 95050 – CEFX 95337, **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  
Research/Development 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 August, 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 on June 23, 2000 as 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: RICHARD LATIS  
Title: VICE PRESIDENT/LEASING

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

RECORDATION NO. 22965-F FILED

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SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Marks and Numbers</u>	
32	3230 c.f., p.d. covered hopper cars	1	CEFX 95050
		2	CEFX 95051
		3	CEFX 95052
		4	CEFX 95053
		5	CEFX 95054
		6	CEFX 95055
		7	CEFX 95056
		8	CEFX 95057
		9	CEFX 95058
		10	CEFX 95059
		11	CEFX 95060
		12	CEFX 95061
		13	CEFX 95062
		14	CEFX 95063
		15	CEFX 95067
		16	CEFX 95139
		17	CEFX 95150
		18	CEFX 95153
		19	CEFX 95154
		20	CEFX 95155
		21	CEFX 95156
		22	CEFX 95157
		23	CEFX 95328
		24	CEFX 95329
		25	CEFX 95330
		26	CEFX 95331
		27	CEFX 95332
		28	CEFX 95333
		29	CEFX 95334
		30	CEFX 95335
		31	CEFX 95336
		32	CEFX 95337