

RECORDATION NO. 23458 FILED

APR 17 '01 19-18 AM

SURFACE TRANSPORTATION BOARD

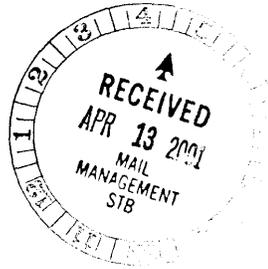
By Hand

Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 714
Washington, D.C. 20423-0001

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April 13, 2001



Dear Secretary Williams:

Enclosed for recordation, pursuant to the provisions of 49 U.S.C. §11301(a) and 49 C.F.R. Part 1177, are the original and a counterpart of a Memorandum of Lease Termination Agreement and Assignment of Sublease, dated as of April 3, 2001, which should be recorded as a *primary* document.

The names and addresses of the parties to the enclosed document (and certain related documents) are:

Lessor/Assignor: SOUTHERN ILLINOIS RAILCAR COMPANY ("SIRC")
505 Buckeye Drive
Troy, IL 62294

Lessor/Assignee: THE CIT GROUP/EQUIPMENT FINANCING, INC. ("CIT")
1211 Avenue of the Americas
New York, NY 10036

Sublessee/Lessee: MERIDIAN AGGREGATES COMPANY ("Meridian")
5575 DTC Parkway, Suite 325
Greenwood Village, CO 80111

We request that the enclosed primary document be indexed under *each* of the above-listed names.

A description of the railroad equipment covered by the enclosed document (the "Equipment") is as follows:

<u>Number of Cars</u>	<u>Type</u>	<u>Identifying Marks</u>
60	2,000 to 2,662 cubic foot capacity gondola cars	As more specifically described in the enclosed document, within the range SIRX 200001 to 200095

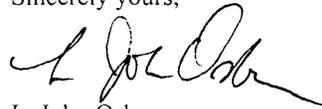
Hon. Vernon A. Williams. Secretary
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A brief description of the transaction reflected in the enclosed document is as follows:

As more fully described in the enclosed document, CIT and SIRC have terminated certain master leases, under which CIT had leased certain cars to SIRC, and SIRC has assigned to CIT a certain lease, under which SIRC had subleased certain of those cars to Meridian.

Also enclosed is a check in the amount of \$28.00, payable to the order of the Surface Transportation Board, which covers the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned.

Sincerely yours,

A handwritten signature in black ink, appearing to read "L. John Osborn", written in a cursive style.

L. John Osborn

Enclosures

APR 17 '01 19:18 AM

**MEMORANDUM OF LEASE TERMINATION AGREEMENT AND ASSIGNMENT OF
SUBLEASE** SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LEASE TERMINATION AGREEMENT AND ASSIGNMENT OF SUBLEASE, dated as of April 3, 2001, is made between SOUTHERN ILLINOIS RAILCAR COMPANY ("SIRC"), a corporation organized under the laws of the state of Illinois, and THE CIT GROUP/EQUIPMENT FINANCING, INC. ("CIT"), a corporation organized under the state of New York, and relates to that certain Railcar Lease Agreement dated May 9, 1997 (as further described below, the "Sublease") between SIRC and MERIDIAN AGGREGATES COMPANY (the "Sublessee").

WHEREAS, on or about February 22, 2000, SIRC entered into a written "Master Net Railcar Lease Amending and Restating in Part Certain Letter Agreements" with CIT for the use of certain railcars then owned or thereafter acquired by CIT; and

WHEREAS, on or about May 8, 1996, SIRC entered into a written "Railcar Equipment Lease" with JAIX Leasing Company for the use of certain railcars then owned or thereafter acquired by JAIX Leasing Company; CIT later succeeded to the rights of JAIX Leasing Company under the "Railcar Equipment Lease" and is now the lessor under such lease and the owner of the railcars subject thereto; and

WHEREAS, the leases described in the previous two paragraphs of this Memorandum, together with all related schedules, riders, addenda, appendices, amendments, modifications and other attachments and related documents, are collectively referred to as the "Leases"; and

WHEREAS, by a Railcar Lease Agreement dated May 9, 1997, as amended from time to time by amendments entitled "Amendment No. 5" dated April 20, 2000, "Amendment No. 4" dated June 30, 1999, "Amendment No. 3" dated April 4, 1998, "Amendment No. 2" dated April 3, 1998 and "Amendment No. 1" dated September 9, 1997 (collectively, the "Sublease"), all between Sublessee, as lessee, and SIRC, as lessor, SIRC leased certain railcars to Sublessee, as described below (9 other cars subject to the Sublease are owned by SIRC):

60 2,000 to 2,662 cubic foot capacity gondola cars currently bearing the AAR reporting marks:

- SIRX 200001 to 200003
- SIRX 200006
- SIRX 200008
- SIRX 200011
- SIRX 200014 to 200022
- SIRX 200024
- SIRX 200026 to 200037
- SIRX 200039
- SIRX 200041
- SIRX 200043
- SIRX 200044
- SIRX 200046 to 200049
- SIRX 200051

SIRX 200053
SIRX 200055
SIRX 200056
SIRX 200058
SIRX 200061
SIRX 200062
SIRX 200067 to 200071
SIRX 200074
SIRX 200079
SIRX 200080
SIRX 200082
SIRX 200084
SIRX 200086 to 200088
SIRX 200091
SIRX 200093 to 200095

and

WHEREAS, SIRC and CIT have entered into a Lease Termination Agreement and Assignment of Subleases, dated as of April 3, 2001, under which (as more fully described therein) the Leases have been terminated and SIRC has irrevocably and absolutely (and not for purposes of collateral security) assigned, set over and transferred to CIT all of SIRC's right, title and interest in the Sublease and assignments between SIRC and the Sublessee under the Sublease; and

WHEREAS, the parties desire to provide notice of the termination of the Leases and of the assignment of the Sublease by SIRC to CIT; and

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Lease Termination Agreement and Assignment of Sublease to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of the date herein first set forth above.

SOUTHERN ILLINOIS RAILCAR COMPANY

By: Kurt E. Schusen
Name: Kurt E. Schusen
Title: EVP

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____
Name: _____
Title: _____

SOUTHERN ILLINOIS RAILCAR COMPANY

By:
Name:
Title:

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:
Name:
Title:


T. Thomas Garry
VP

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Illinois)
) SS:
County of Madison)

On this 4th day of April, 2001, before me personally appeared Kurt E. Johnson, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of SOUTHERN ILLINOIS RAILCAR COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Janice A. Tweedy
Signature of Notary Public

My commission expires February 23, 2004

Seal



CORPORATE FORM OF ACKNOWLEDGEMENT

State of Illinois)
) SS:
County of _____)

On this 4th day of April, 2001, before me personally appeared J. Thomas Garry to me personally known, who being by me duly sworn, says that he is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara Garner
Signature of Notary Public

My commission expires _____
BARBARA GARNER
Notary Public, State of New York
No. 019A5065133
Qualified in ~~New York County~~
Certificate filed in New York County
Commission Expires Sept. 3, 2002

Seal