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August 29, 2001

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

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 8, 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: **MERIDIAN AGGREGATES COMPANY, A LIMITED PARTNERSHIP**  
5575 DTC Parkway, Suite 325, Greenwood Village, CO 80111

**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: **MERIDIAN AGGREGATES COMPANY** covering 100 mill gondolas with reporting marks and numbers — CEFX 31601 – CEFX 31993, NOT INCLUSIVE.

Please file this memorandum as a **PRIMARY** document 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



**LEXIS<sup>®</sup> Document Services**  
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**Research/Development Coordinator**

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 8<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 MERIDIAN AGGREGATES COMPANY, A LIMITED PARTNERSHIP, a Delaware limited partnership, with an address at 5575 DTC Parkway, Suite 325, Greenwood Village, CO 80111 (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 August 8, 2001 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, 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: 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.

MERIDIAN AGGREGATES COMPANY, A LIMITED PARTNERSHIP

By: Bruce A. Vaio  
Name: BRUCE A. VAIO  
Title: PR

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SURFACE TRANSPORTATION BOARD

## Schedule A

Quantity  
100

Equipment Description  
52' - 5'6" sided mill gondolas

Car Marks and Numbers  
Listed below

1	CEFX	31601
2	CEFX	31604
3	CEFX	31621
4	CEFX	31630
5	CEFX	31632
6	CEFX	31635
7	CEFX	31643
8	CEFX	31647
9	CEFX	31648
10	CEFX	31651
11	CEFX	31653
12	CEFX	31668
13	CEFX	31677
14	CEFX	31679
15	CEFX	31681
16	CEFX	31688
17	CEFX	31690
18	CEFX	31693
19	CEFX	31698
20	CEFX	31700
21	CEFX	31702
22	CEFX	31703
23	CEFX	31705
24	CEFX	31717
25	CEFX	31719
26	CEFX	31728
27	CEFX	31729
28	CEFX	31732
29	CEFX	31733
30	CEFX	31734
31	CEFX	31735
32	CEFX	31739
33	CEFX	31742
34	CEFX	31743

35	CEFX	31750
36	CEFX	31751
37	CEFX	31755
38	CEFX	31757
39	CEFX	31758
40	CEFX	31764
41	CEFX	31767
42	CEFX	31769
43	CEFX	31771
44	CEFX	31773
45	CEFX	31774
46	CEFX	31775
47	CEFX	31783
48	CEFX	31784
49	CEFX	31794
50	CEFX	31808
51	CEFX	31816
52	CEFX	31823
53	CEFX	31824
54	CEFX	31825
55	CEFX	31835
56	CEFX	31837
57	CEFX	31838
58	CEFX	31840
59	CEFX	31843
60	CEFX	31844
61	CEFX	31845
62	CEFX	31847
63	CEFX	31852
64	CEFX	31863
65	CEFX	31868
66	CEFX	31869
67	CEFX	31871

68	CEFX	31874
69	CEFX	31875
70	CEFX	31878
71	CEFX	31882
72	CEFX	31887
73	CEFX	31888
74	CEFX	31891
75	CEFX	31901
76	CEFX	31903
77	CEFX	31905
78	CEFX	31908
79	CEFX	31910
80	CEFX	31915
81	CEFX	31921
82	CEFX	31923
83	CEFX	31924
84	CEFX	31926
85	CEFX	31931
86	CEFX	31937
87	CEFX	31941
88	CEFX	31945
89	CEFX	31949
90	CEFX	31956
91	CEFX	31957
92	CEFX	31958
93	CEFX	31959
94	CEFX	31960
95	CEFX	31962
96	CEFX	31974
97	CEFX	31978
98	CEFX	31989
99	CEFX	31992
100	CEFX	31993