



CORPORATION SERVICE COMPANY

RECORDATION NO. 22965-6 FILED

MAR 17 '06

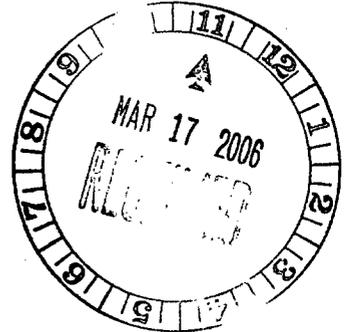
4-20 PM

Secondary FILING

SURFACE TRANSPORTATION BOARD

March 16, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C: 20423
Barbara.saddler@stb.dot.gov



REF: 150678-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 24, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **Salt River Pima-Maricopa Indian Community DBA: Phoenix Cement Corporation, A Sovereign Nation**
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 Corporation, A Sovereign Nation** covering 55 3,250 C.F. covered hopper cars with gravity gates and round hatches with reporting marks and numbers – CEFX85939 – 85993 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #22965 dated 06-23-2000 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3793.

Thank you for your prompt assistance.

Sincerely,

STEVE TURNER
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 27TH day of January, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and SALT RIVER PIMA – MARICOPA INDIAN COMMUNITY d/b/a PHOENIX CEMENT CORPORATION, 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: William P. O'Brien
Name: William P. O'Brien
Title: Vice President

RECORDATION NO. 22965-6 FILED

MAR 17 '06 4-20 PM

SURFACE TRANSPORTATION BOARD

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: Dale Diulus
Name: DALE DIULUS
Title: VP CCP + LOGISTICS

Schedule A

Number of Cars

Equipment Description

55 3,250 C.F. covered hopper car with gravity gates and round hatches

1	CEFX	85939	53	CEFX	85991
2	CEFX	85940	54	CEFX	85992
3	CEFX	85941	55	CEFX	85993
4	CEFX	85942			
5	CEFX	85943			
6	CEFX	85944			
7	CEFX	85945			
8	CEFX	85946			
9	CEFX	85947			
10	CEFX	85948			
11	CEFX	85949			
12	CEFX	85950			
13	CEFX	85951			
14	CEFX	85952			
15	CEFX	85953			
16	CEFX	85954			
17	CEFX	85955			
18	CEFX	85956			
19	CEFX	85957			
20	CEFX	85958			
21	CEFX	85959			
22	CEFX	85960			
23	CEFX	85961			
24	CEFX	85962			
25	CEFX	85963			
26	CEFX	85964			
27	CEFX	85965			
28	CEFX	85966			
29	CEFX	85967			
30	CEFX	85968			
31	CEFX	85969			
32	CEFX	85970			
33	CEFX	85971			
34	CEFX	85972			
35	CEFX	85973			
36	CEFX	85974			
37	CEFX	85975			
38	CEFX	85976			
39	CEFX	85977			
40	CEFX	85978			
41	CEFX	85979			
42	CEFX	85980			
43	CEFX	85981			
44	CEFX	85982			
45	CEFX	85983			
46	CEFX	85984			
47	CEFX	85985			
48	CEFX	85986			
49	CEFX	85987			
50	CEFX	85988			
51	CEFX	85989			
52	CEFX	85990			