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RECORDER NO. 22965-I FILED

MAY 14 '03 11-45 PM

SURFACE TRANSPORTATION BOARD



May 13, 2003

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

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 23, 2002 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 44 coal hoppers with reporting marks and numbers – CEFX 95867 – CEFX 95942, 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 thirty dollars (\$30.00) 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



LexisNexis

Document Solutions

Sherry Lewey
Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 23rd day of December 2002, 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 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: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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 Dillmy
Name: Dale Dillmy
Title: VICE PRESIDENT, FLY ASH PRESIDENT

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SURFACE TRANSPORTATION BOARD

SCHEDULE A

Quantity
44

Equipment Description
3,230 c.f. covered hopper cars.

Car Marks and Numbers

1	CEFX	95867
2	CEFX	95878
3	CEFX	95879
4	CEFX	95880
5	CEFX	95881
6	CEFX	95882
7	CEFX	95883
8	CEFX	95884
9	CEFX	95890
10	CEFX	95891
11	CEFX	95892
12	CEFX	95893
13	CEFX	95894
14	CEFX	95895
15	CEFX	95896
16	CEFX	95897
17	CEFX	95898
18	CEFX	95899
19	CEFX	95900
20	CEFX	95901
21	CEFX	95902
22	CEFX	95903

23	CEFX	95904
24	CEFX	95905
25	CEFX	95906
26	CEFX	95907
27	CEFX	95908
28	CEFX	95909
29	CEFX	95910
30	CEFX	95914
31	CEFX	95915
32	CEFX	95916
33	CEFX	95917
34	CEFX	95918
35	CEFX	95919
36	CEFX	95920
37	CEFX	95921
38	CEFX	95922
39	CEFX	95923
40	CEFX	95924
41	CEFX	95926
42	CEFX	95927
43	CEFX	95928
44	CEFX	95942