



CORPORATION SERVICE COMPANY

May 3, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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Washington D.C. 20423
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Barbara.Saddler@stb.dot.gov



RECORDATION NO. 22965-N FILED

MAY 05 '05 4-47 PM

SURFACE TRANSPORTATION BOARD

RE: 143370-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 3, 2004 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 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 dba PHOENIX CEMENT COMPANY** covering 60 covered hopper cars with reporting marks and numbers –CEFX 96298 – CEFX 96378 – 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-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 5th day of November, 2004, 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:

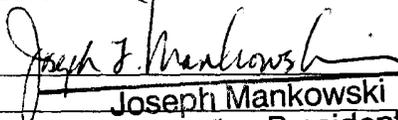
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 8, 2000 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 23, 2000 and given 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: 
Name: Joseph Mankowski
Title: Senior Vice President

RECORDATION NO. 22965-N FILED

MAY 05 '05 4-47 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: 
Name: DALE DILLUS
Title: VICE PRESIDENT OPERATIONS

Schedule A

Number of Cars

Equipment Description

60

3,230 C.F., P.D. covered hopper car

1	CEFX	96298	53	CEFX	96371
2	CEFX	96299	54	CEFX	96372
3	CEFX	96300	55	CEFX	96373
4	CEFX	96301	56	CEFX	96374
5	CEFX	96302	57	CEFX	96375
6	CEFX	96303	58	CEFX	96376
7	CEFX	96304	59	CEFX	96377
8	CEFX	96305	60	CEFX	96378
9	CEFX	96306			
10	CEFX	96307			
11	CEFX	96308			
12	CEFX	96309			
13	CEFX	96310			
14	CEFX	96311			
15	CEFX	96312			
16	CEFX	96313			
17	CEFX	96314			
18	CEFX	96315			
19	CEFX	96316			
20	CEFX	96317			
21	CEFX	96339			
22	CEFX	96340			
23	CEFX	96341			
24	CEFX	96342			
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46	CEFX	96364			
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