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CORPORATION SERVICE COMPANY®

RECORDATION NO. 25167-A FILED

JUL 07 '05 2-49 PM

SURFACE TRANSPORTATION BOARD

JUL 7 2005 RECEIVED

July 6, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 145551-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 25, 2005 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: **NATIONAL SPECIALTY AGGREGATES**
4310 South 80th Street Mesa, AZ 85212

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: **NATIONAL SPECIALTY AGGREGATES** covering 19 hopper cars with reporting marks and numbers – CEFX 17433 – GRPX 944575 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #25167 dated 08/27/04 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. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

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SURFACE TRANSPORTATION BO

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 25 day of Jan, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and NATIONAL SPECIALTY AGGREGATES, a limited liability company, with an address at 4310 South 80th Street, Mesa, AZ 85212 (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 March 2, 2004 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on August 27, 2004 and given Recordation Number 25167.

WHEREAS, the Parties have entered in to 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 for the 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 F. 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.

NATIONAL SPECIALTY AGGREGATES

By: James E. MacDonald
Name: James E. MacDonald
Title: CEO

Schedule A

Number of Cars	Equipment Description
19	4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	17433
2	CEFX	151448
3	CEFX	151758
4	CEFX	151794
5	CEFX	152207
6	CEFX	152210
7	CEFX	152211
8	CEFX	152226
9	CEFX	152230
10	CEFX	152313
11	CEFX	152330
12	CEFX	152386
13	CEFX	152388
14	CEFX	152488
15	CEFX	152534
16	GRPX	944091
17	GRPX	944128
18	GRPX	944490
19	GRPX	944575