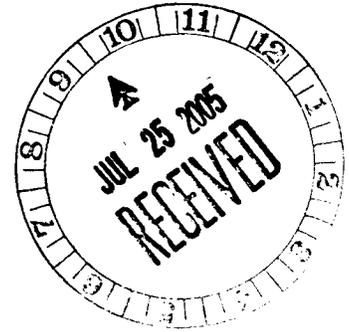




CORPORATION SERVICE COMPANY

RECORDATION NO. 22965-P FILED



July 22, 2005

JUL 25 '05

3-50 PM

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

SURFACE TRANSPORTATION BOARD

RE: 145590-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 26, 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: **SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY DBA
PHOENIX CEMENT CORPORATION**
8800 East Chaparral Road, Suite 155 Scottsdale, AZ 85250

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** covering 9 hopper cars with reporting marks and numbers – CEFX 95070 – CEFX 95091 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #22965 dated 06/23/00 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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26TH day of APRIL, 2005, 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:

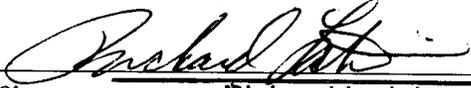
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 8, 2000 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 23, 2000 and given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

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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 DIULUS
Title: VICE PRESIDENT OPERATIONS

Schedule A

Number of Cars

Equipment Description

9 3,230 C.F., P.D. covered hopper car

1	CEFX	95070
2	CEFX	95073
3	CEFX	95074
4	CEFX	95081
5	CEFX	95082
6	CEFX	95085
7	CEFX	95087
8	CEFX	95090
9	CEFX	95091