

RECORDATION NO. 23629-K FILED

MAY 20 '08 -10 00 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

May 20, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Termination of Lease, dated as of May 20, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 23629-G and 23629-H.

The name and address of the party to the enclosed document are:

Lessor: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

[Lessee: Meridian Aggregates Company
5575 DTC Parkway, Suite 325
Greenwood Village, CO 80111]

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

51 gondola railcars within the series CEFX 33063 - CEFX 33198 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Partial Termination of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAY 20 '08 -10 00 AM

MEMORANDUM OF PARTIAL TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The CIT Group/Equipment Financing, Inc., a Delaware corporation ("CIT"), is the lessor under that certain Master Railcar Lease dated as of August 8, 2001 (the "Master Lease") and that certain Lease Schedule No. 03 thereto, as extended by a Lease Extension Certificate dated as of November 1, 2004 and effective as of March 1, 2004, and a Lease Extension Certificate dated as of May 25, 2005 and effective as of March 1, 2005 (the "Schedule"; the Schedule and the Master Lease as it relates to the Schedule, collectively, the "Lease") between CIT and Meridian Aggregates Company, a Limited Partnership, as lessee (the "Lessee"), with respect to the lease by CIT to the Lessee of the fifty one (51) railcars identified on Exhibit A hereto (the "Equipment") and certain other railroad equipment.

A Memorandum of Railcar Lease dated as of January 29, 2003 between CIT and Lessee, relating to the Lease, was duly filed and recorded with the Surface Transportation Board on May 5, 2004 under Recordation Number 23629-G. A separate Memorandum of Railcar Lease dated as of August 18, 2004 between CIT and Lessee, relating to the Lease, was duly filed and recorded with the Surface Transportation Board on August 27, 2004 under Recordation Number 23629-H.

This Memorandum of Partial Termination of Lease acknowledges for the public record that the Lease has terminated with respect to the Equipment. This Memorandum of Partial Termination of Lease shall not impair or terminate any of the rights and obligations of the parties under the Lease that expressly survive its termination.

The Lease remains in full force and effect as to the remaining railroad equipment under the Lease other than the Equipment.

Dated this 20th day of May, 2008.

I certify that I hold the title set forth below, that this instrument was signed on behalf of CIT 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 CIT. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stajich
Name: Catherine Stajich
Title: Vice President

EXHIBIT A

Fifty one (51) 52' mill gondolas, bearing the following marks and numbers:

1	CEFX	33063	42	CEFX	33180
2	CEFX	33064	43	CEFX	33181
3	CEFX	33068	44	CEFX	33185
4	CEFX	33073	45	CEFX	33187
5	CEFX	33074	46	CEFX	33188
6	CEFX	33078	47	CEFX	33189
7	CEFX	33079	48	CEFX	33191
8	CEFX	33080	49	CEFX	33193
9	CEFX	33082	50	CEFX	33197
10	CEFX	33086	51	CEFX	33198
11	CEFX	33101			
12	CEFX	33106			
13	CEFX	33112			
14	CEFX	33113			
15	CEFX	33114			
16	CEFX	33119			
17	CEFX	33120			
18	CEFX	33124			
19	CEFX	33125			
20	CEFX	33126			
21	CEFX	33127			
22	CEFX	33130			
23	CEFX	33133			
24	CEFX	33134			
25	CEFX	33135			
26	CEFX	33136			
27	CEFX	33138			
28	CEFX	33141			
29	CEFX	33143			
30	CEFX	33152			
31	CEFX	33153			
32	CEFX	33155			
33	CEFX	33161			
34	CEFX	33162			
35	CEFX	33164			
36	CEFX	33165			
37	CEFX	33166			
38	CEFX	33168			
39	CEFX	33169			
40	CEFX	33172			
41	CEFX	33179			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/20/08



Robert W. Alvord