

RECORDATION NO 30331 FILED
August 15, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

August 15, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 10, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: MACQUARIE RAIL INC.
1 North Wacker Drive, Ninth Floor
Chicago, Illinois 60606

Lessee: PHOENIX CEMENT COMPANY, A DIVISION
OF THE SALT RIVER PIMA-MARICOPA
INDIAN COMMUNITY
8800 East Chaparral Road, Suite 155
Scottsdale, AZ 85250

Chief, Section of Administration
August 15, 2012
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A description of the railroad equipment covered by the enclosed document is:

52 PD 3230 hopper cars, 286,000 lb. capacity GRL: MQRX 140001 – MQRX 140052.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 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,



Edward M. Luria

EML/bhs
Enclosures

**MEMORANDUM OF LEASE
BETWEEN
MACQUARIE RAIL INC.
("LESSOR")**

AND
PHOENIX CEMENT COMPANY, a division of the Salt River Pima-Maricopa Indian
Community ("LESSEE")

May 10, 2012

THIS MEMORANDUM OF LEASE is dated as of May 10, 2012 by and between MACQUARIE RAIL INC., a Delaware corporation, ("**Lessor**") and PHOENIX CEMENT COMPANY, a division of the Salt River Pima-Maricopa Indian Community ("**Lessee**").

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor, 52 Thrall 2001 built PD3230 Hopper; GRL Capacity (each, a "**Car**") bearing marks and numbers as follows:

1286,000 lb

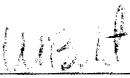
See Attached Exhibit A

2. The Lease will be effective as of the date of this Memorandum and will be subject to the lease term, as described in the Lease.
3. The Lease provides, among other things that to further secure the obligations of Lessee to Lessor, Lessee grants to Lessor a first priority security interest in Lessee's rights and interest in, to and under any agreement affecting any Car, including any maintenance agreement, any agreement relating to use of reporting marks, and any sublease, and the proceeds from any of the foregoing.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

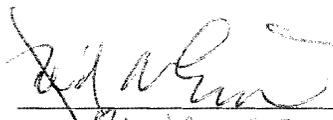
Lessor: MACQUARIE RAIL INC.

I, MARK BRECHT (name of signor), certify that I am the Vice President of Macquarie Rail Inc., that the instrument was signed and sealed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: 
Title: Vice President
Date: 5-10-2012

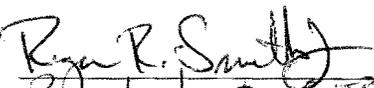
Lessor: MACQUARIE RAIL INC.

I, Drew H. Scudlors (name of signor), certify that I am the President of Macquarie Rail Inc., that the instrument was signed and sealed on behalf of the corporation by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: 
Title: President
Date: 5-10-2012

Lessee: PHOENIX CEMENT COMPANY, a division of the Salt River Pima-Maricopa Indian Community

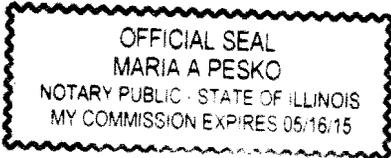
I, Roger R. Smith, Jr. (name of signor), certify that I am the President & CEO (title of office) of Phoenix Cement Company, a division of the Salt River Pima-Maricopa Indian Community (name of Lessee), that the instrument was signed on behalf of the Phoenix Cement Company by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Phoenix Cement Company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on date indicated below.

By: 
Title: President & CEO
Date: 4/30/2012

STATE OF ILLINOIS

COUNTY OF COOK

On this 10th day of May, 2012, before me personally appeared Mark Buecht, to me personally known, who being by me duly sworn, says that he is the Vice President of Macquarie Rail Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



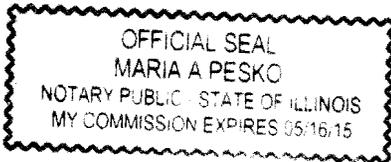
[Signature]
NOTARY PUBLIC

My commission expires: 5/16/15

STATE OF ILLINOIS

COUNTY OF COOK

On this 10th day of May, 2012, before me personally appeared David M. Edwards, to me personally known, who being by me duly sworn, says that he is the President of Macquarie Rail Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



[Signature]
NOTARY PUBLIC

My commission expires: 5/16/15

STATE OF ARIZONA

COUNTY OF MARICOPA

On this 30th day of APRIL, 2012, before me personally appeared ROGER R. SMITH JR., to me personally known, who being by me duly sworn, says that he is the PRESIDENT & CEO of Phoenix Cement Company, a division of the Salt River Pima-Maricopa Indian Community that the foregoing instrument was signed on behalf of said entity, and he acknowledged that the execution of the said instrument was his free act and deed.



[Signature]
NOTARY PUBLIC

My commission expires 6/22/2014

EXHIBIT A

Car Marks and Numbers

1	MQRX	140001
2	MQRX	140002
3	MQRX	140003
4	MQRX	140004
5	MQRX	140005
6	MQRX	140006
7	MQRX	140007
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11	MQRX	140011
12	MQRX	140012
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42	MQRX	140042
43	MQRX	140043
44	MQRX	140044
45	MQRX	140045
46	MQRX	140046
47	MQRX	140047
48	MQRX	140048
49	MQRX	140049
50	MQRX	140050
51	MQRX	140051
52	MQRX	140052

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 8-15-12

Edward M Luria
Edward M. Luria