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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

December 9, 2015

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 Schedule No. 3, dated as of September 30, 2015, 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: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: Lafarge North America, Inc.
12735 Morris Road Extension, Suite 300
Atlanta, GA 30303

A description of the equipment covered by the enclosed document is:

76 covered hopper railcars: ARUX 210 and BCAX 200 – BCAX 275
(excluding BCAX 210).

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

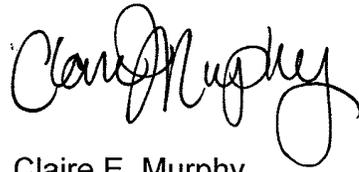
Memorandum of Lease Schedule No. 3.

Section Chief
December 9, 2015
Page 2

Also enclosed is a check in the amount of \$43.00 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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M" and "y".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE

SCHEDULE NO. 3

This is a Memorandum of Schedule No. 3 dated as of September 30, 2015, to a Lease Agreement dated as of July 1, 2009, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Lessor") and Lafarge North America Inc., a Maryland corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from Lessor, seventy-six (76) 3,281 cubic foot capacity twin covered hopper railcars, 286,000 lbs. GRL, bearing marks and numbers as set forth in the attached Rail Equipment List.
2. Schedule No. 3 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Schedule No. 3, as each may be amended from time to time.

IN WITNESS WHEREOF, each party, pursuant to due authority, has caused this instrument to be signed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this instrument was the free act of the entity, that the foregoing is true and correct and that this instrument was executed effective on the date first above written.

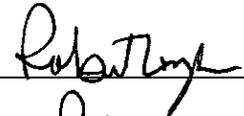
LESSOR:

LESSEE:

GREENBRIER LEASING COMPANY LLC

LAFARGE NORTH AMERICA INC.

BY: 

BY: 

NAME: JT SHAPP

NAME: Robert Cooper

TITLE: PRESIDENT

TITLE:

RAIL EQUIPMENT LIST

Mark	Number	Mark	Number
ARUX	210	BCAX	238
BCAX	200	BCAX	239
BCAX	201	BCAX	240
BCAX	202	BCAX	241
BCAX	203	BCAX	242
BCAX	204	BCAX	243
BCAX	205	BCAX	244
BCAX	206	BCAX	245
BCAX	207	BCAX	246
BCAX	208	BCAX	247
BCAX	209	BCAX	248
BCAX	211	BCAX	249
BCAX	212	BCAX	250
BCAX	213	BCAX	251
BCAX	214	BCAX	252
BCAX	215	BCAX	253
BCAX	216	BCAX	254
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BCAX	218	BCAX	256
BCAX	219	BCAX	257
BCAX	220	BCAX	258
BCAX	221	BCAX	259
BCAX	222	BCAX	260
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BCAX	225	BCAX	263
BCAX	226	BCAX	264
BCAX	227	BCAX	265
BCAX	228	BCAX	266
BCAX	229	BCAX	267
BCAX	230	BCAX	268
BCAX	231	BCAX	269
BCAX	232	BCAX	270
BCAX	233	BCAX	271
BCAX	234	BCAX	272
BCAX	235	BCAX	273
BCAX	236	BCAX	274
BCAX	237	BCAX	275
		Total	76 Cars

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: December 9, 2015



Claire E. Murphy