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Taledia Stokes

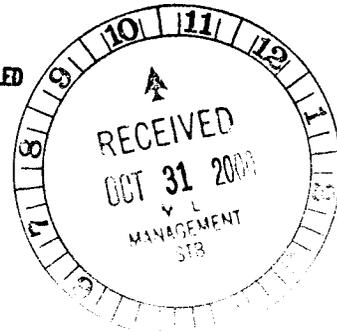
SURFACE TRANSPORTATION BOARD

Surface Transportation Board

Recordation Office

1925 K Street, N.W., Suite 700

Washington D.C. 20423



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 10, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: LAFARGE CORPORATION
400 Town Center, Suite 2000, Southfield, MI 48075

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: LAFARGE CORPORATION. covering (35) 3230 c.f. pressure differential covered hopper railcars with reporting marks and numbers – **SEE ATTACHED LISTING.**

Please file this memorandum as a primary document with the Surface Transportation Board and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator
Enclosure/sll

Schedule A

Quantity
35

Equipment Description
3230 c.f. pressure differential
covered hopper railcars

Car Marks and Numbers

CEFX 95071
CEFX 95094
CEFX 95095
CEFX 95096
CEFX 95100
CEFX 95105
CEFX 95106
CEFX 95107
CEFX 95108
CEFX 95109
CEFX 95110
CEFX 95111
CEFX 95112
CEFX 95113
CEFX 95114
CEFX 95115
CEFX 95116
CEFX 95117
CEFX 95120
CEFX 95121
CEFX 95122
CEFX 95123
CEFX 95124
CEFX 95125
CEFX 95127
CEFX 95132
CEFX 95134
CEFX 95135
CEFX 95136
CEFX 95137
CEFX 95318
CEFX 95140
CEFX 95141
CEFX 95143
CEFX 95144

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MEMORANDUM OF RAILCAR LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10th day of August, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and LaFarge Corporation, a Missouri corporation, with an address at 400 Town Center- Suite #2000, Southfield, MI 48075 (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 23, 2000 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties 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 extends the Lease 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: Catherine Szaglich
Name: Catherine Szaglich
Title: Vice President - Operations

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.

LAFARGE CORPORATION,
By: Ronald T. Smith
Name: Ronald T. Smith
Title: Manager, Surface Transportation



Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Marks and Numbers</u>
35	3230 c.f. pressure differential covered hopper railcars	CEFX 95071 CEFX 95094 CEFX 95095 CEFX 95096 CEFX 95100 CEFX 95105 CEFX 95106 CEFX 95107 CEFX 95108 CEFX 95109 CEFX 95110 CEFX 95111 CEFX 95112 CEFX 95113 CEFX 95114 CEFX 95115 CEFX 95116 CEFX 95117 CEFX 95120 CEFX 95121 CEFX 95122 CEFX 95123 CEFX 95124 CEFX 95125 CEFX 95127 CEFX 95132 CEFX 95134 CEFX 95135 CEFX 95136 CEFX 95137 CEFX 95318 CEFX 95140 CEFX 95141 CEFX 95143 CEFX 95144