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May 30, 2002

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 23215-A FILED

JUN 3 '02 2-50 PM

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 9, 2001 between the following parties:

Names and address of the following parties:

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

Lessee: **LA FARGE CORPORATION**
4000 Town Center, Suite 2000, Southfield, MI 48075

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

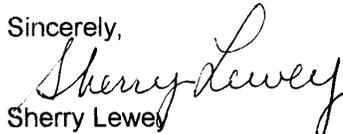
Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **LA FARGE CORPORATION** covering 35 coal hoppers with reporting marks and numbers – CEFX 95622 – CEFX 95177, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #23215 dated 11/2/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey

Research/Development Coordinator

Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 9th day of May, 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and LA FARGE CORPORATION, a ^{Maryland} ~~Missouri~~ corporation, with an address at 4000 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 certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on November 2, 2000 and given Recordation Number 23215.

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: *Richard M. Latini*
Name: RICHARD LATINI
VICE PRESIDENT/LEASING
Title: _____

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Distribution Department 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.

LA FARGE CORPORATION

By: *Donald Smith*
Name: Donald Smith
Title: Manager

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SURFACE TRANSPORTATION BOARD

Schedule A

Quantity
35

Description
3230 c.f., p.d. covered hopper
cars

<u>Car Marks & Numbers</u>	
1	CEFX 95622
2	CEFX 95623
3	CEFX 95624
4	CEFX 95628
5	CEFX 95629
6	CEFX 95630
7	CEFX 95631
8	CEFX 95632
9	CEFX 95633
10	CEFX 95634
11	CEFX 95636
12	CEFX 95637
13	CEFX 95638
14	CEFX 95639
15	CEFX 95642
16	CEFX 95644
17	CEFX 95666
18	CEFX 95667
19	CEFX 95668
20	CEFX 95671
21	CEFX 95672
22	CEFX 95675
23	CEFX 95676
24	CEFX 95712
25	CEFX 95713
26	CEFX 95714
27	CEFX 95715
28	CEFX 95717
29	CEFX 95718
30	CEFX 95719
31	CEFX 95004
32	CEFX 95131
33	CEFX 95158
34	CEFX 95176
35	CEFX 95177