

RECORDATION NO. 24595-A FILED

SEP 17 '03

2-47 PM

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

SURFACE TRANSPORTATION BOARD



UPS 2nd DAY AIR

September 12, 2003

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated June 2, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Commission on this date as Recordation Number 24595-A. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Lafarge North America
10655 Southport Road SW
Calgary, AB T2W 4Y1

A description of the railroad equipment covered by the enclosed document is fifty (50) 2980 to 3000 cu. ft., 2 pocket covered hopper cars, with car numbers NDYX (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulskey
Susan Grokulskey
Manager of Documentation

Enclosures

(LANO002)

ASSGN. NO. LANO002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of June, 2003, by and between FIRST UNION RAIL CORPORATION ("Lessor"), a North Carolina corporation, and LAFARGE NORTH AMERICA ("Lessee"), a Maryland corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 21, 2003, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

NAME: RICHARD F. SEYMOUR
Vice President Sales & Marketing

TITLE: _____

SIGNATURE: Richard F. Seymour

Executed on this 2nd day of June, 2003.

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STATE OF ILLINOIS

SURFACE TRANSPORTATION BOARD

COUNTY OF COOK

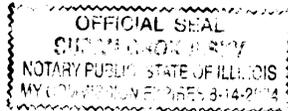
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of June, 2003.

Susan Grokulsky
Notary Public

Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

LAFARGE NORTH AMERICA

NAME: ROBERT MARTIN

TITLE: TRANSPORTATION & SUPPLY MANAGER

SIGNATURE: R. MARTIN

Executed on this 21st day of May, 2003.

PROVINCE OF Quebec

DISTRICT OF All

I, Susan Barrie, a Commissioner of Oaths of the Province and District aforesaid, certify that Robert Martin personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21st day of May, 2003.

Susan Barrie
Commissioner of Oaths

Commission Expires:

22 June 2004
(Commissioner of Oaths)



EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50).

DESCRIPTION OF CARS: 2980 to 3000 cu.ft., 2 pocket, covered hopper rail cars.

CAR NUMBERS:

NDYX	298051	NDYX	298367
NDYX	298053	NDYX	298370
NDYX	298060		
NDYX	298064	Count	50
NDYX	298066		
NDYX	298068		
NDYX	298077		
NDYX	298078		
NDYX	298079		
NDYX	298080		
NDYX	298084		
NDYX	298262		
NDYX	298268		
NDYX	298269		
NDYX	298270		
NDYX	298272		
NDYX	298274		
NDYX	298276		
NDYX	298278		
NDYX	298279		
NDYX	298281		
NDYX	298284		
NDYX	298286		
NDYX	298287		
NDYX	298288		
NDYX	298291		
NDYX	298295		
NDYX	298296		
NDYX	298300		
NDYX	298302		
NDYX	298305		
NDYX	298306		
NDYX	298307		
NDYX	298309		
NDYX	298312		
NDYX	298315		
NDYX	298316		
NDYX	298319		
NDYX	298322		
NDYX	298349		
NDYX	298350		
NDYX	298352		
NDYX	298353		
NDYX	298356		
NDYX	298359		
NDYX	298360		
NDYX	298361		
NDYX	298366		