



CORPORATION SERVICE COMPANY

June 17, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 – Fax
Barbara.Saddler@stb.dot.gov

RECORDATION NO. 25655 FILED

JUN 21 '05

3-39 PM

SURFACE TRANSPORTATION BOARD



RE: 144285-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 3, 2005 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: **LAFARGE NORTH AMERICA INC.**
12th Floor Southland Towers, 10655 Southport Road SW Calgary, AB T2W4Y1 Canada

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 NORTH AMERICA INC.** covering 100 hopper cars with reporting marks and numbers –LAFX 40001 – LAFX 40100 - INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of this 3rd day of January 2005, 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 Lafarge North America Inc., 12th Floor Southland Towers, 10655 Southport Road S.W., Calgary, AB T2W 4Y1, Canada (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 July 9, 2001 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 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 Latini*
Name: Richard Latini
Title: Senior Vice President

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: *R M T*
Name: ROBERT MARTIN
Title: TRANSPORTATION MGR.

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars

Equipment Description

100 3,250 C.F. covered hopper car with gravity gates and round hatches

1	LAFX	40001	53	LAFX	40053
2	LAFX	40002	54	LAFX	40054
3	LAFX	40003	55	LAFX	40055
4	LAFX	40004	56	LAFX	40056
5	LAFX	40005	57	LAFX	40057
6	LAFX	40006	58	LAFX	40058
7	LAFX	40007	59	LAFX	40059
8	LAFX	40008	60	LAFX	40060
9	LAFX	40009	61	LAFX	40061
10	LAFX	40010	62	LAFX	40062
11	LAFX	40011	63	LAFX	40063
12	LAFX	40012	64	LAFX	40064
13	LAFX	40013	65	LAFX	40065
14	LAFX	40014	66	LAFX	40066
15	LAFX	40015	67	LAFX	40067
16	LAFX	40016	68	LAFX	40068
17	LAFX	40017	69	LAFX	40069
18	LAFX	40018	70	LAFX	40070
19	LAFX	40019	71	LAFX	40071
20	LAFX	40020	72	LAFX	40072
21	LAFX	40021	73	LAFX	40073
22	LAFX	40022	74	LAFX	40074
23	LAFX	40023	75	LAFX	40075
24	LAFX	40024	76	LAFX	40076
25	LAFX	40025	77	LAFX	40077
26	LAFX	40026	78	LAFX	40078
27	LAFX	40027	79	LAFX	40079
28	LAFX	40028	80	LAFX	40080
29	LAFX	40029	81	LAFX	40081
30	LAFX	40030	82	LAFX	40082
31	LAFX	40031	83	LAFX	40083
32	LAFX	40032	84	LAFX	40084
33	LAFX	40033	85	LAFX	40085
34	LAFX	40034	86	LAFX	40086
35	LAFX	40035	87	LAFX	40087
36	LAFX	40036	88	LAFX	40088
37	LAFX	40037	89	LAFX	40089
38	LAFX	40038	90	LAFX	40090
39	LAFX	40039	91	LAFX	40091
40	LAFX	40040	92	LAFX	40092
41	LAFX	40041	93	LAFX	40093
42	LAFX	40042	94	LAFX	40094
43	LAFX	40043	95	LAFX	40095
44	LAFX	40044	96	LAFX	40096
45	LAFX	40045	97	LAFX	40097
46	LAFX	40046	98	LAFX	40098
47	LAFX	40047	99	LAFX	40099
48	LAFX	40048	100	LAFX	40100
49	LAFX	40049			
50	LAFX	40050			
51	LAFX	40051			
52	LAFX	40052			