CORPORATION SERVICE COMPANY®

RECORDATION NO. 23215-I FILED

JUN 21 '05 3-50 PM

SURFACE TRANSPORTATION BOARD

JUN 20 2005 RECEIVED

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

RE: 144292-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of March 7, 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. fka LAFARGE 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: **LAFARGE NORTH AMERICA INC. fka LAFARGE CORPORATION** covering 60 hopper cars with reporting marks and numbers – CEFX 2784 – CEFX 2814 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #23215 dated 11/02/00 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

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 3 day of March, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and LAFARGE NORTH AMERICA INC., f/k/a LAFARGE CORPORATION, a 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: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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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 NORTH AMERICA INC., f/k/a LAFARGE CORPORATION

By: R I M
Name:
Title: ROBERT MARTIN
TRANSPORTATION MGR.

Schedule A

Number of Cars	Equipment Description
60	3,230 C.F., P.D. covered hopper car

1	CEFX	96493
2	CEFX	96494
3	CEFX	96495
4	CEFX	96496
5	CEFX	96497
6	CEFX	96498
7	CEFX	96499
8	CEFX	96500
9	CEFX	96501
10	CEFX	96502
11	CEFX	96503
12	CEFX	96504
13	CEFX	96505
14	CEFX	96506
15	CEFX	96507
16	CEFX	96508
17	CEFX	96509
18	CEFX	96510
19	CEFX	96511
20	CEFX	96512
21	CEFX	96513
22	CEFX	96514
23	CEFX	96515
24	CEFX	96516
25	CEFX	96517
26	CEFX	96518
27	CEFX	96519
28	CEFX	96520
29	CEFX	96521
30	CEFX	96522
31	CEFX	96523
32	CEFX	96524
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36	CEFX	96528
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59	CEFX	96551
60	CEFX	96552