

Southern Rail Leasing, Inc.



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March 21, 2006

VIA U.S. Mail

RECORDATION NO. 26268 FILED

Surface Transportation Board, Secretary
1925 K Street, N.W.
Room 800, Recordations
Washington D.C. 20423-0001

MAR 30 '06 3-19 PM

SURFACE TRANSPORTATION BOARD

Re: Filing of Memorandum of Lease
(Our reference: Lafarge 4)

Dear Secretary:

I have enclosed two originals of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Memorandum of Lease dated as of September 14, 2005. It is a primary document. (It is made with respect to a Railroad Car Lease dated as of September 23, 2004 and Schedule Number 4 thereto dated as of May 4, 2005.)

The names and addresses of the parties to the document are as follows:

Lessor: Southern Rail Leasing, Inc, 955 South Virginia Street, Reno, Nevada 89502

Lessee: Lafarge North America, Inc., c/o Lafarge Gypsum, Attention Transportation Manager, 12950 Worldgate Drive, Herndon, Virginia 20170.

This Memorandum of Lease covers 31 approximately 2,992 cubic foot (nominal) mill gondola railcars bearing the following marks and numbers:

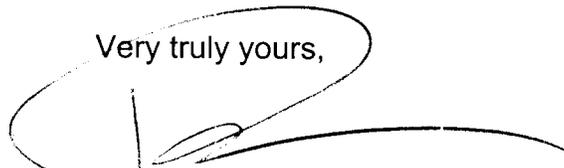
OLD MARK	OLD NUMBER	NEW MARK	NEW NUMBER
GAMX	8029	SRLX	2456
GAMX	8030	SRLX	2457

GAMX	8031	SRLX	2458
GAMX	8032	SRLX	2459
GAMX	8034	SRLX	2460
GAMX	8035	SRLX	2461
GAMX	8036	SRLX	2462
GAMX	8037	SRLX	2463
GAMX	8038	SRLX	2464
GAMX	8040	SRLX	2465
GAMX	8042	SRLX	2466
GAMX	8043	SRLX	2467
GAMX	8044	SRLX	2468
GAMX	8045	SRLX	2469
GAMX	8046	SRLX	2470
GAMX	8048	SRLX	2471
GAMX	8049	SRLX	2472
GAMX	8055	SRLX	2473
GAMX	8056	SRLX	2474
GAMX	8057	SRLX	2475
GAMX	8060	SRLX	2476
GAMX	8061	SRLX	2477
GAMX	8063	SRLX	2478
GAMX	8064	SRLX	2479
GAMX	8066	SRLX	2480
GAMX	8067	SRLX	2481
GAMX	8069	SRLX	2482
GAMX	8071	SRLX	2483
GAMX	8073	SRLX	2484
GAMX	8074	SRLX	2485
GAMX	8075	SRLX	2486

A fee of \$33.00 is enclosed. Please return one original and any extra copies not needed by the Board for recordation to: Southern Rail Leasing, Inc., Legal and Financial Office 970 Los Vallecitos Blvd., Ste 214, San Marcos, CA 92069, Attention: Philip W. Hoffman.

A short summary of the document to appear in the index follows:
Memorandum of Lease dated as of September 14, 2005, made with respect to a Railroad Car Lease dated as of September 23, 2004 and Schedule Number 4 thereto dated as of May 4, 2005, between Southern Rail Leasing, Inc., 955 South Virginia Street, Reno, Nevada 89502, as Lessor, and Lafarge North America, Inc., 12950 Worldgate Drive, Suite 600, Herndon, Virginia 20170, as Lessee, covering 31 approximately 2,992 cubic foot (nominal) mill gondola railcars.

Very truly yours,



Philip W. Hoffman
Vice President
Southern Rail Leasing, Inc.

MAR 30 '06

3-19 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF LEASE (this "Memorandum") is made and entered into as of the 14th day of September, 2005, by and between Southern Rail Leasing, Inc., a Nevada corporation ("Lessor"), and Lafarge North America, Inc., a Maryland corporation ("Lessee").

1. Pursuant to the terms of that certain Railroad Car Lease between Southern Rail Leasing, Inc., a Nevada corporation ("Lessor") and Lafarge North America, Inc., a Maryland corporation ("Lessee") dated as of September 23, 2004 and Schedule Number 3 thereto dated as of May 4, 2005, as amended from time to time (the "Lease"), Lessor leases to Lessee those certain thirty-one gondola cars (the "Leased Railroad Cars"), more particularly described on Exhibit A attached hereto and made a part hereof.

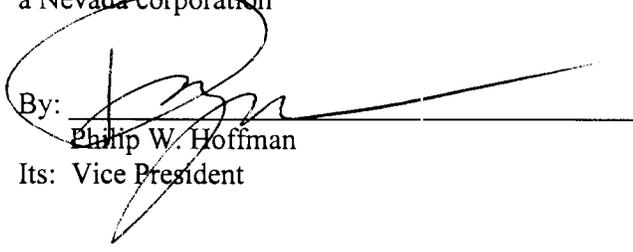
2. The term of the Lease commenced on SEPTEMBER 6, 2005 and shall expire on September 30, 2012, subject to certain conditions set forth in the Lease. The terms, covenants, conditions, limitations and restrictions governing Lessee's use of the Leased Railroad Cars are set forth in the Lease, which by this reference is incorporated herein.

3. The purpose of this Memorandum is to give record notice of the Lease and of the rights created thereby, all of which are hereby confirmed and incorporated herein by reference. All of the terms, covenants and conditions regarding the foregoing are more particularly set forth in the Lease. In the event of conflict between the terms and conditions set forth in this Memorandum and the terms and conditions set forth in the Lease, the terms and conditions of the Lease shall control.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Memorandum to be executed by their respective duly authorized representatives as of the first date set forth above.

Lessor:

SOUTHERN RAIL LEASING, INC.
a Nevada corporation

By: 

Philip W. Hoffman

Its: Vice President

Lessee:

LAFARGE NORTH AMERICA, INC.

By: Chad Poorel
Name: Charles I Poorel
Title: Director, Value Chain

Exhibit "A"

**31 Gondola Cars
Marks and Numbers**

OLD MARK	OLD NUMBER	NEW MARK	NEW NUMBER
GAMX	8029	SRLX	2456
GAMX	8030	SRLX	2457
GAMX	8031	SRLX	2458
GAMX	8032	SRLX	2459
GAMX	8034	SRLX	2460
GAMX	8035	SRLX	2461
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GAMX	8046	SRLX	2470
GAMX	8048	SRLX	2471
GAMX	8049	SRLX	2472
GAMX	8055	SRLX	2473
GAMX	8056	SRLX	2474
GAMX	8057	SRLX	2475
GAMX	8060	SRLX	2476
GAMX	8061	SRLX	2477
GAMX	8063	SRLX	2478
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GAMX	8071	SRLX	2483
GAMX	8073	SRLX	2484
GAMX	8074	SRLX	2485
GAMX	8075	SRLX	2486