

# FIRST UNION RAIL

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

Tel 847.318.7575  
Fax 847.318.7588

RECORDATION NO: 26388 FILED

JUN 14 '06

10-20 AM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

June 9, 2006

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 one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated March 7, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents. 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

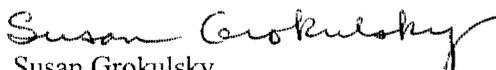
A description of the railroad equipment covered by the enclosed document is ninety-five (95) 3000 cu. ft., 2 pocket covered hopper cars, with car numbers NDYX (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$34.00 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 Grokulsky  
Manager of Documentation

Enclosures

(LANO007)

JUN 14 '06

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ASSGN. NO.: LAN0007

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16<sup>th</sup> day of May, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Lafarge North America, Inc. ("Lessee"), a Maryland corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 7, 2005, 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 April 1, 2006 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
VICE PRESIDENT SALES & MARKETING

Title: \_\_\_\_\_

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION Executed on this 16<sup>th</sup> day of May, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, 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 16<sup>th</sup> day of May, 2006.

Georgia Freiburger  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)

LESSEE:

LAFARGE NORTH AMERICA, INC.

ATTEST:

By: [Signature]

Name: S. Stewart

Title: NA Railcar Coordinator

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 1 day of May, 2006.

[CORPORATE SEAL]

PROVINCE  
~~STATE OF~~ ALBERTA

COUNTY OF \_\_\_\_\_

I, LARRY D. REVITT, a Notary Public of the County and State aforesaid, certify that Susan Stewart 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 1<sup>st</sup> day of May, 2006.

[Signature]  
**Larry D. Revitt**  
Notary Public & Solicitor, Notary Public,  
in and for the Province of Alberta  
700, 10655 Southport Rd. S.W.  
Calgary, AB T2W 4Y1

Commission Expires:

\_\_\_\_\_  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Ninety-five (95)

DESCRIPTION OF CARS:    2980 to 3000 cu. ft., 286,000 lb. GRL, 2 pocket, covered hopper rail cars (C111) designed for cement service, built by Thrall in 1996.

CAR NUMBERS:

NDYX 298101	NDYX 298143	NDYX 298185
NDYX 298102	NDYX 298144	NDYX 298186
NDYX 298103	NDYX 298145	NDYX 298187
NDYX 298106	NDYX 298146	NDYX 298188
NDYX 298107	NDYX 298147	NDYX 298189
NDYX 298110	NDYX 298149	NDYX 298191
NDYX 298111	NDYX 298151	NDYX 298192
NDYX 298112	NDYX 298152	NDYX 298193
NDYX 298113	NDYX 298153	NDYX 298194
NDYX 298114	NDYX 298154	NDYX 298196
NDYX 298116	NDYX 298155	NDYX 298197
NDYX 298117	NDYX 298157	NDYX 298198
NDYX 298118	NDYX 298158	NDYX 298199
NDYX 298119	NDYX 298159	NDYX 298200
NDYX 298120	NDYX 298161	NDYX 298203
NDYX 298121	NDYX 298163	NDYX 298260
NDYX 298122	NDYX 298166	NDYX 298261
NDYX 298123	NDYX 298167	NDYX 298263
NDYX 298124	NDYX 298168	NDYX 298264
NDYX 298126	NDYX 298169	NDYX 298265
NDYX 298127	NDYX 298172	NDYX 298271
NDYX 298128	NDYX 298173	NDYX 298273
NDYX 298129	NDYX 298174	NDYX 298275
NDYX 298132	NDYX 298175	NDYX 298277
NDYX 298133	NDYX 298176	NDYX 298280
NDYX 298135	NDYX 298177	NDYX 298282
NDYX 298136	NDYX 298178	NDYX 298285
NDYX 298137	NDYX 298179	NDYX 298289
NDYX 298138	NDYX 298180	NDYX 298293
NDYX 298139	NDYX 298181	NDYX 298297
NDYX 298141	NDYX 298182	NDYX 298299
NDYX 298142	NDYX 298184	