

RECORDATION NO. 26388-A FILED

JUN 14 '06

10-23 AM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

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

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd 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 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 _____. 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 \$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

(LANO008)

ASSGN. NO.: LAN0008

JUN 14 '06

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16th 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. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 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 Grokulska

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION

Executed on this 16th 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.

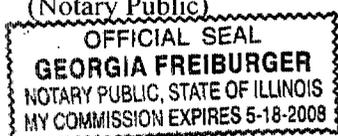
WITNESS my hand and official stamp or seal, this 16th day of May, 2006.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

LAFARGE NORTH AMERICA, INC.

ATTEST:

By: *S. Stewart*

Name: S. Stewart

Title: NA Railcar Coordinator

By: _____

Name: _____

Title: _____

Executed on this 1 day of May, 2006.

[CORPORATE SEAL]

~~STATE OF~~ ^{PROVINCE} 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 1st day of May, 2006.

[Handwritten Signature]

Larry D. Revitt
Notary Public
Barister & 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: Fifty (50).

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

CAR NUMBERS:

NDYX 298051	NDYX 298291
NDYX 298053	NDYX 298295
NDYX 298064	NDYX 298296
NDYX 298066	NDYX 298300
NDYX 298068	NDYX 298302
NDYX 298077	NDYX 298305
NDYX 298078	NDYX 298306
NDYX 298079	NDYX 298307
NDYX 298080	NDYX 298309
NDYX 298084	NDYX 298312
NDYX 298170	NDYX 298316
NDYX 298262	NDYX 298319
NDYX 298268	NDYX 298322
NDYX 298269	NDYX 298349
NDYX 298270	NDYX 298350
NDYX 298272	NDYX 298352
NDYX 298274	NDYX 298353
NDYX 298276	NDYX 298354
NDYX 298278	NDYX 298356
NDYX 298279	NDYX 298359
NDYX 298281	NDYX 298360
NDYX 298284	NDYX 298361
NDYX 298286	NDYX 298366
NDYX 298287	NDYX 298367
NDYX 298288	NDYX 298370