

RECORDATION NO. 26277-N FILED

JUL 11 '06

12-36 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

July 11, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, entered into on July 11, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board under Rec. No. 26277-0.

The names and addresses of the parties to the enclosed document are:

Lessor: Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas, TX 75207

Lessee: Ash Grove Cement
11011 Cody
Overland Park, KS 66210

Mr. Vernon A. Williams
July 11, 2006
Page two

A description of the railroad equipment covered by the enclosed document
is:

100 covered hopper railcars:

Rider One: TILX 33106 – TILX 33155

Rider Two: TILX 33156 – TILX 33205

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

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 stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 26277-N FILED

JUL 11 '06

12-36 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement made and entered into on July 11, 2006 by Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "Lessor").

WITNESSETH:

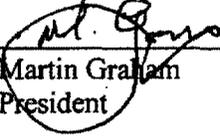
Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "TILC") and Ash Grove Cement Company, a Kansas corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated May 18, 2006, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Riders One (1) and Two (2) to Railroad Car Lease Agreement, each effective May 18, 2006 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 
Name: Martin Graham
Title: President

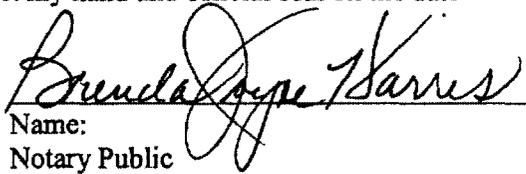
Executed on this 7th day of July, 2006

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 14th day of July 2006, before a Notary Public in and for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on July 14, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name:
Notary Public

My Commission Expires:
Residing in Dallas Texas



[Memorandum of Lease Agreement]

EXHIBIT A

Equipment: 3,281 cf covered twin hopper cars equipped with circular hatches and gravity discharge outlets

Quantity: One Hundred (100) units in total

Road Numbers under Rider One (1): TILX 33106 - 33155

Road Numbers under Rider Two (2): TILX 33156 - 33205

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/11/06



Robert W. Alvord