



RECORDATION NO. 26708-A FILED

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200

Lake Oswego Oregon 97035

503 684 7000 Fax 503 684 7553

DEC 18 '06

2-59 PM

December 14, 2006

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of December 6, 2006, to that certain Master Full Service Railcar Lease and Schedule No. 2 thereto effective July 1, 2006, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of December 6, 2006, to that certain Master Full Service Railcar Lease and Schedule No. 1 thereto effective July 1, 2006, which is being filed at the same time as this Memorandum of Lease Agreement for Schedule No. 2.

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

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: National Cement Company of Alabama, Inc.
2000 Southbridge Parkway, Suite 600
Birmingham, AL 35209

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

Forty (40) 3,281 cubic foot new cement covered hopper railcars, 286,000 GRL with three 30-inch circular loading hatches and two Miner MKE 10183K gravity discharge outlets with gaskets marked and numbered GBRX 65250 through GBRX 65289, inclusive.

Mr. Vernon A. Williams

December 14, 2006

Page 2

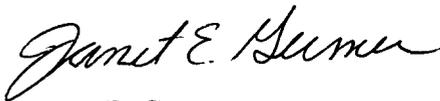
Also enclosed is a payment of \$34 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement dated as of December 6, 2006, to that certain Master Full Service Railcar Lease and Schedule No. 2 thereto effective July 1, 2006, between Greenbrier Leasing Company LLC, Lessor, and National Cement Company of Alabama, Inc., Lessee.

Sincerely,



Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

DEC 18 '06

2-59 PM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of the 6 day of December, 2006, to that certain Master Full Service Railcar Lease and Schedule No. 2 thereto effective July 1, 2006, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (the "Lessor") and NATIONAL CEMENT COMPANY OF ALABAMA, INC., an Alabama corporation (the "Lessee" and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Full Service Railcar Lease dated as of July 1, 2006 and that certain Schedule No. 2 thereto effective as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties 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 Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER LEASING COMPANY LLC, as Lessor

By: *Narriss M. Webb*

Name: *Narriss M. Webb*

Title: *Executive Vice President*

NATIONAL CEMENT COMPANY OF ALABAMA, INC., as Lessee

By: *Robert J. Moehlen*

Name: *Robert J. Moehlen*

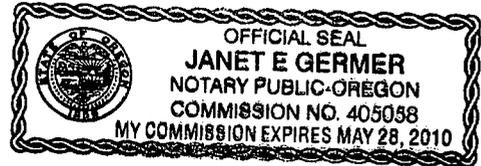
Title: *VP - marketing*

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STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 12th day of December, 2006, before me personally appeared Norris M. Webb to me personally known, who being by me duly sworn, says that s/he is the Executive Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Janet E. Germer
NOTARY PUBLIC
My commission expires: 5/28/2010



STATE OF Alabama)
) ss.
COUNTY OF Jefferson)

On this 6th day of December, 2006, before me personally appeared Robert J. Moeller, to me personally known, who being by me duly sworn, says that s/he is the VP of Marketing of National Cement Company of Alabama, Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Kay B. Felton
NOTARY PUBLIC
My commission expires: _____
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES Aug. 25, 2008
BONDED THRU NOTARY PUBLIC UNDERWRITERS



EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Forty (40)	3,281 cubic foot cement covered hopper railcars, 286,000 GRL, with three 30-inch circular loading hatches and two Miner MKE 10183K gravity discharge outlets with gaskets	GBRX 65250 through GBRX 65289, inclusive