

**THE
GREENBRIER
COMPANIES**

RECORDATION NO. 26762A FILED

The Greenbrier Companies, Inc.

JAN 08 '07

4-07 PM
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

SURFACE TRANSPORTATION BOARD

January 4, 2007

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 four (4) originals and two (2) photocopies of a Memorandum of Net Railcar Lease dated as of November 17, 2006, to that certain Master Net Railcar Lease and Schedule No. 2 thereto dated as of November 17, 2006 and effective August 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 Net Railcar Lease dated as of November 17, 2006, to that certain Master Net Railcar Lease and Schedule No. 1 thereto effective August 1, 2006, which is being filed at the same time as this Memorandum of Net Railcar Lease 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: Lehigh Cement Company
7660 Imperial Way
Allentown, PA 18195

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

Fifty (50) 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 marked and numbered LEHX 1050 through LEHX 1099, inclusive.

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

Mr. Vernon A. Williams

January 4, 2007

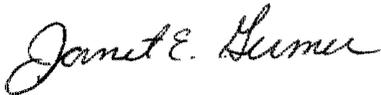
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Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

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

Memorandum of Net Railcar Lease dated as of November 17, 2006, to that certain Master Net Railcar Lease and Schedule No. 2 thereto dated as of November 17, 2006, effective August 1, 2006, between Greenbrier Leasing Company LLC, Lessor, and Lehigh Cement Company, Lessee.

Sincerely,



Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

JAN 08 '07

4-07 PM

MEMORANDUM OF NET RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of the 17th day of November, 2006, to that certain Master Net Railcar Lease dated as of November 17, 2006 and effective as of August 1, 2006 and Schedule No. 2 thereto dated as of November 17, 2006 and effective as of August 2, 2006, is between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company (the "Lessor") and LEHIGH CEMENT COMPANY, a Pennsylvania 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 Net Railcar Lease dated as of November 17, 2006 and effective as of August 1, 2006 and that certain Schedule No. 2 thereto dated as of November 17, 2006 and effective as of August 2, 2006 (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 Net 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 Net 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: 

Name: Maria Rittenbaum

Title: Vice President

LEHIGH CEMENT COMPANY, as Lessee

By: 

Name: KARI D. SARAVUSA

Title: VP SALES + MKTG

GALEASE\2006\LEHIGH CEMENT MEMO OF SCHED 2 50 HOPPERS 070106 v2.doc

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 4th day of January, 2006, before me personally appeared Mark Rittenbaum to me personally known, who being by me duly sworn, says that s/he is the 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 MARYLAND)
) ss.
COUNTY OF FREDERICK)

On this 22ND day of DECEMBER, 2006, before me personally appeared KARI D. SARAUSA, to me personally known, who being by me duly sworn, says that s/he is the VP SALES & MARKETING of Lehigh Cement Company 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.

Michael D.
NOTARY PUBLIC
My commission expires: 9/12/2010

EXHIBIT A

| <u>Quantity</u> | <u>Car Description</u> | <u>Reporting Marks and Numbers</u> |
|-----------------|---|--|
| Fifty (50) | 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 | LEHX 1050 through LEHX 1099, inclusive |