

RECORDATION NO. 26388-B FILED

MAY 01 '07

2-51 PM

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

April 26, 2007

Mr. Vernon Williams
Surface Transportation Board
395 E Street, Suite 100
Washington, DC 20024
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 two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 20, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 26388. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Lafarge North America, Inc.
12950 Worldgate Drive
Suite 500
Herndon, VA 20170

A description of the railroad equipment covered by the enclosed document is two hundred eleven (211) 2980-3000 cu. ft. capacity covered hopper cars, having NDYX marks (see Exhibit A for car 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) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Rail Documentation Specialist

Enclosures

(LANO009)

ASSGN. NO.: LANO009

MAY 01 '07

2-51 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20th day of April, 2007, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Lafarge North America ("Lessee"), a Maryland corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 1, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2007, 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

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing

By: Susan Grokulska

Title: _____

Name: SUSAN GROKULSKY

Title: ASST. DIRECTOR DOCUMENTATION Executed on this 20th day of April, 2007.

[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 20th day of April, 2007.

[Signature]
Notary Public

My Commission Expires:

5-2008
(Notary Public)



LESSEE:

LAFARGE NORTH AMERICA

ATTEST:

By: William J. Kerr

Name: WILLIAM J. KERR

Title: VP SUPPLY & TRANSPORTATION

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF virginia

COUNTY OF Fairfax

I, Ava C. Blair, a Notary Public of the County and State aforesaid, certify that William J. Kerr 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 12th day of April, 2007.

Ava C. Blair
Notary Public

Commission Expires:

(Notary Public)

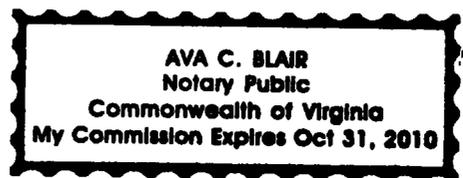


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Two hundred eleven (211)

DESCRIPTION OF CARS: 2980-3000 cu. ft. capacity, 286 TWR, 2 pocket, covered hopper cars.

CAR NUMBERS:

NDYX 298000	NDYX 298038	NDYX 298121	NDYX 298169	NDYX 298269
NDYX 298001	NDYX 298039	NDYX 298122	NDYX 298170	NDYX 298270
NDYX 298002	NDYX 298040	NDYX 298123	NDYX 298172	NDYX 298271
NDYX 298003	NDYX 298041	NDYX 298124	NDYX 298173	NDYX 298272
NDYX 298004	NDYX 298042	NDYX 298126	NDYX 298174	NDYX 298273
NDYX 298005	NDYX 298043	NDYX 298127	NDYX 298175	NDYX 298274
NDYX 298006	NDYX 298044	NDYX 298128	NDYX 298176	NDYX 298275
NDYX 298007	NDYX 298045	NDYX 298129	NDYX 298177	NDYX 298276
NDYX 298008	NDYX 298046	NDYX 298132	NDYX 298178	NDYX 298277
NDYX 298009	NDYX 298047	NDYX 298133	NDYX 298179	NDYX 298278
NDYX 298010	NDYX 298048	NDYX 298135	NDYX 298180	NDYX 298279
NDYX 298011	NDYX 298049	NDYX 298136	NDYX 298181	NDYX 298280
NDYX 298012	NDYX 298051	NDYX 298137	NDYX 298182	NDYX 298281
NDYX 298013	NDYX 298053	NDYX 298138	NDYX 298184	NDYX 298282
NDYX 298014	NDYX 298064	NDYX 298139	NDYX 298185	NDYX 298284
NDYX 298015	NDYX 298066	NDYX 298141	NDYX 298186	NDYX 298285
NDYX 298016	NDYX 298068	NDYX 298142	NDYX 298187	NDYX 298286
NDYX 298017	NDYX 298077	NDYX 298143	NDYX 298188	NDYX 298287
NDYX 298018	NDYX 298078	NDYX 298144	NDYX 298189	NDYX 298288
NDYX 298019	NDYX 298079	NDYX 298145	NDYX 298191	NDYX 298289
NDYX 298020	NDYX 298080	NDYX 298146	NDYX 298192	NDYX 298291
NDYX 298021	NDYX 298084	NDYX 298147	NDYX 298193	NDYX 298293
NDYX 298022	NDYX 298101	NDYX 298149	NDYX 298194	NDYX 298295
NDYX 298023	NDYX 298102	NDYX 298151	NDYX 298196	NDYX 298296
NDYX 298024	NDYX 298103	NDYX 298152	NDYX 298197	NDYX 298297
NDYX 298025	NDYX 298106	NDYX 298153	NDYX 298198	NDYX 298299
NDYX 298026	NDYX 298107	NDYX 298154	NDYX 298199	NDYX 298300
NDYX 298027	NDYX 298110	NDYX 298155	NDYX 298200	NDYX 298302
NDYX 298028	NDYX 298111	NDYX 298157	NDYX 298203	NDYX 298305
NDYX 298029	NDYX 298112	NDYX 298158	NDYX 298260	NDYX 298306
NDYX 298030	NDYX 298113	NDYX 298159	NDYX 298261	NDYX 298307
NDYX 298031	NDYX 298114	NDYX 298161	NDYX 298262	NDYX 298309
NDYX 298032	NDYX 298116	NDYX 298163	NDYX 298263	NDYX 298312
NDYX 298033	NDYX 298117	NDYX 298166	NDYX 298264	NDYX 298316
NDYX 298034	NDYX 298118	NDYX 298167	NDYX 298265	NDYX 298319
NDYX 298035	NDYX 298119	NDYX 298168	NDYX 298268	NDYX 298322
NDYX 298036	NDYX 298120			
NDYX 298037				

NDYX 298325	NDYX 298339	NDYX 298354	NDYX 298367	NDYX 298392
NDYX 298326	NDYX 298341	NDYX 298356	NDYX 298370	NDYX 298396
NDYX 298327	NDYX 298349	NDYX 298359	NDYX 298374	NDYX 298397
NDYX 298332	NDYX 298350	NDYX 298360	NDYX 298376	NDYX 298398
NDYX 298336	NDYX 298352	NDYX 298361	NDYX 298378	Count: 211
NDYX 298338	NDYX 298353	NDYX 298366	NDYX 298383	