

RECORDATION NO 27565-A FILED

JUL 11 '08

10-45 AM

SURFACE TRANSPORTATION BOARD

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July 11, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 29, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 27565.

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

Lessor: Continental Railcar Leasing 2008, LLC
c/o Management Company
233 South Wacker Drive, Suite 5300
Chicago, Illinois 60606

Lessee: LaFarge North America Inc.
4000 Town Center, Suite 2000
Southfield, MI 48075

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

225 railcars: LAFX 24001 - LAFX 24225.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE
BETWEEN
CONTINENTAL RAILCAR LEASING 2008, LLC
("LESSOR")**

AND

**LAFARGE NORTH AMERICA INC.
("LESSEE")**

May 29, 2008

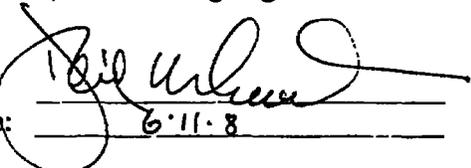
THIS MEMORANDUM OF LEASE is dated as of **May 29, 2008**, by and between CONTINENTAL RAILCAR LEASING 2008, LLC, a Delaware limited liability company, ("**Lessor**") and LAFARGE NORTH AMERICA INC., a Maryland corporation ("**Lessee**").

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 225 National Steel Car built 2,400 cubic foot, Open Top Hopper Cars (each, a "**Car**") bearing marks and numbers as follows:
LAFX 24001-24225
2. The Lease will be effective as of the date of this Memorandum and will be subject to the lease term, as described in the Lease.
3. The Lease provides, among other things that to further secure the obligations of Lessee to Lessor, Lessee grants to Lessor a first priority security interest in Lessee's rights and interest in, to and under any agreement affecting any Car, including any maintenance agreement, any agreement relating to use of reporting marks, and any sublease, and the proceeds from any of the foregoing.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

Lessor: CONTINENTAL RAILCAR LEASING 2008, LLC

I, David M. Edwards, certify that I am a Director of Continental Railcar Leasing, LLC, which is the sole member of CONTINENTAL RAILCAR LEASING 2008, LLC, that the instrument was signed and sealed on behalf of the company by authority of its managers and/or members (as appropriate, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on the date indicated below.

By: 

Date: 6.11.8

Lessee: LAFARGE NORTH AMERICA INC.

I, NAT FISHER (name of signor), certify that I am VICE PRESIDENT (title of office) LAFARGE NORTH AMERICA INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. I further declare (certify, verify or state) under penalty of perjury ("under the laws of the United States of America" if executed outside the United States of America) that the foregoing is true and correct. Executed on date indicated below.

By: 

Date: 06/02/08

STATE OF ILLINOIS

COUNTY OF COOK

On this 1st day of June, 2008, before me personally appeared David M. Edwards, to me personally known, who being by me duly sworn, says that he is a Director of Continental Railcar Leasing, LLC, which is the sole member of CONTINENTAL RAILCAR LEASING 2008, LLC that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



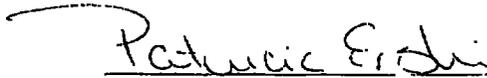
NOTARY PUBLIC

My commission expires:

STATE OF Ohio

COUNTY OF Summit

On this 2nd day of June, 2008, before me personally appeared Nick Fisher, to me personally known, who being by me duly sworn, says that he is the Vice President of LAFARGE NORTH AMERICA INC. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires



Patricia Erskine
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Feb. 6, 2011

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: 7/11/08



Robert W. Alvord