

RECORDATION NO. 27308-D FILED

JUL 08 '09 1 00 PM

SURFACE TRANSPORTATION BOARD

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

July 8, 2009

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 Full Service Railcar Lease, dated as of April 29, 2009 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Mortgage previously filed with the Board under Recordation Numbers 27243-A and 27308.

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

Lessor: Babcock & Brown Rail Funding LLC
1 Dag Hammarskjold Plaza
885 Second Avenue, 49th Floor
New York, NY 10017

Lessee: Lafarge North America, Inc.
12950 Worldgate Dr., Ste. 500
Herndon, VA 20170

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

Rec. No. 27243-B - 15 covered hopper railcars: BNBX 122195 - BNBX 122209.

Rec. No. 27308-B - 15 covered hopper railcars: BNBX 122228, BNBX 122230, BNBX 122235 - BNBX 122246 and BNBX 122249.

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

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 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

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MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 26th day of May, 2009, to that certain Master Full Service Railcar Lease dated as of July 22, 2008 between BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company and GCC RIO GRANDE, INC., a New Mexico corporation (the "Lessee"), is made by the Lessor and Lessee and (the Lessor and together with the Lessee, 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 22, 2008 and Schedule No. 02 dated May 26, 2009 thereto (the "Agreement") (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 date set forth below.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By: George Stone
Name: George Stone
Title: Vice President
Date: June 9, 2009

LAFARGE NORTH AMERICA, INC., as Lessee

By: [Signature]
Name: William J. Kiser
Title: Vice President & General Counsel
Date: May 7 '09

STATE OF Virginia)

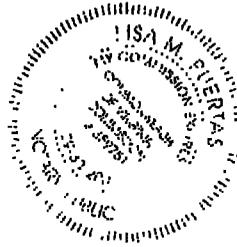
COUNTY OF Tenike)

SS:

On 7th May 2009, before me, Luz Puentes, Notary Public, personally appeared William J. Kur, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.





STATE OF New York)
COUNTY OF New York)

SS:

On June 9, 2009, before me, Indra Bedasie, Notary Public, personally appeared George Stone, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Indra Bedasie

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014802
Qualified in Queens County
Certificate Filed in New York County
Commission Expires October 19, 2010

EXHIBIT A

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

| <u>Quantity</u> | <u>Car Description</u> | <u>Reporting Marks and Numbers</u> |
|-----------------|---|--|
| Thirty (30) | 3230 CF pressure differential covered hopper railcars, 286,000 lbs. GRL, AAR Car Type Code C 612, built by Trinity North American Freight Car, Inc. | BNBX 122195 – 122209, inclusive; BNBX 122228 ; BNBX 122230; BNBX 122235 – 122246, inclusive; BNBX 122249. |

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: 7/8/09



Robert W. Alvord