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RECORDED & INDEXED

# FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

December 13, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated August 1, 2011, 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 primary 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 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Lafarge North America Inc.  
12018 Sunrise Valley Dr.  
Suite 500  
Reston, VA 20191

A description of the railroad equipment covered by the enclosed document is for seventy-eight (78) hopper cars having BCAX 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 \$41.00 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  
Senior Documentation Specialist

Enclosures

(LANO010)

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ASSGN. NO.: LANO010

MEMORANDUM OF LEASE

TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of August, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Lafarge North America, Inc. ("Lessee"), a Maryland corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 7, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2012, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT

ATTEST:

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

Executed on this 1st day of August, 2011.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, 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 1st day of August, 2011.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2012  
(Notary Public)



**LESSEE:**

LAFARGE NORTH AMERICA, INC

ATTEST:

By: [Signature]

Name: William J. Kerr

Title: VP Supply & Transportation

By: [Signature]

Name: BRAO GANNON

Title: RAIL FACET & MOBILE MGR

Executed on this 20<sup>th</sup> day of July, 2011.

[CORPORATE SEAL]

STATE OF Virginia

COUNTY OF Fairfax

I, Lisa M. Puertas, 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 20<sup>th</sup> day of July, 2011.

[Signature]  
Notary Public

Commission Expires:

9/30/2013  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Seventy-eight (78)

DESCRIPTION OF CARS:    Covered hopper cars.

CAR NUMBERS.

BCAX	500	BCAX	568	BCAX	634
BCAX	501	BCAX	569	BCAX	635
BCAX	508	BCAX	571	BCAX	642
BCAX	509	BCAX	573	BCAX	643
BCAX	511	BCAX	577	BCAX	645
BCAX	513	BCAX	578	BCAX	646
BCAX	514	BCAX	579	BCAX	649
BCAX	522	BCAX	582	BCAX	654
BCAX	523	BCAX	583	BCAX	658
BCAX	525	BCAX	585	BCAX	660
BCAX	526	BCAX	590	BCAX	662
BCAX	528	BCAX	593	BCAX	663
BCAX	529	BCAX	600	BCAX	665
BCAX	531	BCAX	606	BCAX	668
BCAX	536	BCAX	607	BCAX	672
BCAX	540	BCAX	608	BCAX	675
BCAX	541	BCAX	613	BCAX	677
BCAX	543	BCAX	617	BCAX	680
BCAX	544	BCAX	620	BCAX	683
BCAX	549	BCAX	622	BCAX	684
BCAX	552	BCAX	625	BCAX	686
BCAX	553	BCAX	626	BCAX	688
BCAX	556	BCAX	627	BCAX	689
BCAX	557	BCAX	628	BCAX	690
BCAX	562	BCAX	631	BCAX	691
BCAX	566	BCAX	633	BCAX	692