

Tina Amico
AVP, Contracts
CIT Rail

RECORDATION NO. 29932 FILED



October 7, 2011

OCT 07 '11 -12 53 PM

SURFACE TRANSPORTATION BOARD

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D C 20423

RE: LFGE01024

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C Section 11301(a) is a Memorandum of Lease Agreement dated as **May 2, 2011**, a primary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: LaFarge North America Inc.
12735 Morris Road, Suite 300
Alpharetta, Georgia 30004

Lessor The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series **TCMX 440138 through TCMX 440395, non-inclusive**, as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is. Memorandum of Railcar Lease

Kindly return stamped copies of the enclosed document to the undersigned

Best regards,

/s

Tina Amico
AVP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t 312 906 5785 f 312 906 5833
sean.dougherty@cit.com

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2nd day of May, 2011, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and LAFARGE NORTH AMERICA INC, a Missouri corporation, with an address at 12735 Morris Road, Suite 300, Alpharetta, GA 30004, the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, the Lessor and the Lessee are parties to that certain Master Railcar Lease (the "Master Lease") dated as of June 23, 2000 and Schedule No. 24 thereto dated as of May 2, 2011 (the "Schedule"; the Schedule and the Master Lease to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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 Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor 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 Lessor. I further declare under penalty of perjury that the foregoing is true and correct

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: Jeffrey T Lytle
Title: SVP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee 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 Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

LAFARGE NORTH AMERICA INC
By: [Signature]
Name: William J Keir
Title: V.P. SALES & TRANSPORTATION

RECORDATION NO. 29932 FILED

MAY 27 2011 12 53 PM

SURFACE TRANSPORTATION BOARD

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>
50	3,230 C.F pressure differential covered hopper, unlined

Reporting Marks and Numbers

TCMX 440138	TCMX 440342
TCMX 440139	TCMX 440343
TCMX 440140	TCMX 440344
TCMX 440142	TCMX 440345
TCMX 440143	TCMX 440346
TCMX 440144	TCMX 440347
TCMX 440145	TCMX 440348
TCMX 440147	TCMX 440350
TCMX 440150	TCMX 440351
TCMX 440151	TCMX 440353
TCMX 440152	TCMX 440354
TCMX 440154	TCMX 440355
TCMX 440155	TCMX 440356
TCMX 440156	TCMX 440357
TCMX 440157	TCMX 440358
TCMX 440159	TCMX 440359
TCMX 440160	TCMX 440360
TCMX 440161	TCMX 440361
TCMX 440162	TCMX 440362
TCMX 440163	TCMX 440363
TCMX 440164	TCMX 440364
TCMX 440165	TCMX 440365
TCMX 440184	TCMX 440371
TCMX 440336	TCMX 440385
TCMX 440340	TCMX 440395