

# BUTLER & BINION

ALLIED BANK PLAZA

HOUSTON, TEXAS 77002

(713) 237-3111 CABLE: LERION

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AUSTIN, TEXAS 78701  
(512) 474-6284

ATTORNEYS AT LAW  
A PARTNERSHIP INCLUDING  
PROFESSIONAL CORPORATIONS

July 17, 1984

Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Room 2303  
Washington, D.C. 20423

Attention: Mildred Lee

Re: Document for Recordation

Dear Ms. Lee:

I have attached an original and one certified true copy of a memorandum of lease, a primary document, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. This document is dated as of June 1, 1984, and is submitted in reference to an I.C.C. recorded Assignment of Lease, number 14354.

The names and addresses of the parties to this document are as follows:

Lessor: RailTex, Inc.  
4901 Broadway, Suite 231  
San Antonio, Texas 78209  
Attention: Mr. Robert R. Lende

Lessee: Southwestern Portland Cement Company  
3055 Wilshire Blvd.  
Los Angeles, California 90010

A description of the equipment covered by the lease is attached to the memorandum as Exhibit A.

A recording fee of \$10.00 is enclosed to cover the cost of recording this memorandum of lease.

Please return the original and any extra copies not needed by the I.C.C. for recordation to me at Butler & Binion, 1600 Allied Bank Plaza, Houston, Texas 77002.

RECORDATION NO. 14354-A  
FIND 1425

JUL 17 1984 12 25 PM

INTERSTATE COMMERCE COMMISSION

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

Lease memorandum between RailTex, Inc. 4901 Broadway, Suite 231, San Antonio, Texas 78209, as Lessor, and Southwestern Portland Cement Company, 3055 Wilshire Blvd., Los Angeles, California 90010, as Lessee, dated as of June 1, 1984 and covering at least 12 Ortner Rapid Discharge railcars, as described therein.

If you have any questions regarding this matter, or if you need additional information, please do not hesitate to call me collect at (713) 237-3108. Thank you.

Very truly yours,

A handwritten signature in cursive script that reads "Jeffrey D. Dunn".

Jeffrey D. Dunn

JDD/bjp

JDDU/D34/U

**Interstate Commerce Commission**  
Washington, D.C. 20423

7/19/84

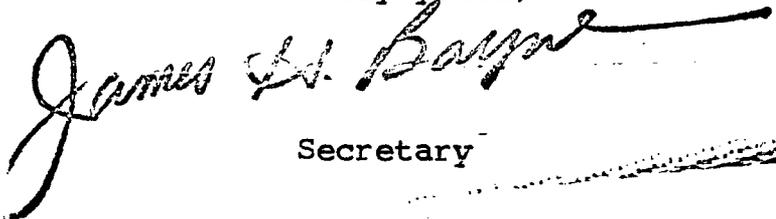
OFFICE OF THE SECRETARY

Jeffrey D. Dunn, Atty.        )  
Butler & Binion  
Allied Bank Plaza  
Houston, Texas 77002

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/19/84 at 12:35pm and assigned re-  
recording number(s). 14354-A

Sincerely yours,

  
Secretary

Enclosure(s)

As of June 1, 1984

RECORDATION NO. 14354-A FILED 1984

JUL 19 1984 - 12 25 PM

MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

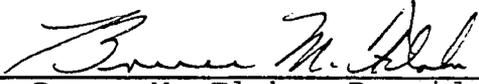
This Memorandum of Lease evidences that RAILTEX, INC. ("Lessor"), a Texas corporation, with its principal office at 4901 Broadway, Suite 231, San Antonio, Texas 78209, and SOUTHWESTERN PORTLAND CEMENT COMPANY ("Lessee"), a Louisiana corporation, with its principal office at 3055 Wilshire Blvd., Los Angeles, California 90010, have entered into a Railroad Car Lease Agreement, No. SPC-01 ("Lease"), dated November 10, 1981, for the lease of at least 12 Ortner, 100-ton, Rapid Discharge open-top hopper cars, more particularly described on Exhibit A attached hereto, for a term of five years from delivery of the last car.

Lessee acknowledges that Lessor has assigned its interest in the Lease and all rights to payment thereunder, to Allied Bank of Texas ("Bank"), Allied Bank Plaza, Houston, Texas 77002. Lessee consents to the assignment of Lessor's rights (but not the obligations) in the Lease, and agrees that (i) upon receipt of written request from the Bank to remit Lease payments to the Bank, Lessee shall remit when due and payable all Lease payments to the Bank for deposit to the account of Lessor, and (ii) Lessee will not modify or terminate the Lease without the prior written consent of the Bank.

This Memorandum of Lease is delivered to a filing officer for filing so that Lessor and Lessee may give notice of the Lease to third parties. This Memorandum of Lease does not alter, amend or restate terms of the Lease. Persons desiring further information about the Lease should contact Lessor at the address specified above.

RAILTEX, INC.

SOUTHWESTERN PORTLAND CEMENT  
COMPANY

By:   
Bruce M. Flohr, President

By:   
Name: Dale W. Heineck  
Title: Vice President & General Manager



EXHIBIT A

Among the railcars subject to the lease are the following:

Twelve (12) "Rapid Discharge" TM self-clearing, bottom dump railcars, manufactured by Ortner Freight Car Company, Model No. OC-5025 (100-ton), specification No. EX-279, having AAR mechanical designation HT, and AAR car type code H450, with capacity of 2,300 cubic feet, currently marked TRAX 1022, 1025, 1027, 1028, 1029, 1032, 1033, 1034, 1035, 1036, 1037 and 1039.

JDDU/D-30/b

CERTIFICATE OF AUTHENTICITY

I have compared the attached copy and the original Memorandum of Lease and have found the copy to be complete and identical in all respects to the original document.

Sworn to and subscribed before me this 6th day of July, 1984.

ROBBIN R. McNEIL  
Notary Public, State of Texas  
My Commission Expires November 25, 1985

  
Robbin McNeil  
Notary Public in and for the  
State of Texas

