



RECORDATION NO. 22177 FILED
JAN 2 '99 1-10PM

June 2, 1999

New Recordation No.

Dear Mr. Williams:

On behalf of BancBoston Leasing Inc., I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Railroad Equipment Lease Agreement ("Lease"), entered into as of May 28, 1999.

The parties to the enclosed Lease are:

BancBoston Leasing Inc. - LESSOR
100 Federal Street
Boston, MA 02110

Southdown, Inc. - LESSEE
1200 Smith Street
Houston, TX 77002

The said Lease, among other things, acts to lease the equipment listed in Attachment A to the Lessee by the Lessor.

The equipment covered by the instant Lease is as identified in Attachment A thereto, copy attached.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

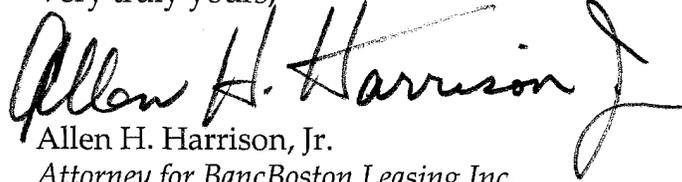
"Covers 50, NEW 3,260 Cubic Foot 115 ton Twin Covered Hopper Cars, SDWX numbers."

Enclosed is a check in the amount of twenty six dollars (\$26.00) in payment of the filing fee.

Counterpart to A. H. Hanson, Jr.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink that reads "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.
*Attorney for BancBoston Leasing Inc.,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423
Enclosures

BY HAND

8201-020

Attachment A
to
Memorandum of Railroad Equipment Lease

To the Memorandum of Lease dated as of May 28, 1999, between BancBoston Leasing Inc., as Lessor and Southdown, Inc., as Lessee.

Fifty (50) NEW 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars, with the following standard specifications:

<u>Certificate No.1</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10253	55000	231000
SDWX 10254	54200	231800
SDWX 10255	54900	231100
SDWX 10256	55100	230900
SDWX 10257	55000	231000
SDWX 10258	55000	231000
SDWX 10259	55500	230500
SDWX 10260	54800	231200
SDWX 10261	55400	230600
SDWX 10262	55000	231000
SDWX 10263	55000	231000
SDWX 10264	54600	231400
SDWX 10265	54900	231100
SDWX 10266	55000	231000
SDWX 10267	55000	231000
SDWX 10268	55100	230900
SDWX 10269	54900	231100
SDWX 10270	55000	231000
SDWX 10271	55100	230900
SDWX 10272	54900	231100

<u>Certificate No.2</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10249	54800	231200
SDWX 10250	54700	231300
SDWX 10251	55100	230900
SDWX 10252	55400	230600
SDWX 10273	54800	231200
SDWX 10274	54900	231100
SDWX 10275	55000	231000
SDWX 10276	55000	231000
SDWX 10277	54800	231200
SDWX 10284	54700	231300
SDWX 10285	54800	231200
SDWX 10286	54500	231500
SDWX 10287	54400	231600
SDWX 10288	54600	231400
SDWX 10289	54700	231300

<u>Certificate No.3</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10234	55000	231000
SDWX 10235	55000	231000
SDWX 10236	54800	231200
SDWX 10237	55000	231000
SDWX 10238	55200	230800
SDWX 10239	55200	230800
SDWX 10240	55000	231000
SDWX 10241	55000	231000
SDWX 10242	54900	231100
SDWX 10243	54900	231100
SDWX 10244	55000	231000
SDWX 10245	54900	231100
SDWX 10246	55000	231000
SDWX 10247	54900	231100
SDWX 10248	55200	2308 00

The Equipment referenced above is located on the premises of the Lessee at:
1200 Smith Street, Houston, Texas 77002

MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT

JUN 2 '99

1-10PM

THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into as of this 28th day of May, 1999 is intended to evidence the Equipment Schedule dated as of May 25, 1999, between BancBoston Leasing Inc. as Lessor ("Lessor") and Southdown, Inc. as Lessee ("Lessee") pursuant to that certain Master Lease Finance Agreement dated as of June 13, 1995, between Lessor and Lessee, (the Equipment Schedule and the Master Lease Finance Agreement, collectively, hereinafter referred to as the "Lease"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use Fifty (50) New 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars (together, the "Equipment") as more particularly described on the Attachment A attached hereto and made a part hereof. Lessee is renting from Lessor all of the Equipment at the rental rate and upon the terms and conditions as provided under the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR:

LESSEE:

BANCBOSTON LEASING INC.

SOUTHDOWN, INC.

By: [Signature]

By: [Signature]

Name: SANDRA GUADAGNO

Name: L. Craig Carleton

Title: _____

Title: Assistant Treasurer

Date: May 28, 1999

Date: May 28, 1999

Attachment A
to
Memorandum of Railroad Equipment Lease

To the Memorandum of Lease dated as of May 28, 1999, between BancBoston Leasing Inc., as Lessor and Southdown, Inc., as Lessee.

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SDWX 10245	54900	231100
SDWX 10246	55000	231000
SDWX 10247	54900	231100
SDWX 10248	55200	2308 00

The Equipment referenced above is located on the premises of the Lessee at:
1200 Smith Street, Houston, Texas 77002

STATE OF MASSACHUSETTS)
) SS:
COUNTY OF SUFFOLK)

On this 28th day of May, 1999, before me the subscriber Robin Dondan, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared Saundra Guadagno to me personally known, who stated and acknowledged that she is the Assistant Vice President of BancBoston Leasing Inc., a Massachusetts corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this Memorandum of Lease for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this Memorandum of Lease as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as of this 28th day of May, 1999.

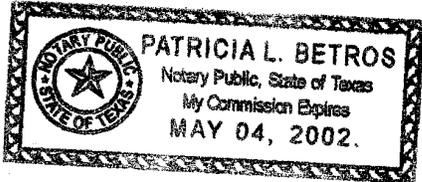
Robin Dondan
Notary Signature

12/23/05
My Commission Expires

STATE OF Texas)
) SS:
COUNTY OF Harris)

On this 28 day of May, 1999, before me the subscriber, Patricia L. Betros, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person L. Craig Carleton, to me personally known, who stated and acknowledged that he is the Assistant Treasurer of Southdown, Inc., a Louisiana corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this Memorandum of Lease for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this Memorandum of Lease as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal as of this 28th day of May, 1999.



Patricia L. Betros
Notary Signature

May 04, 2002
My Commission Expires