DC WM
DONELAN CLEARY
WOOD & MASER, P.C.

March 8, 1999

RECORDATION NO. 22062 FILED

MAR 8 '99 11-40 AM

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 February 19, 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 17, 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 [illegible]

ATTORNEYS AND COUNSELORS AT LAW
1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

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,

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 February 8, 1999, between BancBoston Leasing Inc., as Lessor and Southdown, Inc., as Lessee.

Seventeen (17) NEW 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars, with the following standard specifications:

Certificate No.BF	Light Weight	Load Limit
SDWX 10000	55200	230800
SDWX 10004	55100	230900
SDWX 10005	55000	231000
SDWX 10228	55300	230700
SDWX 10229	55200	230800
SDWX 10231	55300	230700
SDWX 10232	55200	230800
SDWX 10233	55100	230900

Certificate No.BG(1)	Light Weight	Load Limit
SDWX 10003	55100	230900
SDWX 10006	55000	231000
SDWX 10145	54900	231100
SDWX 10147	54500	231500
SDWX 10149	54700	231300
SDWX 10183	55000	231000
SDWX 10199	54800	231200
SDWX 10201	54800	231200
SDWX 10230	55400	230600

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

Surface Transportation Board
Washington, D.C. 20423-0001

March 8, 1999

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue NW
Washington DC 20005-3934

Dear Mr. Harrison:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and and 49 CFR 1177.3 (c), on March 8, 1999 at 11:40 AM, and assigned recordation number(s) 22062 and 22063.

Sincerely Yours,

Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

$ 52.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: Talecia M. Stokes

RECORDATION NO. 22062 FILED

MAR 8 '99 11-40 AM

MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into as of this 19 day of February, 1999 is intended to evidence the Equipment Schedule dated as of February 8, 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 **Seventeen (17) 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:

BANCBOSTON LEASING INC.

By: _____

Name: SANDRA GUARGNO

Title: ASSISTANT VICE PRESIDENT

Date: 2/19/99

LESSEE:

SOUTHDOWN, INC.

By: L Craig Carleton

Name: L. Craig Carleton

Title: Assistant Treasurer

Date: February 19, 1999

Attachment A
to
Memorandum of Railroad Equipment Lease

To the Memorandum of Lease dated as of February 8, 1999, between BancBoston Leasing Inc., as Lessor and Southdown, Inc., as Lessee.

Seventeen (17) NEW 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars, with the following standard specifications:

Certificate No.BF	Light Weight	Load Limit
SDWX 10000	55200	230800
SDWX 10004	55100	230900
SDWX 10005	55000	231000
SDWX 10228	55300	230700
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SDWX 10231	55300	230700
SDWX 10232	55200	230800
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Certificate No.BG(1)	Light Weight	Load Limit
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SDWX 10145	54900	231100
SDWX 10147	54500	231500
SDWX 10149	54700	231300
SDWX 10183	55000	231000
SDWX 10199	54800	231200
SDWX 10201	54800	231200
SDWX 10230	55400	230600

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

STATE OF Texas)
) SS:
COUNTY OF Harris)

On this 19th day of February, 1999, before me the subscriber, Joanna Pankey, 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/she 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/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 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 19th day of February, 1999.

JOANNA PANKEY
Notary Public, State of Texas
My Commission Expires
FEBRUARY 26, 2002.

Joanna Pankey
Notary Signature

2-26-2002
My Commission Expires

STATE OF MASSACHUSETTS)

) SS:

COUNTY OF SUFFOLK)

On this 19th day of FEBRUARY, 1999, before me the subscriber KATHLEEN J. DAVIS, 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 19th day of FEBRUARY, 1999.

Kathleen J. Davis
Notary Signature

6/14/2002
My Commission Expires