



DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

October 13, 1998

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-001

RECORDATION NO. 21722 FILED

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease dated as of June 3, 1998 between the following parties:

Lessee: Southdown, Inc.
1200 Smith Street
Suite 2400
Houston, TX 77002

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A as set forth in the document for the Equipment involved in this transaction.

Please file this agreement as a primary document. The \$26.00 fee is included in the check number 441700.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

Enclosures

CERTIFICATE

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B. Bacon
Notary Public
SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

OCT 19 '98

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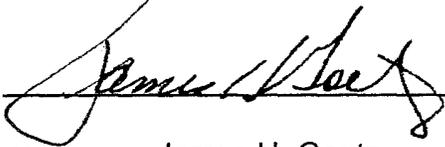
MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 3rd day of June, 1998, is intended to evidence the lease dated as of June 3, 1998 (the "Lease"), between DJJ TRANSPORTATION SERVICES, INC., a Delaware corporation ("Lessor"), and SOUTHDOWN, INC., a Louisiana corporation ("Lessee"), 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 the seventeen (17) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in 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.

DJJ TRANSPORTATION SERVICES, INC.

SOUTHDOWN, INC.

By: By: Name: James H. GoetzName: STEPHEN R. MILEYTitle: Vice PresidentTitle: Sr. Vice PresidentDate: June 3, 1998Date: 6-8-98

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 3rd day of June, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

July 22, 2002

Shelley B. Bacon
Notary Public



SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF Louisiana)
)
COUNTY OF Harris) SS:

The foregoing instrument was acknowledged before me this 8th day of June, 1998, by Stephen R. Miley, the Senior Vice President of Southdown, Inc., a Louisiana corporation, on behalf of the corporation.

Michelle Raymond
Notary Public

My Commission expires:

May 4, 2002



MICHELLE RAYMOND
Notary Public, State of Texas
My Commission Expires
MAY 04, 2002.

EXHIBIT A

To the Memorandum of Lease dated June 3, 1998, between DJJ Transportation Services, Inc. and Southdown, Inc.

DESCRIPTION OF UNITS

Seventeen (17), 1967-1970 Union Tank built, 3000 C.F., pressure differential covered hopper railcars bearing reporting marks as follows:

DJTX 3300-3310, Inclusive
DJTX 5000-5005, Inclusive