



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

RECORDATION NO. 21722-B
FILED

JAN 19 '99

11-45 AM

January 15, 1999

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

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Lease Agreement Amendment No. 2 dated October 28, 1998 between the following parties:

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

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

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

Please file this Memorandum of Lease Agreement Amendment No. 2 as a secondary document. The lease in which this document is connected is filed under Recordation No. 21722 and a subsequent document filed under No. 21722-A. The \$26.00 fee is included in check number 454233.

Sincerely,

THE DAVID J. JOSEPH COMPANY


Shelley B. Bacon
Contract Assistant

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

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT
AMENDMENT NO. 2**

JAN 19 '99

11-45 AM

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT NO. 2** ("Memorandum of Lease Amendment No. 2") entered into this 28th day of October, 1998, is intended to evidence Amendment No. 2 to Railroad Equipment Lease dated as of October 28, 1998 ("Amendment No. 2 to 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 (STB) under Section 49 of U.S.C. 11301.

Whereas, Amendment No. 2 to the Lease deletes the following four (4) railcars from the Lease: DJTX 3309, 5002, 5004 and 5005. Lessee has returned such railcars to the Lessor and all interest of the Lessee, its successors and assigns, in such railcars arising pursuant to the Lease has been terminated.

Lessee has the continued right to use the remaining thirteen (13) railcars described in Exhibit A attached hereto and is renting from Lessor all such railcars at the rentals and upon the terms and conditions provided in the Lease.

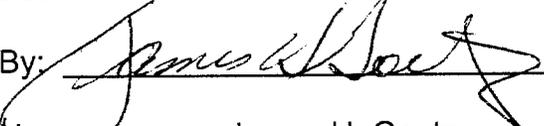
FURTHER, the Memorandum of Railroad Equipment Lease ("the Memorandum") dated June 3, 1998, between Lessor and Lessee, was duly filed with the Surface Transportation Board (STB) on October 19, 1998 with Recordation No. 21722. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 21722-B.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment No. 2 on the date indicated below its signature.

WITNESS:

Julie M Woodard

DJJ TRANSPORTATION SERVICES, INC.

By: 
Name: James H. Goetz

Title: Vice President

Date: October 28, 1998

WITNESS:

Susan L. Magee

SOUTHDOWN, INC.

By: 
Name: STEPHEN R. MILEY

Title: SR. VICE PRESIDENT

Date: 11-11-98

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 28th day of October, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF TEXAS)
)
COUNTY OF HARRIS) SS:

The foregoing instrument was acknowledged before me this 11th day of Nov., 1998, by Stephen R. Miley, the Senior Vice President of Southdown, Inc., a Louisiana corporation, on behalf of the corporation.

Susan Louise Magee
Notary Public



EXHIBIT A

To the Memorandum of Lease Amendment No. 2 dated October 28, 1998, between DJJ Transportation Services, Inc. and Southdown, Inc.

DESCRIPTION OF UNITS

Thirteen (13), railcars bearing reporting marks as follows:

DJTX:

3300

3301

3302

3303

3304

3305

3306

3307

3308

3310

5000

5001

5003