

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON
ATTORNEYS AT LAW

815 CONNECTICUT AVENUE, N.W.
WASHINGTON, DC. 20006-4004
(202) 463-2400
FAX (202) 828-5393

ONE CENTURY PLAZA - SUITE 3300
2029 CENTURY PARK EAST
LOS ANGELES, CA 90067-3063
(310) 277-7200
FAX (310) 201-5219

900 THIRD AVENUE
NEW YORK, NY 10022-4728
(212) 715-9000
FAX (212) 752-3116

101 CALIFORNIA STREET - SUITE 2900
SAN FRANCISCO, CA 94111-5858
(415) 397-2823
FAX (415) 397-8549

55 EAST MONROE STREET - SUITE 4200
CHICAGO, ILLINOIS 60603-5803

(312) 346-8000
FAX (312) 269-8869

WRITER'S DIRECT DIAL

(312) _____

400 CAPITOL MALL - SUITE 2350
SACRAMENTO, CA 95814-4420
(916) 448-0159
FAX (916) 558-4839

700 LOUISIANA STREET - SUITE 3900
HOUSTON, TX 77002-2731
(713) 225-2300
FAX (713) 225-2340

ONE ATLANTIC CENTER - SUITE 3260
1201 WEST PEACHTREE STREET
ATLANTA, GA 30309-3400
(404) 892-6412
FAX (404) 892-7056

INTERNATIONAL

AVENUE LOUISE 500, BOITE 8
1050 BRUSSELS, BELGIUM
TELEPHONE (32) (2) 647.60.25
FAX (32) (2) 640.70.71

November 11, 1996

VIA FEDERAL EXPRESS

Secretary
Surface Transportation Board
12th and Constitution
Room 2311
Washington, DC 20423

Attention: DOCUMENTS FOR RECORDATION

Re: Recordation No. 19991

Dear Secretary:

I am an attorney representing a party to the enclosed document. I have enclosed one original of the document described below, and two certified copies, to be recorded pursuant to Section 11301 of Title 49 of the United States Code and the regulations adopted there to.

The document is a Memorandum of Transfer and Assumption, dated as of July 31, 1996, between Mitsubishi Cement Corp. and Southdown, Inc.

The primary document to which the foregoing document is connected is recorded under Recordation No. 19991

The names and addresses of the parties to the enclosed documents are as follows:

Assignor: Mitsubishi Cement Corporation
3633 Inland Empire Boulevard
Ontario, California 97604

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

19991-A

NOV 19 10 55 AM '96
RECEIVED
SURFACE TRANSPORTATION
BOARD

Surface Transportation Board
November 11, 1996
Page 2

A description of the equipment covered by the foregoing document follows:

Twenty-five (25) 2980 cubic foot capacity covered hopper railcars bearing marks and numbers KCGX 5-29 (inclusive).

A fee of \$22.00 is enclosed. Please return any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number to:

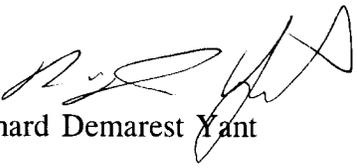
Richard Demarest Yant
Seyfarth Shaw Fairweather & Geraldson
55 East Monroe Street
Suite 4200
Chicago, IL 60603

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

Assignment of all of the interest of Mitsubishi Cement Corp., as Lessee, to Southdown, Inc.

Yours very truly,
SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

Enclosures

cc: David A. Sternweis

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

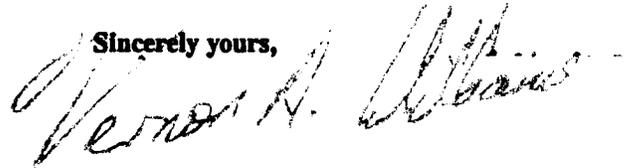
11/19/96

Richard Demarest Yant
Seyfarth, Shaw, Fairweather & Geraldson
55 East Monroe Street, Ste. 4200
Chicago, Illinois 60603-5803

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 11/19/96^{at} 10:55AM, and assigned recordation number(s). 19991-A.

Sincerely yours,

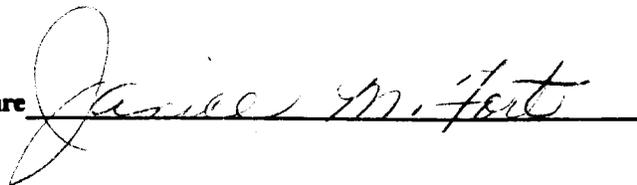


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



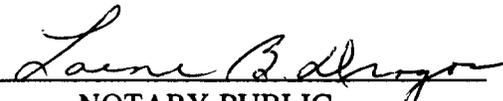
CERTIFIED COPY

I, RICHARD DEMAREST YANT, the undersigned affiant, certify and affirm that I have compared the attached copy with the original and have found the copy to be complete and identical in all respects to the original document.

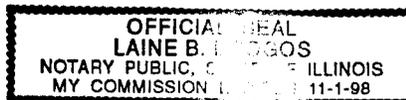


STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

The foregoing instrument was acknowledged before me this 11 day of November, 1996, by
R. D. Yant.



NOTARY PUBLIC



July 31, 1996

19991-A

**MEMORANDUM
OF
TRANSFER AND ASSUMPTION**

THIS MEMORANDUM OF TRANSFER AND ASSUMPTION is intended to evidence the transfer and assumption of the Master Lease Agreement, which was filed with the Surface Transportation Board on March 27, 1996 under Recordation No. 19991, (the "Lease") and the 25 covered hopper railroad cars described therein (the "Property") from Mitsubishi Cement Corp. ("Transferor"), having an address at 3633 Inland Empire Blvd., Ontario, California 97604 to Southdown, Inc. ("Transferee"), having an address at 1200 Smith Street, Suite 2400, Houston, Texas 77022, for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under 49 USC §11301. Transferor has transferred all of its interest in and to the Lease and the Property to Transferee, and Transferee has accepted and agreed to assume all obligation in connection with the Lease and the Property.

IN WITNESS WHEREOF, Transferor and Transferee have each caused this Memorandum of Transfer and Assumption to be duly executed as of the date first above written.

Mitsubishi Cement Corp.

Southdown, Inc.

By: 
Title: PRESIDENT

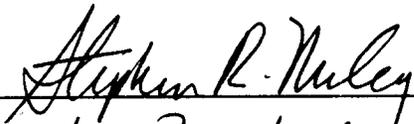
By: 
Title: Vice President

EXHIBIT A
TO
MEMORANDUM OF TRANSFER AND ASSUMPTION

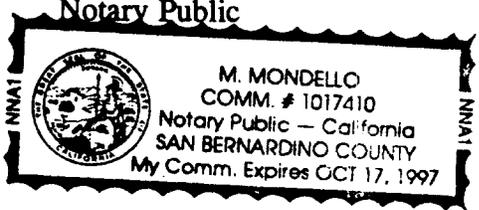
EQUIPMENT

Twenty-five (25) 2980 cubic foot capacity covered hopper railcars bearing marks and numbers KCGX 5-29 (inclusive).

STATE OF California)
COUNTY OF San Bernardino) SS:

On this 1st day of November, 1996, before me personally appeared Rubell McClain, to me personally known, who being by me duly sworn says that such person is President of Mitsubishi Cement Corp., that the foregoing Memorandum of Transfer and Assumption was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

M. Mondello
Notary Public



STATE OF Texas)
COUNTY OF Harris) SS:

On this 26 day of September, 1996, before me personally appeared Stephen B. Milay, to me personally known, who being by me duly sworn says that such person is Vice President of Southdown, Inc., that the foregoing Memorandum of Transfer and Assumption was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dora Ann Santamaria
Notary Public

