

BALL JANIK LLP

A T T O R N E Y S

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OF COUNSEL
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RECORDATION NO. 21900 FILED

DEC 28 '98

12-05 PM

December 28, 1998

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a **Memorandum of Lease Agreement**, a primary document, dated as of December 23, 1998. We request that this document be recorded under the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

General Electric Capital Corporation
One Lincoln Center
5400 LBJ Freeway Suite 1280
Dallas, TX 75240

Lessee:

Southdown, Inc.
1200 Smith Street
Houston, TX 77002

Counterparts of J. Williams

BALL JANIK LLP

Honorable Vernon A. Williams
December 28, 1998
Page 2

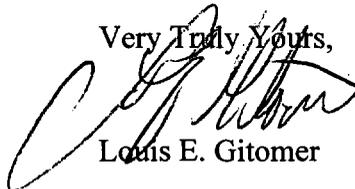
A description of the equipment covered by the Memorandum of Lease Agreement consists of 30 100-ton Oertner rapid discharge open top hopper cars numbered CENX 8027-8029, inclusive, 8031, 8032, 8034, 8037, 8038, 8042, 8045-8047, inclusive, 8051, 8052, 8054, 8057-8059, inclusive, 8062, 8066-8069, inclusive, 8071-8074, inclusive, 8076, 8077, and 8080.

A fee of \$26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between General Electric Capital Corporation, One Lincoln Center, 5400 LBJ Freeway Suite 1280, Dallas, TX 75240, and Southdown, Inc., 1200 Smith Street, Houston, TX 77002 covering 30 100-ton Oertner rapid discharge open top hopper cars numbered CENX 8027-8029, inclusive, 8031, 8032, 8034, 8037, 8038, 8042, 8045-8047, inclusive, 8051, 8052, 8054, 8057-8059, inclusive, 8062, 8066-8069, inclusive, 8071-8074, inclusive, 8076, 8077, and 8080.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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

OFFICE OF THE SECRETARY

Louis E. Gitomer
Of Counsel
Ball Janik LLP
1455 F Street, NW., Ste. 225
Washington, DC., 20005

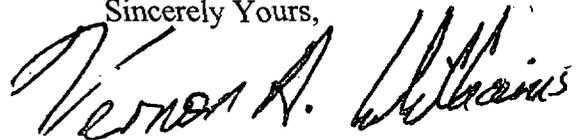
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/28/98 at 12:05PM, and

assigned recordation number(s). 21900, 21901, 7121-A, 7122-A, 7123-A, 15599- J
and 21177-A.

Sincerely Yours,



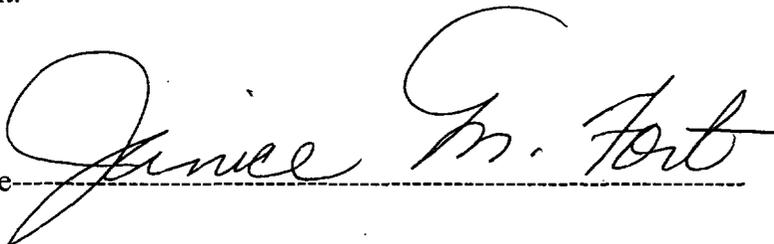
Vernon A. Williams

Enclosure(s) (7)

182.00

\$_____ 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-----



RECORDATION NO.

21900
FILED

DEC 28 '98

12-05 PM

MEMORANDUM OF LEASE AGREEMENT

dated as of December 23, 1998

between

SOUTHDOWN, INC.
as Lessee,

and

GENERAL ELECTRIC CAPITAL CORPORATION
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on December 23, 1998 at __:__.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December ²³ 1998, by and between GENERAL ELECTRIC CAPITAL CORPORATION, an New York corporation ("Lessor"), and SOUTHDOWN, INC., a Louisiana corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, Thirty (30) Ortner, 100 ton rapid discharge open top hopper cars numbered as follows:

CENX 8027	CENX 8057
CENX 8028	CENX 8058
CENX 8029	CENX 8059
CENX 8031	CENX 8062
CENX 8032	CENX 8066
CENX 8034	CENX 8067
CENX 8037	CENX 8068
CENX 8038	CENX 8069
CENX 8042	CENX 8071
CENX 8045	CENX 8072
CENX 8046	CENX 8073
CENX 8047	CENX 8074
CENX 8051	CENX 8076
CENX 8052	CENX 8077
CENX 8054	CENX 8080

All of such railcars are more fully described in that certain Master Lease Agreement, dated as of September 9, 1992, and Equipment Schedule Number 076 thereto and incorporating the terms thereof, dated as of December __, 1998 (together with all of the addenda, annexes, schedules and other attachments thereto, collectively, the "Lease"), between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the Basic Term (as such capitalized term is defined in the Lease), and any extension of such term to the extent provided for in the Lease.

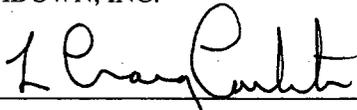
This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

GENERAL ELECTRIC CAPITAL CORPORATION

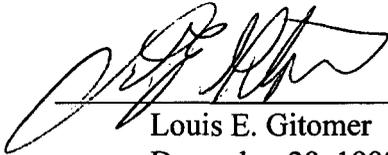
By: 
Title: Mr. Risk Analyst

SOUTHDOWN, INC.

By: 
Title: Assistant Treasurer

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Memorandum of Lease Agreement dated as of December 23, 1998, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 28, 1998