

BALL JANIK LLP

A T T O R N E Y S

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RECORDATION NO. 15600-J FILED

NOV 25 '98

2-14 PM

November 25, 1998

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

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Full Release, a secondary document, dated as of November 24, 1998. The primary document to which this is connected is recorded under Recordation No. 15600. We request that this document be recorded under Recordation No. 15600-J.

The name and address of the party to the Full Release is:

Secured Party:

Wells Fargo Bank, N.A.
420 Montgomery Street
San Francisco, CA 94163

A description of the equipment covered by the Full Release consists of all collateral covered by the Security Agreement.

Countrywide

NOV 25 2 14 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

BALL JANIK LLP

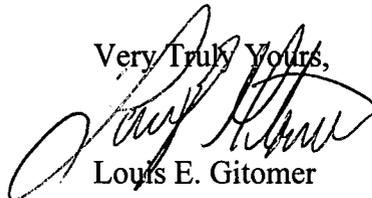
Honorable Vernon A. Williams
November 25, 1998
Page 2

A fee of \$26.00 is enclosed. Please return one certified copy of the document 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 Full Release by Wells Fargo Bank, N.A., 420 Montgomery Street, San Francisco, CA 94163, covering all collateral covered by the Security Agreement.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name below.

Louis E. Gitomer

Enclosures

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

OFFICE OF THE SECRETARY

Date: 11/25/98

Louis E. Gitomer
Ball Janik LLP
1455 F Street, NW., Ste. 225
Washington, DC., 20006-2973

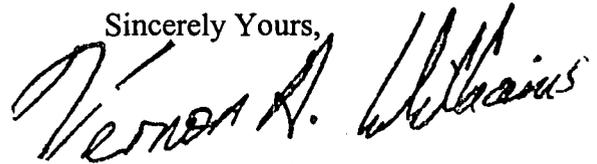
Dear Sir:

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

and 49 CFR 1177.3(c), on 11/25/98 at 2:14PM, and

assigned recordation number(s). 15599-G, 15600-J and 21809.

Sincerely Yours,



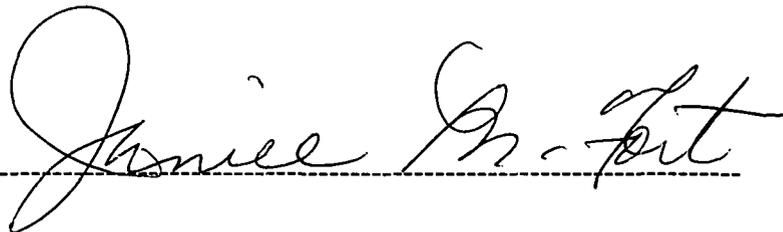
Vernon A. Williams

Enclosure(s)

78.00

\$_____ 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. 15600-5 FILED

NOV 25 '98

2-14PM

FULL RELEASE

THIS FULL RELEASE, dated as of November ²⁴, 1998 (this "Partial Release"), is executed by WELLS FARGO BANK, N.A., a national banking association, in its capacity as agent ("Secured Party") for the banks and financial institutions which are signatories to that certain Second Amended and Restated Credit Agreement, dated as of November 19, 1993 (as from time to time amended, modified, renewed, extended, restated, replaced, or supplemented, herein referred to as the "Credit Agreement"), entered into among Southdown, Inc., a Louisiana corporation and successor by merger to Southwestern Portland Cement Company, a Delaware corporation ("Debtor"), Secured Party, and the other banks and financial institutions that from time to time are parties thereto. Secured Party and Debtor are parties to that certain Security Agreement, dated as of April 5, 1988, and recorded with the Interstate Commerce Commission on April 22, 1988 (Recordation Number 15600), as amended by that certain Amendment Number One to Security Agreement dated as of May 22, 1989, as amended by that certain Amendment Number Two to Security Agreement, dated as of April 30, 1991 and recorded with the Interstate Commerce Commission on July 30, 1991 (Recordation Number 15600-A), and as amended by that certain Amendment Number Three to Security Agreement, dated as of November 19, 1993 and recorded on January 5, 1994 with the Interstate Commerce Commission (Recordation Number 15600-B) (as amended, supplemented or otherwise modified, the "Security Agreement").

Secured Party hereby releases its security interest created by the Security Agreement and hereby terminates the provisions of the Security Agreement.

Secured Party has executed this Full Release as of the date first set forth above.

WELLS FARGO BANK, N.A.,
a national banking association

By: Title: VICE PRESIDENT

STATE OF TEXAS

)

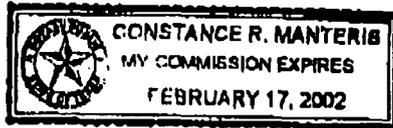
) ss

COUNTY OF HARRIS

)

On 11/24/98, before me, the undersigned, a Notary Public in and for said State, personally appeared ANN RHOADS, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Constance R Manteris
Notary Public in and for Said State

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Full Release dated as of November 24, 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
November 25, 1998