

RECORDATION NO. 26495-B ^C _{RFB}

MAR 30 '07 -1 30 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 30, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of March 30, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board under Recordation Number 26495-B.

The name and address of the party to the enclosed document are:

Lessor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

[Lessee: Cemex USA Cement, Inc.
2418 Gardner Expressway
Quincy, IL 62306]

Mr. Vernon A. Williams
March 30, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

104 railcars: CMEX 140000 – CMEX 140046 and CMEX 140048 – CMEX 140104.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAR 30 '07 -1 30 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement dated as of March 30, 2007 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

WITNESSETH:

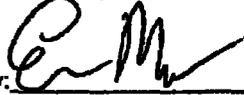
Lessor and Cemex, Inc., a Louisiana corporation (the "Lessee") are parties to that certain Railroad Car Net Lease Agreement (the "Lease Agreement"), dated as of February 8, 2000, as amended by Amendment No. 1 to Railroad Car Net Lease Agreement effective August 29, 2006, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider Twelve (12) to Railroad Car Net Lease Agreement, effective August 1, 2006, whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: 
Name: Eric Marchetto
Title: Vice President

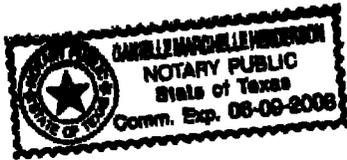
Executed on this ___ day of March, 2007

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the ___ day of March 2007, before a Notary Public in an for said County and State, personally appeared Eric Kuchert, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on March __, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Danielle Henderson
Name: Danielle Henderson
Notary Public

My Commission Expires: 6/9/08
Residing in Dallas, TX

[Memorandum of Lease Agreement]

EXHIBIT A

Equipment: 3,281 cubic foot hopper cars per TrinityRail Specification No. LO-3281-3030, dated July 6, 2005, including low-profile gates (either Miner MKT-10415 or ATP 550-0033-2GRY4)

Quantity: One Hundred Four (104)

Road Numbers: CMEX 140000 - CMEX 140046 and CMEX 140048 - CMEX 140104

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/30/07



Robert W. Alvord

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> 26495-B
🕒 04/02/07 11:33 AM

RECEIVED
SADDLERB
APR 2 11 33 AM '07



AlvordLaw@aol.com
03/30/2007 02:01 PM

To Barbara.Saddler@stb.dot.gov
cc
bcc
Subject 26495-B

History:

This message has been forwarded.

Barbara,

26495-B at 1:30 p.m.

Thanks,
Suzanne

Robert W. Alvord, Esq.
Edward M. Luria, Esq.
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Fax: 202-393-2156
Email: alvordlaw@aol.com
Ed's cell phone: 202-904-5860

FEDERAL TAX NOTICE:

Any tax advice in this communication or any attachments is not intended or written to be used, and cannot be used, by a client or any other person or entity for the purpose of avoiding penalties that may be imposed on any taxpayer.



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