



First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
Fax 847 318-7588

VIA UPS 2nd DAY AIR

November 27, 2001

RECORDATION NO. 23749 FILED

NOV 30 '01 10-12 AM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated May 1, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cemex Construction Materials Inc.
1200 Smith Street, Suite 2400
Houston, TX 77002

A description of the railroad equipment covered by the enclosed document is sixty-three (63) 100-ton, AHS 2,300 cu. ft., 2 pocket aggregate open top hopper cars with numbers WRRR 801 - WRRR 864, inclusive.

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

Memorandum of Lease between First Union Rail Corporation, Lessor, and Cemex Construction Materials Inc., Lessee, covering sixty-three (63) 100-ton, AHS 2,300 cu. ft., 2 pocket aggregate open top hopper cars with numbers WRRR 801 - WRRR 864, inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Manager - Documents Administration

Enclosures

(SAMI001)

EXHIBIT A
to
RIDER NO. 1

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of May, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cemex Construction Materials, Inc. (f/k/a Cemex USA Construction Materials, Inc., f/k/a Sunbelt Asphalt Materials, Inc.) ("Lessee") ("Lessee"), a Texas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 1st, 1999 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1st, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: K.A. DOMAROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing
Executed on this 9th day of Oct., 2001.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of October, 2001.

[Signature]
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



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LESSEE:

CEMEX CONSTRUCTION MATERIALS, INC. (f/k/a Cemex USA Construction Materials, Inc., f/k/a Sunbelt Asphalt Materials, Inc.)

By: Jeff H. Smith
Name: Jeff H. Smith
Title: VP

ATTEST:

By: [Signature]
Name: GREG STROBL
Title: CORPORATE COUNSEL

Executed on this 19th day of September, 2001.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this ____ day of _____, 2001.

Notary Public

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty-three (63)

DESCRIPTION OF CARS: 100 Ton AHS 2,300 Cu. Ft. 2 Pocket
Aggregate Open Top Hopper Cars with
Enterprise Type "D" Bottom Outlets.

CAR NUMBERS: WRRC 801 - 864