



CORPORATION SERVICE COMPANY

24036-E

RECORDATION NO. _____ FILED

JUL 28 '04 10-40 AM

SURFACE TRANSPORTATION BOARD



July 23, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 16, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **Cemex, Inc.**
1200 Smith Street, Suite 2400 Houston, TX 77056

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

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **Cemex, Inc.**, covering 22 rail cars with reporting marks and numbers -CEFX 95682 - CEFX 95711, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation # 24036 dated 7/22/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 16 day of July, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CEMEX, INC., a Louisiana corporation, with an address at 1200 Smith Street, Suite 2400, Houston, TX 77056 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

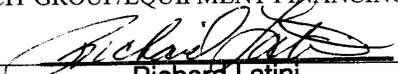
WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of June 1, 2002 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on July 22, 2002 and given Recordation Number 24036.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

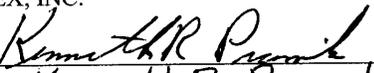
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CEMEX, INC.
By: 
Name: Kenneth R. Pramik
Title: Director Transportation

Schedule A

Number of Cars	Equipment Description	
22	3,230 C.F., P.D. covered hopper car	
1	CEFX	95682
2	CEFX	95684
3	CEFX	95685
4	CEFX	95686
5	CEFX	95687
6	CEFX	95693
7	CEFX	95696
8	CEFX	95697
9	CEFX	95698
10	CEFX	95699
11	CEFX	95700
12	CEFX	95701
13	CEFX	95702
14	CEFX	95703
15	CEFX	95704
16	CEFX	95705
17	CEFX	95706
18	CEFX	95707
19	CEFX	95708
20	CEFX	95709
21	CEFX	95710
22	CEFX	95711