

RECORDATION NO. 22023-A FILE

OCT 21 '04 2-04 PM

SURFACE TRANSPORTATION BOARD

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October 21, 2004

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 Assignment of Lease, dated September 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (Schedule No. 17) previously filed with the Board under Recordation Number 22023.

The names and addresses of the parties to the enclosed document are:

Assignor: Winmark Equipment Finance, LLC
(successor in interest to
BancBoston Leasing Inc.)
2 Hampshire Street
Foxboro, MA 02035

Assignee: Winmark Special Finance LLC
c/o Winmark Equipment Finance, LLC
2 Hampshire Street
Foxboro, MA 02035

Mr. Vernon A. Williams
October 21, 2004
Page Two

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

EQUIPMENT DESCRIPTION: Twenty-three (23) 3,260 Cubic Foot 115 Ton
Twin Covered Hopper Cars, manufactured
by Trinity Industries, Inc., with the following
Running Numbers:

Certificate No. BD

SDWX 10169	
SDWX 10170	
SDWX 10171	SDWX 10203
SDWX 10172	SDWX 10205
SDWX 10173	SDWX 10206
SDWX 10181	SDWX 10207
SDWX 10184	SDWX 10208
SDWX 10185	SDWX 10209
SDWX 10186	SDWX 10211
SDWX 10192	
SDWX 10193	
SDWX 10194	
SDWX 10195	
SDWX 10196	
SDWX 10200	
SDWX 10202	

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

Memorandum of Assignment of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the
Surface Transportation Board covering the required recordation fee and cross indexing fee.

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

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

OCT 21 '04

2-04 PM

This Memorandum of Assignment of Lease between Winmark Equipment Finance, LLC (the "Assignor") and Winmark Special Finance, LLC (together with its successors and assigns, the "Assignee") is effective as of September 30, 2004.

1. This instrument relates to that certain Master Lease Finance Agreement dated as of June 13, 1995 (the "Lease Agreement") and the related Equipment Schedule No. 17 dated as of December 9, 1998 ("the "Schedule," which term shall also include any and all riders, addenda and exhibits attached to the Schedule), between BancBoston Leasing Inc., as lessor ("BBL"), and Cemex, Inc., formerly known as Southdown, Inc., as lessee (the "Lessee"), pursuant to which BBL leased to Lessee the railroad equipment identified on Exhibit A attached hereto and made a part hereof, and entitled "Attachment A to Equipment Schedule No. 17" (the "Equipment"). Said Lease Agreement and the Schedule are collectively referred to hereinafter as the "Lease".

2. A Memorandum of Lease with respect to the Lease was recorded with the Surface Transportation Board under Recordation Number 22023.

3. BBL subsequently assigned its interest in the Lease and the Equipment to STI Credit Corporation, which in turn subsequently assigned its interest in the Lease and the Equipment to SunTrust Leasing Corporation ("SunTrust"). Neither of these assignments were reflected in recordings with the Surface Transportation Board.

4. Pursuant to certain agreements dated as of September 30, 2004, SunTrust's interest in the Lease and in the Equipment has been assigned by SunTrust to Assignor (which assignment is also not reflected in recordings with the Surface Transportation Board), which is the sole member of Assignee, and on or about such date, Assignor assigned its interest in the Equipment and the Lease to Assignee. As a result of these assignments, Assignee has acquired all of the rights, title, and interest in and to the Equipment and the Lease of Assignor, SunTrust, STI Credit Corporation and BBL.

5. The addresses of the parties are as follows:

Assignor: Winmark Equipment Finance, LLC, 2 Hampshire Street, Foxboro, Massachusetts 02035, Attention: John F.X. Chipman, President

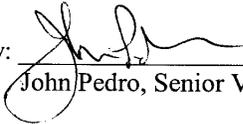
Assignee: Winmark Special Finance, LLC, c/o Winmark Equipment Finance, LLC, 2 Hampshire Street, Foxboro, Massachusetts 02035, Attention: John F.X. Chipman, President

6. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease Agreement, the Schedules and the assignment agreements and are incorporated herein by reference.

7. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Lease as of the date first above written.

ASSIGNOR: WINMARK EQUIPMENT FINANCE, LLC

By: 
John Pedro, Senior Vice President

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

On October 14, 2004, before me appeared John Pedro, to me personally known, who being by me duly sworn says that he is the Senior Vice President of Winmark Equipment Finance, LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]


Notary Public
My commission expires **KATHERINE DICKENSON**
Notary Public - Rhode Island
My Commission Expires October 19, 2006

ASSIGNEE: WINMARK SPECIAL FINANCE, LLC

By: 
John Pedro, Senior Vice President

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

On October 14, 2004, before me appeared John Pedro, to me personally known, who being by me duly sworn says that he is the Senior Vice President of Winmark Special Finance, LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]

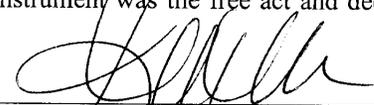

Notary Public
My commission expires **KATHERINE DICKENSON**
Notary Public - Rhode Island
My Commission Expires October 19, 2006

Exhibit A

ATTACHMENT A
TO
EQUIPMENT SCHEDULE NO. 17

This Attachment A is hereby made a part of Equipment Schedule No. 17 to the Master Lease Finance Agreement dated June 13, 1995 between BANCOSTON LEASING INC. ("Lessor") and SOUTHDOWN, INC.. ("Lessee").
SCH NO. 17

SUPPLIER: Trinity Industries, Inc.
P.O. Box 568887
Dallas, Texas 75356-8887

EQUIPMENT DESCRIPTION: Twenty-three (23) 3,260 Cubic Foot 115 Ton Twin Covered Hopper Cars, manufactured by Trinity Industries, Inc., with the following Running Numbers:

<u>Certificate No.BD</u>	<u>Light Weight</u>	<u>Load Limit</u>
SDWX 10169	55000	231000
SDWX 10170	54900	231100
SDWX 10171	54900	231100
SDWX 10172	55000	231000
SDWX 10173	54800	231200
SDWX 10181	54800	231200
SDWX 10184	54800	231200
SDWX 10185	54800	231200
SDWX 10186	54900	231100
SDWX 10192	54800	231200
SDWX 10193	54900	231100
SDWX 10194	55100	230900
SDWX 10195	54800	231200
SDWX 10196	54900	231100
SDWX 10200	54900	231100
SDWX 10202	54800	231200
SDWX 10203	55000	231000
SDWX 10205	55100	230900
SDWX 10206	55000	231000
SDWX 10207	54800	231200
SDWX 10208	55000	231000
SDWX 10209	55100	230900
SDWX 10211	54600	231400

LOCATION OF EQUIPMENT: 1200 Smith Street, Houston, Texas 77002

TOTAL ACQUISITION COST: \$1,146,343.00

Accepted at Boston, Massachusetts
BANCOSTON LEASING INC.

By: *Paula E. De Faver*
Title: ASSISTANT VICE PRESIDENT

SOUTHDOWN, INC.

By: *L Craig Carleton*
Title: ASSISTANT TREASURER