

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 24096 FILED

December 28, 2005

DEC 30 '05

2-28 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 1 dated as May 15, 2005, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

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

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Cemex, Inc.
840 S. Gessner Road, Suite 1400
Houston, TX 77024

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

One hundred twenty (120) 3,256 cubic foot cement covered hopper cars,
marked and numbered GBRX 83100-83219, inclusive.

Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams

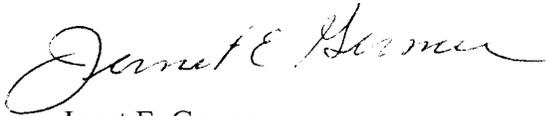
December 28, 2005

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A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1 dated as of May 15,
2005 between Greenbrier Leasing Corporation, Lessor, and Cemex, Inc.,
Lessee

Sincerely,

A handwritten signature in cursive script that reads "Janet E. Germer".

Janet E. Germer
Executive Assistant

JEG
Enclosure

cc: Robert W. Alvord, Esq.

DEC 3 0 '05

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15th day of May, 2005, to that certain Master Railcar Lease effective as of May 15, 2005, and Schedule No. 01 thereto effective as of the same date, is between GREENBRIER LEASING CORPORATION, a Delaware corporation (the "Lessor") and CEMEX, INC., a Louisiana corporation (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 Railcar Lease effective as of May 15, 2005 and the Lessor and Lessee entered into that certain Schedule No. 01 thereto effective as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties 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 Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Net Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

GREENBRIER LEASING CORPORATION, as Lessor

By: [Signature]

Name: CAROL A. BERRY

Title: V.P.

CEMEX, INC. as Lessee

By: [Signature]

Name: Thomas J. Edgeller

Title: Treasurer

[Signature]

STATE OF OREGON)
) SS:
COUNTY OF CLACKAMAS)

On this 27th day of December, 2005 before me personally appears Harry G. Brady, to me personally known, who by me duly sworn, says that he/she is the Vice President of Greenbrier Leasing Corporation (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Officers, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Janet E. Germer

Notary Public

[SEAL]

My Commission expires: 5/28/2006



STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

On this 21 day of December, 2005 before me personally appears Thomas Edgeller, to me personally known, who by me duly sworn, says that he/she is the Treasurer of Cemex, Inc. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Officers, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Eva Shafique

Notary Public

[SEAL]

My Commission expires:
September 1, 2008

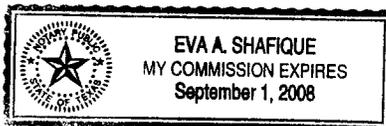


EXHIBIT A

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
One Hundred Twenty (120)	3256 CF Cement Covered Hopper Cars, 286,000 lbs. GRL with three (3) 30" circular loading hatches and two (2) Miner Low Profile MKE 10415 gravity discharge outlets with gaskets; AAR Car Type Code C112; built in 2005 by American Railcar Industries, Inc.	GBRX 83100-83219, inclusive.