



CORPORATION SERVICE COMPANY

January 25, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
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RECORDATION NO. 26147 FILED

JAN 25 '06

11-04 AM

SURFACE TRANSPORTATION BOARD



REF: 149373-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 4, 2006 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.**
451 Florida Street Baton Rouge, LA 70801

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 49 hopper cars with reporting marks and numbers – CEFX 95412-95416 (INCLUSIVE), CEFX 95418-95420 (INCLUSIVE), CEFX 95620 – CEFX 95643 (NOT INCLUSIVE), CEFX 95413 (INCLUSIVE), CEFX 96135 – CEFX 96174 (NOT INCLUSIVE) and CEFX 95028 – CEFX 95695 (NOT INCLUSIVE).

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

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

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 4th day of January, 2006, 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 840 Gessner, Suite 1400 Houston, TX 77024 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and RMC Pacific Materials, Inc. ("RMC"), entered into that certain Master Railcar Lease ("Master Lease") dated as of February 20, 2001, Schedule No. 1 thereto dated as of February 20, 2001, Schedule No. 2 thereto dated as of April 18, 2001, Schedule No. 3 thereto dated as of January 22, 2003, Schedule No. 4 thereto dated as of January 22, 2004, and Schedule No. 5 thereto dated as of April 1, 2004, (the Master Lease and Schedules No.1, 2, 3, 4, and 5 are collectively referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, Lessor, Lessee and RMC have entered into a Lease Transfer and Assumption Agreement dated as of January 1, 2006 pursuant to which RMC assigned and transferred all of its rights and obligations under the Lease to Lessee and Lessee acquired all of RMC's rights and assumed all of RMC's obligations under the Lease.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, 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 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.

IN WITNESS WHEREOF, the Parties have executed this Memorandum as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: CHARLES MERRITT
Title: VICE PRESIDENT

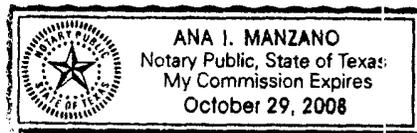
CEMEX, INC.
By: [Signature]
Name: Thomas Edgellar
Title: Treasurer

State of Texas)
)
County of Harris)

On this, the 4th day January, 2006, before me, a Notary Public in and for said County and State, personally appeared Thomas Edgeller, the Treasurer of Cemex, Inc., who acknowledged himself/herself to be a duly authorized officer of Cemex, Inc., and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

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

Name: *Ana I. Manzano*
Notary Public



My Commission Expires: 10/29/08

State of New York)
)
County of New York)

On this, the 5th day of January, 2006, before me, a Notary Public in and for said County and State, personally appeared CHARLES McGRATH, the VICE PRESIDENT of The CIT Group/Equipment Financing, Inc., who acknowledged himself/herself to be a duly authorized officer of The CIT Group/Equipment Financing, Inc., and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

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

Name: Barbara Garner
Notary Public

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2006

My Commission Expires: _____

Schedule A

Quantity

9

Equipment Description

3230 c.f., p.d. covered hopper cars

Reporting Marks and Numbers

CEFX 95412-95416, 95418-95420

Schedule A

<u>Quantity</u>	<u>Description</u>	<u>Car Marks and Numbers</u>	
9	3230 c.f., p.d. covered hopper cars	CEFX	95620
		CEFX	95621
		CEFX	95625
		CEFX	95626
		CEFX	95627
		CEFX	95635
		CEFX	95640
		CEFX	95641
		CEFX	95643

Schedule A

Number of Cars

Equipment Description

1

3,230 C.F., P.D. covered hopper car

1

CEFX

95413

SCHEDULE A

Quantity
20

Equipment Description
3,230 c.f.p.d. covered hopper car.

Car Marks and Numbers

1	CEFX	96135
2	CEFX	96136
3	CEFX	96147
4	CEFX	96148
5	CEFX	96150
6	CEFX	96151
7	CEFX	96154
8	CEFX	96159
9	CEFX	96160
10	CEFX	96161
11	CEFX	96162
12	CEFX	96163
13	CEFX	96165
14	CEFX	96166
15	CEFX	96167
16	CEFX	96168
17	CEFX	96169
18	CEFX	96171
19	CEFX	96172
20	CEFX	96174

Schedule A

Number of Cars

10

Equipment Description

3,230 c.f. p.d. covered hoppers

1	CEFX 95028
2	CEFX 95041
3	CEFX 95683
4	CEFX 95688
5	CEFX 95689
6	CEFX 95690
7	CEFX 95691
8	CEFX 95692
9	CEFX 95694
10	CEFX 95695