CORPORATION SERVICE COMPANY

RECORDATION NO. 26150 FILED

JAN 25 '06 11-24 AM

SURFACE TRANSPORTATION BOARD

JAN 25 2006 RECEIVED

January 24, 2006

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

RE: 149382-1

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 CONSTRUCTION MATERIALS, L.P.**
840 Gessner, Ste 1400 Houston, TX 77024

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 CONSTRUCTION MATERIALS, L.P.** covering 30 aggregate cars with reporting marks and numbers – TCMX 63814 - 63843 - 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

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

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 Construction Materials, L.P. a Texas limited partnership, 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 Nevada, Inc. ("RMC") entered into that certain Master Railcar Lease ("Master Lease") dated as of May 19, 2003, and Schedule No. 1 thereto dated as of May 19, 2003 (the Master Lease and Schedule No. 1 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: _____
Name: Charles M. Grant
Title: Vice President

CEMEX CONSTRUCTION MATERIALS, L.P.

By: _____
Name: Thomas Edgeller
Title: Treasurer / Secretary

State of Texas)
)
County of Harris)

On this, the 4th day of January, 2006, before me, a Notary Public in and for said County and State, personally appeared Thomas Edgeller, the Treasurer Cemex, Construction Materials, L.P. who acknowledged himself/herself to be a duly authorized officer of Cemex Construction Materials, L.P. 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: [illegible]
Notary Public

My Commission Expires: 10/29/08

ANA I. MANZANO
Notary Public, State of Texas
My Commission Expires
October 29, 2008

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, 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. 01GA5065784
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 11, 2006

My Commission Expires:

Schedule A

Quantity	Equipment Description	Reporting Marks and Numbers	
30	2,300 c.f. rapid discharge aggregate cars	TCMX	63814
		TCMX	63815
		TCMX	63816
		TCMX	63817
		TCMX	63818
		TCMX	63819
		TCMX	63820
		TCMX	63821
		TCMX	63822
		TCMX	63823
		TCMX	63824
		TCMX	63825
		TCMX	63826
		TCMX	63827
		TCMX	63828
		TCMX	63829
		TCMX	63830
		TCMX	63831
		TCMX	63832
		TCMX	63833
		TCMX	63834
		TCMX	63835
		TCMX	63836
		TCMX	63837
		TCMX	63838
		TCMX	63839
		TCMX	63840
		TCMX	63841
		TCMX	63842
		TCMX	63843