



CORPORATION SERVICE COMPANY

RECORDATION NO. 24036-6 FILED

FEB 03 '06

4-00 PM

SURFACE TRANSPORTATION BOARD



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

REF: 149287-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 21, 2005 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.**
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, INC.** covering 120-3,281 C.F. COVERED HOPPER CAR WITH GRAVITY GATES AND ROUND HATCHES(110701/110820) AS FURTHER DESCRIBED ON ATTACHED SCHEDULE A.-- INCLUSIVE

Please file this memorandum as a SECONDARY document to Recordation #24036 dated 07/22/2002 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 ext. 3753.

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

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4-00 PM

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 21 day of December, 2005, 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 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: [Signature]
Name: William P. O'Brien
Title: 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: [Signature]
Name: Thomas J. Edgeller
Title: Treasurer

[Signature]

Schedule A

Number of Cars

Equipment Description

120 3,281 C.F. covered hopper car with gravity gates and round hatches

1	CMEX	110701	53	CMEX	110753	105	CMEX	110805
2	CMEX	110702	54	CMEX	110754	106	CMEX	110806
3	CMEX	110703	55	CMEX	110755	107	CMEX	110807
4	CMEX	110704	56	CMEX	110756	108	CMEX	110808
5	CMEX	110705	57	CMEX	110757	109	CMEX	110809
6	CMEX	110706	58	CMEX	110758	110	CMEX	110810
7	CMEX	110707	59	CMEX	110759	111	CMEX	110811
8	CMEX	110708	60	CMEX	110760	112	CMEX	110812
9	CMEX	110709	61	CMEX	110761	113	CMEX	110813
10	CMEX	110710	62	CMEX	110762	114	CMEX	110814
11	CMEX	110711	63	CMEX	110763	115	CMEX	110815
12	CMEX	110712	64	CMEX	110764	116	CMEX	110816
13	CMEX	110713	65	CMEX	110765	117	CMEX	110817
14	CMEX	110714	66	CMEX	110766	118	CMEX	110818
15	CMEX	110715	67	CMEX	110767	119	CMEX	110819
16	CMEX	110716	68	CMEX	110768	120	CMEX	110820
17	CMEX	110717	69	CMEX	110769			
18	CMEX	110718	70	CMEX	110770			
19	CMEX	110719	71	CMEX	110771			
20	CMEX	110720	72	CMEX	110772			
21	CMEX	110721	73	CMEX	110773			
22	CMEX	110722	74	CMEX	110774			
23	CMEX	110723	75	CMEX	110775			
24	CMEX	110724	76	CMEX	110776			
25	CMEX	110725	77	CMEX	110777			
26	CMEX	110726	78	CMEX	110778			
27	CMEX	110727	79	CMEX	110779			
28	CMEX	110728	80	CMEX	110780			
29	CMEX	110729	81	CMEX	110781			
30	CMEX	110730	82	CMEX	110782			
31	CMEX	110731	83	CMEX	110783			
32	CMEX	110732	84	CMEX	110784			
33	CMEX	110733	85	CMEX	110785			
34	CMEX	110734	86	CMEX	110786			
35	CMEX	110735	87	CMEX	110787			
36	CMEX	110736	88	CMEX	110788			
37	CMEX	110737	89	CMEX	110789			
38	CMEX	110738	90	CMEX	110790			
39	CMEX	110739	91	CMEX	110791			
40	CMEX	110740	92	CMEX	110792			
41	CMEX	110741	93	CMEX	110793			
42	CMEX	110742	94	CMEX	110794			
43	CMEX	110743	95	CMEX	110795			
44	CMEX	110744	96	CMEX	110796			
45	CMEX	110745	97	CMEX	110797			
46	CMEX	110746	98	CMEX	110798			
47	CMEX	110747	99	CMEX	110799			
48	CMEX	110748	100	CMEX	110800			
49	CMEX	110749	101	CMEX	110801			
50	CMEX	110750	102	CMEX	110802			
51	CMEX	110751	103	CMEX	110803			
52	CMEX	110752	104	CMEX	110804			