

RECORDATION NO. 26371 FILED

ALVORD AND ALVORD  
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SUITE 301  
WASHINGTON, D.C.

MAY 30 '06 1-01 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
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May 30, 2006

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 Lease Agreement, dated as of May 25, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: Banc of America Leasing & Capital, LLC  
One Financial Plaza  
Providence RI 02903-2305

Lessee: Cemex, Inc.  
840 Gessner, Ste. 1400  
Houston TX 77024

Mr. Vernon A. Williams  
May 30, 2006  
Page 2

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

1 Rail King Mobile Railcar Mover: RCM 551.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 26371 FILED



One Financial Plaza  
Providence, Rhode Island 02903-2305

MAY 30 '06 1-01 PM

SURFACE TRANSPORTATION BOARD

**FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD**

On: \_\_\_\_\_  
At: \_\_\_\_\_  
And given Recordation No.: \_\_\_\_\_

MEMORANDUM OF LEASE AGREEMENT dated as of May 25, 2006 by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Lessor") and Cemex, Inc., a Louisiana corporation ("Lessee"), as such agreement relates to Lease Schedule No. 07709-00400-131 thereof (together, the "Lease").

**WITNESSETH:**

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, One (1) Rail King Mobile Railcar Mover bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Exhibit A attached hereto.
2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: May 25, 2006

Lessor:  
 BANC OF AMERICA LEASING  
 & CAPITAL, LLC  
 By: Patricia Smith-Disu  
 Name: Patricia Smith-Disu  
 Title: Vice President

Lessee:  
 CEMEX, INC.  
 By: [Signature]  
 Name: Everardo Villarreal  
 Title: Treasurer

**Bank of America**



**EXHIBIT A EQUIPMENT DESCRIPTION**

The following documents are attached to and made a part hereof: Lease Schedule No. 131 and Memorandum of Lease Agreement

with: **Cemex, Inc.**

Recovery Period: 7 YEARS

Qty	Model	Description	Vin/Serial #	(Including Soft Costs)
<b>Vendor: Andress Engineering Associates., Inc.</b>				
<b>Equipment is initially located at 1801 Rome Highway, Rockmart, GA 30153</b>				
1	SS4450	New Rail King Mobile Railcar Mover with (3) Ea. 50 lb. bags of sand; and (1) box containing: (1) RKCD01 Manual, (1) RK10 Operators Handbook, and (1) VHS Video located in Cab Compartment. Options: Air Conditioning, Central Lube, 75 Gallon Fuel Tank and Roof Mounted Spotlight	RCM551	\$235,714.50

with all standard and accessory equipment

STATE OF: Texas

SS.

COUNTY OF: Harris

On May 26, 2006 before me, Candice Wilson / Admin. Assistant  
(Notary Name and Title)

personally appeared Everardo Villarreal personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: *Candice E. Wilson*

(Notary Seal)



STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On May 30, 2006 before me, Denise C Simpson Notary  
(Notary Name and Title)

personally appeared Patricia Smith - Davis personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Denise C Simpson

03/25/2010

(Notary Seal)



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

5/30/06



\_\_\_\_\_  
Robert W. Alvord