

RECORDATION NO. 26495 FILED  
AUG 09 '06 3-42 PM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

August 9, 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 August 9, 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:

Assignor: Trinity North American Freight Car, Inc.,  
as assignee of Trinity Industries Leasing  
Company  
2525 Stemmons Freeway  
Dallas, Texas 75207

Assignee: Cemex USA Cement, Inc.  
1200 Smith Street  
Houston, Texas 77002

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

45 hopper cars: CMEX 140105 - CMEX 140149.

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,



Edward M. Luria

EML/sem  
Enclosures

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**MEMORANDUM OF LEASE AGREEMENT**

Memorandum of Lease Agreement made and entered into on August 9, 2006 by Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of TILC (as defined below), the "**Lessor**").

WITNESSETH:

Trinity Industries Leasing Company (as assignor and also acting in its capacity as agent and manager for and on behalf of Lessor, "**TILC**") and Cemex USA Cement, Inc., a Delaware corporation (the "**Lessee**") are parties to that certain Railroad Car Lease Agreement (the "**Lease Agreement**"), dated as of February 8, 2000, whereby TILC has agreed to lease to the Lessee and the Lessee has agreed to lease from TILC certain railroad cars as listed on each Rider incorporated therein.

TILC and Lessee have executed Rider Thirteen (13) to Railroad Car Lease Agreement, effective August 1, 2006 whereby TILC has agreed to lease to Lessee and the Lessee has agreed to lease from TILC certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY NORTH AMERICAN  
FREIGHT CAR, INC.**

By: \_\_\_\_\_

Name: Martin Graham

Title: President

Executed on this 7<sup>th</sup> day of August, 2006

[Memorandum of Lease Agreement]

STATE OF TEXAS            )  
  ) SS:  
COUNTY OF DALLAS        )

On this, the 7<sup>th</sup> day of August 2006, before a Notary Public in an for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on August 7<sup>th</sup>, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

Brenda Joyce Harris  
Name:  
Notary Public

My Commission Expires:  
Residing in Dallas, TX.



[Memorandum of Lease Agreement]

**EXHIBIT A**

**Equipment:** 3,281 cf hopper cars per Trinity Rail specification number LO-3281-3030, dated July 6, 2005, including low-profile gates (either Miner MKT-10415 or ATP 550-0033-2GRY4)

**Quantity:** Forty-five (45)

**Road Numbers:** CMEX 140105 - 140149

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: August 9, 2006



Edward M. Luria