



CORPORATION SERVICE COMPANY

RECORDATION NO. 24036-L FILED

FEB 22 '07

2-10 PM

SURFACE TRANSPORTATION BOARD

February 21, 2007

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street NW Suite 70
Washington, DC 20423
202-565-1656

RE: 768418/005

Dear Barbara:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 03/02/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Cemex Inc.

840 Gessner, Suite 1400

Houston, TX 77024

Lessor:

The CIT Group/Equipment Financing Inc.

1211 Avenue of the Americas, 20th Floor

New York, NY 10036

Thank you for your assistance in this matter.

Sincerely,

April O'Shea 1-800-995-5071 ext. 3813

Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2 day of Oct., 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 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: Jamie M Wickham
Name: Jamie M Wickham
Title: Vice President

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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: Kenneth R Pramick
Name: Kenneth R. Pramick
Title: Director Transportation

Schedule A

Number of Cars

Equipment Description

50 3,256 C.F. covered hopper car with gravity gates and round hatches

1	CMEX	110821
2	CMEX	110822
3	CMEX	110823
4	CMEX	110824
5	CMEX	110825
6	CMEX	110826
7	CMEX	110827
8	CMEX	110828
9	CMEX	110829
10	CMEX	110830
11	CMEX	110831
12	CMEX	110832
13	CMEX	110833
14	CMEX	110834
15	CMEX	110835
16	CMEX	110836
17	CMEX	110837
18	CMEX	110838
19	CMEX	110839
20	CMEX	110840
21	CMEX	110841
22	CMEX	110842
23	CMEX	110843
24	CMEX	110844
25	CMEX	110845
26	CMEX	110846
27	CMEX	110847
28	CMEX	110848
29	CMEX	110849
30	CMEX	110850
31	CMEX	110851
32	CMEX	110852
33	CMEX	110853
34	CMEX	110854
35	CMEX	110855
36	CMEX	110856
37	CMEX	110857
38	CMEX	110858
39	CMEX	110859
40	CMEX	110860
41	CMEX	110861
42	CMEX	110862
43	CMEX	110863
44	CMEX	110864
45	CMEX	110865
46	CMEX	110866
47	CMEX	110867
48	CMEX	110868
49	CMEX	110869
50	CMEX	110870