

RECORDATION NO. 26853 FILED

MAR 12 '07 -3 4 0 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

March 12, 2007

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 March 8, 2007, 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 02901

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

Mr. Vernon A. Williams
March 12, 2007
Page 2

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

27 covered hopper railcars within the series SDWX 9700 – SDWX 9735
as more particularly set forth in the equipment schedule attached to the
document.

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,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

This MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 8, 2007, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor") and CEMEX, INC. ("Lessee"), with reference to the following:

- 1. Pursuant to Lease Agreement Schedule No. 07709-00402-001 (the "Lease"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, the railroad equipment identified in the Exhibit attached hereto.
- 2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
- 3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC
As Lessor

By: Patricia Smith-Disu
Name: Patricia Smith-Disu
Title: Vice President

CEMEX, INC.
As Lessee

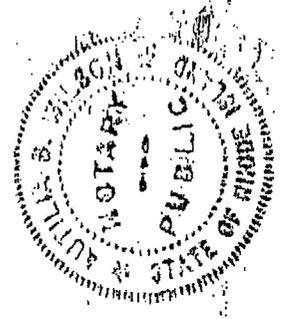
By: [Signature]
Name: Everardo Villarreal
Title: Treasurer

State of ~~Texas~~ Rhode Island)
) ss:
County of ~~Harris~~ Providence

On this 12th day of March 2007, before me personally appeared Patricia Smith-Disu,
to me personally known, who being duly sworn, says that he/she is Vice President
of Banc of America Leasing & Capital, LLC, that said instrument was signed and sealed on
behalf of said corporation and that said instrument is the free act and deed of said corporation.

Autilia B. Wilson
Notary Public

My Commission expires on: 10/20/08

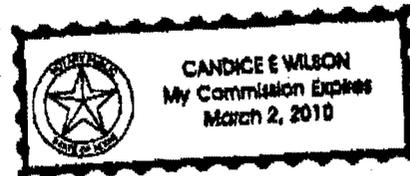


State of Texas)
) ss:
County of Harris)

On this 8 day of March, 2007, before me personally appeared Everardo Villarreal
to me personally known, who being duly sworn, says that he/she is Treasury
of CEMEX, INC., that said instrument was signed and sealed on behalf of said corporation and
that said instrument is the free act and deed of said corporation.

Candice E. Wilson
Notary Public

My Commission expires on: March 2, 2010



EXHIBIT

(27) - 1997 Railcar, Thrall, 110 ton, covered
hoppers

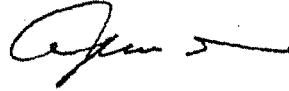
SDWX 9700
SDWX 9713
SDWX 9722
SDWX 9729
SDWX 9730
SDWX 9732
SDWX 9733
SDWX 9735
SDWX 9710
SDWX 9714
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SDWX 9716
SDWX 9717
SDWX 9719
SDWX 9720

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: 3/12/07



Robert W. Alvord