



CORPORATION SERVICE COMPANY

May 21, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RECORDATION NO. 24036-M FILED

MAY 22 '07 -3 15 PM

SURFACE TRANSPORTATION BOARD



RE: 908117/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 05/30/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

Mailing instructions:

Forward the 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.
30 South Wacker Drive, Suite 3000
Chicago, IL 60606

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 21 day of April, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 3000, Chicago, IL 60606 (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: JM Keasling
Name: JM KEASLING
Title: SVP - Leasing

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 Pramek
Name: Kenneth R Pramek
Title: Director Transportation

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars	Equipment Description	
50	3,230 C.F., P.D. covered hopper car	
1	CEMX	4018
2	CEMX	4019
3	CEMX	4020
4	CEMX	4021
5	CEMX	4022
6	CEMX	4023
7	CEMX	4024
8	CEMX	4025
9	CEMX	4026
10	CEMX	4027
11	CEMX	4028
12	CEMX	4029
13	CEMX	4030
14	CEMX	4031
15	CEMX	4032
16	CEMX	4033
17	CEMX	4034
18	CEMX	4035
19	CEMX	4036
20	CEMX	4037
21	CEMX	4038
22	CEMX	4039
23	CEMX	4040
24	CEMX	4041
25	CEMX	4042
26	CEMX	4043
27	CEMX	4044
28	CEMX	4045
29	CEMX	4046
30	CEMX	4047
31	CEMX	4048
32	CEMX	4049
33	CEMX	4050
34	CEMX	4051
35	CEMX	4052
36	CEMX	4053
37	CEMX	4054
38	CEMX	4055
39	CEMX	4056
40	CEMX	4057
41	CEMX	4058
42	CEMX	4059
43	CEMX	4060
44	CEMX	4061
45	CEMX	4062
46	CEMX	4063
47	CEMX	4064
48	CEMX	4065
49	CEMX	4066
50	CEMX	4067