

LAW OFFICES OF
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December 30, 2008

RECORDATION NO. 21809-A FILED

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

DEC 31 '08 -9 38 AM

SURFACE TRANSPORTATION BOARD

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Lease Termination, a secondary document, dated as of December 22, 2008. The primary document to which this is connected is recorded under Recordation No. 21809. We request that this document be recorded under Recordation No. 21809-A.

The names and addresses of the parties to the Lease Termination are:

Lessor:

Fifth Third Leasing Company
Fifth Third Center
Cincinnati, OH 45263

Lessee:

Cemex, Inc., successor-by-merger to Southdown, Inc.
1200 Smith Street
Houston TX 77002

A description of the equipment covered by the Lease Termination consists of 20 covered hopper cars numbered SDWX 10019-10030, inclusive, 10032-10035, inclusive, and 10038-10041, inclusive.

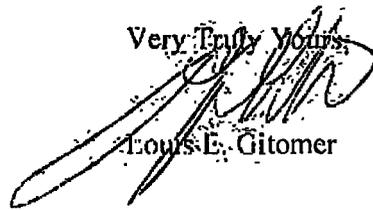
Honorable Anné K. Quinlan
December 30, 2008
Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Lease Termination between Fifth Third Leasing Company, Fifth Third Center, Cincinnati, OH 45263, and Cemex, Inc., successor-by-merger to Southdown, Inc., 1200 Smith Street, Houston TX 77002, covering 20 covered hopper cars numbered SDWX 10019-10030, inclusive, 10032-10035, inclusive, and 10038-10041, inclusive.

Very Truly Yours:

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name below.

Louis E. Gitomer

Enclosure

DEC 31 '08 -9 38 AM

LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

This Lease Termination dated as of December 22, 2008 is between The Fifth Third Leasing Company, as Lessor, and Cemex, Inc. successor-by-merger to Southdown, Inc., as Lessee.

WHEREAS, Lessor and Lessee entered a Master Lease Agreement dated as of September 9, 1992, as assigned and amended, and recorded a Memorandum of Lease Agreement dated as of November 24, 1998 (collectively the "Lease") at the Surface Transportation Board (the "Board") on November 25, 1998 at 2:14 pm, under Recordation No. 21809 for 20 covered hopper cars numbered SDWX 10019-10030, inclusive, 10032-10035, inclusive, and 10038-10041, inclusive (the "Equipment"); and

WHEREAS, The rights, interests and obligations of Lessor and Lessee under the Lease have been fulfilled; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Lease Termination to be duly executed as of the date first above written.

The Fifth Third Leasing Company, as Lessor

By: Lisa Mathews Petrina, AWP
Lisa Mathews Petrina
Assistant Vice President

Cemex, Inc.
Successor-by-merger to
Southdown, Inc.
as Lessee

By: _____

Its: _____

LEASE TERMINATION

This Lease Termination dated as of December 22, 2008 is between The Fifth Third Leasing Company, as Lessor, and Cemex, Inc. successor-by-merger to Southdown, Inc., as Lessee.

WHEREAS, Lessor and Lessee entered a Master Lease Agreement dated as of September 9, 1992, as assigned and amended, and recorded a Memorandum of Lease Agreement dated as of November 24, 1998 (collectively the "Lease") at the Surface Transportation Board (the "Board") on November 25, 1998 at 2:14 pm under Recordation No. 21809 for 20 covered hopper cars numbered SDWX 10019-10030, inclusive, 10032-10035, inclusive, and 10038-10041, inclusive (the "Equipment"); and

WHEREAS, The rights, interests and obligations of Lessor and Lessee under the Lease have been fulfilled; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Lease Termination to be duly executed as of the date first above written.

The Fifth Third Leasing Company
as Lessor

By: _____

Its: _____

Cemex, Inc.
Successor-by-merger to
Southdown, Inc.
as Lessee



By: Alejandro Benavides

Its: Treasurer

STATE OF OHIO)
) ss:
COUNTY OF HAMILTON)

On this 22nd day of December, 2008, before me, Elaine Ellis, the undersigned Notary Public, personally appeared Lisa Mathews Petrina personally known to me to be the person who executed the within instrument as Assistant Vice President on behalf of The Fifth Third Leasing Company, and acknowledged to me that the corporation executed it.

Elaine Ellis
Notary Public for OH
My Commission expires 9.14.12



ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2012

STATE OF OHIO

COUNTY OF HAMILTON

)
) ss.
)

On this ___ day of December, 2008, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of The Fifth Third Leasing Company, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF TEXAS

COUNTY OF HARRIS

)
) ss.
)

On this 29 day of December, 2008, before me, Candice E. Wilson, the undersigned Notary Public, personally appeared Alejandro Sepulveda personally known to me to be the person who executed the within instrument as Treasurer on behalf of Southdown, Inc., and acknowledged to me that the corporation executed it.

Candice E. Wilson

Notary Public for Cemex Inc.
My Commission expires March 2, 2010

