

RECORDATION NO 27824 FILED

FEB 26 '09 -10 30 AM

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A LESTER

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

February 26, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of February 23, 2009, 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: RBS Asset Finance, Inc.  
71 South Wacker Drive, 28<sup>th</sup> Floor  
Chicago, IL 60606

Lessees: CEMEX, INC.  
CEMEX CEMENT, INC.  
CEMEX CEMENT OF TEXAS, L.P.  
CEMEX CONSTRUCTION MATERIALS  
PACIFIC, LLC (f/k/a CEMEX ONSTRUCTION  
MATERIALS, L.P.)  
CEMEX PACIFIC COAST CEMENT CORPORATION  
CEMEX CALIFORNIA CEMENT LLC  
KOSMOS CEMENT COMPANY  
WESTERN EQUIPMENT CO. (f/k/a CEMEX  
LEASING, INC.)

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RMC PACIFIC MATERIALS, INC.  
CEMEX SOUTHEAST LLC  
CEMEX CONSTRUCTION MATERIALS ATLANTIC, LLC  
CEMEX CONSTRUCTION MATERIALS FLORIDA, LLC  
CEMEX CONSTRUCTION MATERIALS SOUTH, LLC  
840 Gessner Street, Suite 1400  
Houston, TX 77024

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

1 Shuttlewagon model SWX525 manufactured by Central Power Products Inc. and bearing the identification number 8GD52569.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 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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**MEMORANDUM OF LEASE**  
(Surface Transportation Board)**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is entered into as of February 23, 2009, by and among RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 South Wacker Drive, 28<sup>th</sup> Floor, Chicago, Illinois 60606 ("Lessor") and CEMEX, Inc., a Louisiana corporation, CEMEX Cement, Inc., a Delaware corporation, Cemex Cement of Texas, L.P., a Texas limited partnership, CEMEX Construction Materials Pacific, LLC (f/k/a CEMEX Construction Materials, L.P.), a Delaware limited liability company, CEMEX Pacific Coast Cement Corporation, a Delaware corporation, CEMEX California Cement LLC, a Delaware limited liability company, Kosmos Cement Company, a Kentucky corporation, Western Equipment Co. (f/k/a Cemex Leasing, Inc.), an Arizona corporation, RMC PACIFIC MATERIALS, INC., a Delaware corporation, CEMEX Southeast LLC, a Delaware limited liability company, CEMEX Construction Materials Atlantic, LLC, a Delaware limited liability company, CEMEX Construction Materials Florida, LLC, a Delaware limited liability company and CEMEX Construction Materials South, LLC, a Delaware limited liability company, each having its principal place of business at 840 Gessner Street, Suite 1400, Houston, Texas, 77024 (together with its successors and assigns, referred to herein jointly and severally as "Lessee").

1. Lessor intends to purchase and lease to Lessee one (1) Shuttlewagon SWX525, bearing the identification mark of 8GD52569 (, the "Shuttlewagon").

2. Lessor and Lessee intend to enter that certain Schedule No. 171, issued pursuant to the Master Lease Agreement, as amended, having an effective date of June 30, 2004 (the "Master Lease Agreement") between Lessee and Lessor. Pursuant to such Schedule No. 171, Lessor will lease the Shuttlewagon to Lessee for an initial term of eighty four (84) months commencing as of the Acceptance Date for the Shuttlewagon described therein (as such term is defined in the Master Lease Agreement).

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

RBS ASSET FINANCE, INC.

By:   
Name: Janet Melancon  
Title: Assistant Vice President  
Date: 2/23/09

CEMEX, INC.

By:   
Name: Alejandro Benavides  
Title: Treasurer  
Date: 02/20/09

CEMEX CEMENT, INC.  
CEMEX CEMENT OF TEXAS, L.P.  
CEMEX CONSTRUCTION MATERIALS  
PACIFIC, LLC (f/k/a CEMEX CONSTRUCTION  
MATERIALS, L.P.)  
CEMEX PACIFIC COAST CEMENT  
CORPORATION  
CEMEX CALIFORNIA CEMENT LLC  
KOSMOS CEMENT COMPANY  
WESTERN EQUIPMENT CO.  
(f/k/a CEMEX LEASING, INC.)  
RMC PACIFIC MATERIALS, INC.  
CEMEX SOUTHEAST LLC  
CEMEX CONSTRUCTION MATERIALS  
ATLANTIC, LLC  
CEMEX CONSTRUCTION MATERIALS  
FLORIDA, LLC  
CEMEX CONSTRUCTION MATERIALS  
SOUTH, LLC

By: CEMEX, INC., as attorney-in-fact for the above Co-Lessees

By:   
Name: Alejandro Benavides  
Title: Treasurer  
Date: 02/20/09

State of Illinois )  
                          ) ss:  
County of Cook )

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Janet Melancon, an Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 23<sup>rd</sup> day of February, 2009.

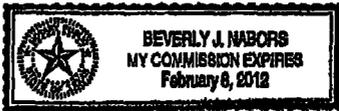
Misty Watte  
Notary Public



State of Texas )  
                  ) ss:  
County of Harris )

BEFORE ME, a Notary Public in and for said County and State, personally appeared CEMEX, Inc., a Louisiana corporation (the "Corporation"), by Alejandro Benavides, its Treasurer, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Houston, Texas, this 20<sup>th</sup> day of February, 2009.



*Beverly J. Nabors*  
Notary Public

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:

2/27/09



\_\_\_\_\_  
Robert W. Alvord