

LAW OFFICES OF  
**LOUIS E. GITOMER**

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March 3, 2009

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

RECORDATION NO. 22062-B FILED

MAR 03 '09 -3 51 PM

Dear Acting Secretary Quinlan:

**SURFACE TRANSPORTATION BOARD**

I have enclosed for 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 March 3, 2009. The primary document to which this is connected is recorded under Recordation No. 22062. We request that this document be recorded under Recordation No. 22062-B.

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

Lessor:

Winmark Special Finance LLC c/o Winmark Equipment Finance, LLC  
2 Hampshire Street  
Foxboro, MA 02035

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 17 covered hopper cars numbered SDWX 10000, 10003-10006, inclusive, 10145, 10147, 10149, 10183, 10199, 10201, and 10228-10233, inclusive.

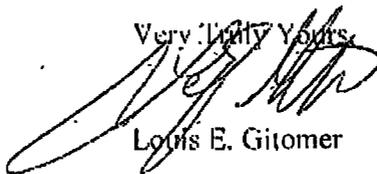
Honorable Anne K. Quinlan  
March 3, 2009  
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A fee of \$41.00 is enclosed. Please return one copy by email to:

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 Winmark Special Finance LLC c/o Winmark Equipment Finance, LLC, 2 Hampshire Street, Foxboro, MA 02035, and Cemex, Inc., successor-by-merger to Southdown, Inc., 1200 Smith Street, Houston TX 77002, covering 17 covered hopper cars numbered SDWX 10000, 10003-10006, inclusive, 10145, 10147, 10149, 10183, 10199, 10201, and 10228-10233, 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

MAR 03 '09 -3 51 PM

LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

This Lease Termination dated as of March 3, 2009 is between Winmark Special Finance, LLC, as Lessor, and Cemex, Inc., successor to Southdown, Inc., as Lessee.

WHEREAS, Lessor and Lessee entered a Master Lease Finance Agreement dated as of June 13, 1995 and an Equipment Schedule dated as of February 8, 1999, as assigned and amended, and recorded a Memorandum of Railroad Equipment Lease Agreement dated as of February 19, 1999 (collectively the "Lease") at the Surface Transportation Board on March 8, 1999 at 11:40 am under Recordation No. 22062 for 17 covered hopper cars numbered SDWX 10000, 10003-10006, inclusive, 10145, 10147, 10149, 10183, 10199, 10201, and 10228-10233, 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.

Winmark Special Finance, LLC  
as Lessor

By:   
David J. Condit  
Senior Vice President

Its: \_\_\_\_\_

Cemex, Inc.  
as Lessee

By: \_\_\_\_\_

Its: \_\_\_\_\_

LEASE TERMINATION

This Lease Termination dated as of March 3, 2009 is between Winmark Special Finance, L.L.C. as Lessor, and Cemex, Inc., successor to Southdown, Inc., as Lessee.

WHEREAS, Lessor and Lessee entered a Master Lease Finance Agreement dated as of June 13, 1995 and an Equipment Schedule dated as of February 8, 1999, as assigned and amended, and recorded a Memorandum of Railroad Equipment Lease Agreement dated as of February 19, 1999 (collectively the "Lease") at the Surface Transportation Board on March 8, 1999 at 11:40 am under Recordation No. 22062 for 17 covered hopper cars numbered SDWX 10000, 10003-10006, inclusive, 10145, 10147, 10149, 10183, 10199, 10201, and 10228-10233, 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.

Winmark Special Finance, L.L.C  
as Lessor

By: \_\_\_\_\_

Its: \_\_\_\_\_

Cemex, Inc.  
as Lessee

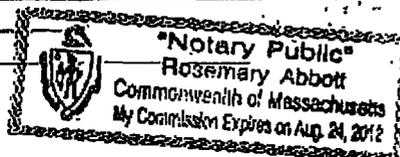
By: Alejandro Benavides  
Treasurer

Its: \_\_\_\_\_

STATE OF MASSACHUSETTS )  
 ) ss.  
COUNTY OF NORFOLK )

On this 30 day of March, 2009, before me, ROSEMARY ABBOTT, the undersigned Notary Public, personally appeared DAVID S. COLTU personally known to me to be the person who executed the within instrument as SR. VICE PRESIDENT on behalf of Winmark Special Finance, LLC, and acknowledged to me that the corporation executed it.

Rosemary Abbott  
Notary Public for \_\_\_\_\_  
My Commission expires \_\_\_\_\_



STATE OF TEXAS )  
 ) ss.  
COUNTY OF HARRIS )

On this \_\_\_ day of March, 2009, 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 Cemex, Inc., and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public for \_\_\_\_\_  
My Commission expires \_\_\_\_\_

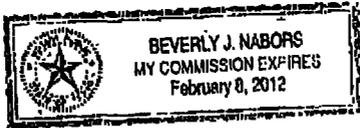
STATE OF RHODE ISLAND )  
 ) SS  
COUNTY OF PROVIDENCE )

On this \_\_\_ day of March, 2009, 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 Winmark Special Finance, L.L.C., and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public for \_\_\_\_\_  
My Commission expires \_\_\_\_\_

STATE OF TEXAS )  
 ) SS  
COUNTY OF HARRIS )

On this 3 day of March, 2009, before me, Beverly J. Nabors, the undersigned Notary Public, personally appeared ALEJANDRO BENAYIDES personally known to me to be the person who executed the within instrument as TREASURER on behalf of Cemex, Inc., and acknowledged to me that the corporation executed it.



Beverly J. Nabors  
Notary Public for TEXAS  
My Commission expires 2/8/2012