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LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(410) 466-6542
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LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

November 5, 2010

Ms. Cynthia I. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

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

The document is an Amendment, a secondary document, dated as of November 4, 2010. The primary document to which this is connected is recorded under Recordation No. 26853. We request that this document be recorded under Recordation No. 26853-D.

The names and addresses of the parties to the Amendment are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessees:

CEMEX, Inc.
CEMEX Construction Materials Pacific, LLC
CEMEX Construction Materials Atlantic, LLC
CEMEX Construction Materials Florida, LLC
CEMEX Construction Materials South, LLC
1200 Smith Street
Houston, TX 77002

A description of the equipment covered by the Amendment consists of 206 covered hopper cars numbered SDWX 9700-9707, inclusive, 9709-9717, inclusive, 9719-9738, inclusive, 9740-9763, inclusive, 9765-9770, inclusive, 9772-9781, inclusive, 9783-9805, inclusive, 9807-9811, inclusive, 9813-9823, inclusive, 9825-9828, inclusive, 9830-9877, inclusive, 9879-9882, inclusive, 9884-9896, inclusive, 9898-9901, inclusive, 9903-9911, inclusive, and 9913-9919, inclusive.

Ms. Cynthia T. Brown
November 5, 2010
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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: a Amendment between Banc of America Leasing & Capital, L.L.C, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and CEMEX, Inc., CEMEX Construction Materials Pacific, LLC, CEMEX Construction Materials Atlantic, LLC, CEMEX Construction Materials Florida, LLC, and CEMEX Construction Materials South, L.L.C, 1200 Smith Street, Houston, TX 77002, covering 206 covered hopper cars numbered SDWX 9700-9707, inclusive, 9709-9717, inclusive, 9719-9738, inclusive, 9740-9763, inclusive, 9765-9770, inclusive, 9772-9781, inclusive, 9783-9805, inclusive, 9807-9811, inclusive, 9813-9823, inclusive, 9825-9828, inclusive, 9830-9877, inclusive, 9879-9882, inclusive, 9884-9896, inclusive, 9898-9901, inclusive, 9903-9911, inclusive, and 9913-9919, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

AMENDMENT

Banc of America Leasing & Capital, LLC ("BALC"), as lessor, and CEMEX, Inc. ("CEMEX"), as lessee, entered four Memorandum of Lease Agreements as specified below for 206 rail cars specified below (the "Equipment").

A Memorandum of Lease Agreement dated as of March 8, 2007 (the "March 8 Memorandum") was recorded with the Surface Transportation Board (the "Board") on March 12, 2007 under Recordation No. 26853 for 27 covered hopper cars numbered SDWX 9700, 9702-9704, inclusive, 9706, 9707, 9709-9711, inclusive, 9713-9717, inclusive, 9719-9722, inclusive, 9724-9727, inclusive, 9729, 9730, 9732, 9733, and 9735.

A Memorandum of Lease Agreement dated as of March 30, 2007 (the "March 30 Memorandum") was recorded with the Board on April 2, 2007 under Recordation No. 26853-A for 56 covered hopper cars numbered SDWX 9701, 9705, 9712, 9723, 9728, 9731, 9734, 9736-9738, inclusive, 9740-9750, inclusive, 9752-9754, inclusive, 9756-9763, inclusive, 9765-9770, inclusive, 9772, 9773, 9775-9777, inclusive, 9779-9781, inclusive, 9783-9791, inclusive, and 9760.

A Memorandum of Lease Agreement dated as of April 18, 2007 (the "April 18 Memorandum") was recorded with the Board on April 20, 2007 under Recordation No. 26853-B for 105 covered hopper cars numbered SDWX 9751, 9755, 9774, 9778, 9792-9805, inclusive, 9807-9811, inclusive, 9813-9823, inclusive, 9825-9828, inclusive, 9830-9877, inclusive, 9879-9882, inclusive, 9884-9896, inclusive, 9898, and 9899.

A Memorandum of Lease Agreement dated as of June 14, 2007 (the "June 14 Memorandum") was recorded with the Board on June 26, 2007 under Recordation No. 26853-C for 18 covered hopper cars numbered SDWX 9900, 9901, 9903-9911, inclusive, and 9913-9919, inclusive.

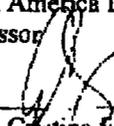
As a result of a corporate restructuring, additional Co-Lessees of the Equipment will be CEMEX Construction Materials Pacific, LLC, CEMEX Construction Materials Atlantic, LLC, CEMEX Construction Materials Florida, LLC, and CEMEX Construction Materials South, LLC, (collectively, the "New Lessees"). By this Amendment, and for good and valuable consideration, BALC, CEMEX, and the New Lessees have agreed to amend the March 8 Memorandum, the March 30 Memorandum, the April 18 Memorandum, and the June 14 Memorandum (collectively the "Four Memorandum") to include the New Lessees, as lessees under the Four Memorandum.

The lease of the duplicate cars SDWX 9760 and the car SDWX 9769 under the March 30 Memorandum has previously been terminated. For the public record, this Amendment will also amend the March 30 Memorandum to terminate the lease of (1) the two cars referred to as SDWX 9760 in the March 30 Memorandum and (2) the car numbered SDWX 9769

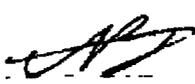
This Amendment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Amendment.

November IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment as of
October 7, 2010

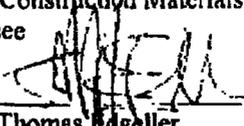
Banc of America Leasing & Capital, LLC,
as Lessor

By: 
Name: Cristina Foley
Title: Vice President

CEMEX, Inc.,
as Lessee

By: 
Name: Alejandro Benavides
Title: Treasurer

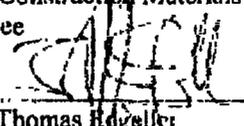
CEMEX Construction Materials Pacific, LLC,
as Lessee

By: 
Name: Thomas Edgeller
Title: Treasurer/Secretary

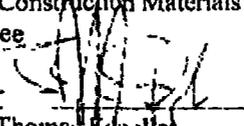
CEMEX Construction Materials Atlantic, LLC,
as Lessee

By: 
Name: Thomas Edgeller
Title: Treasurer/Secretary

CEMEX Construction Materials Florida, LLC,
as Lessee

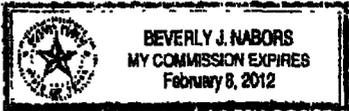
By: 
Name: Thomas Edgeller
Title: Treasurer/Secretary

CEMEX Construction Materials South, LLC,
as Lessee

By: 
Name: Thomas Edgeller
Title: Treasurer/Secretary

STATE OF TEXAS)
) ss
COUNTY OF HARRIS)

On this 26 day of October, 2010, before me Beverly J. Nabors the undersigned Notary Public, personally appeared Alejandro Benavides 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.

[Seal] 

Beverly J. Nabors
Notary Public

My commission expires:
FEBRUARY 8 2012

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 26 day of October, 2010, before me, Beverly J. Nance, the undersigned Notary Public, personally appeared Thomas Edgeller personally known to me to be the person who executed the within instrument as Treasurer/Secretary on behalf of CEMEX Construction Materials Atlantic, LLC, CEMEX Construction Materials Pacific, LLC, CEMEX Construction Materials Florida, LLC, and CEMEX Construction Materials South, LLC, and acknowledged to me that the corporation executed it.

[Seal]

Beverly J. Nance
Notary Public

My commission expires:

February 5 .. 2012

STATE OF GEORGIA)
) ss.
COUNTY OF Henry)

On this 24th day of ^{November} ~~October~~, 2010, before me, Angela McFalls, the undersigned Notary Public, personally appeared Cristina Foley personally known to me to be the person who executed the within instrument as Vice President on behalf of Banc of America Leasing & Capital, LLC, and acknowledged to me that the corporation executed it.

[Seal]

Angela McFalls
Notary Public

My commission expires:

01/24 2014

