

~~RECORDED~~ 24518-A

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LAW OFFICES OF
LOUIS E. GITOMER

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

November 5, 2010

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6552
FAX (410) 532-0885

Ms. Cynthia T. 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. 24518. We request that this document be recorded under Recordation No. 24518-A.

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 one SD60 locomotive numbered MWLX 2125.

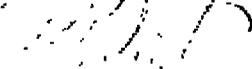
A fee of \$41.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown
November 5, 2010
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A short summary of the document to appear in the index follows: a Amendment between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and CEMEX, Inc., CEMEX Construction Materials Pacific, L.L.C., CEMEX Construction Materials Atlantic, L.L.C., CEMEX Construction Materials Florida, LLC, and CEMEX Construction Materials South, LLC, 1200 Smith Street, Houston, TX 77002, covering one SD60 locomotive numbered MWLX 2125.

Very Truly Yours,


Louis E. Gilmore

Enclosure

RECORDED 24518-A

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SURFACE TRANSPORTATION BOARD

AMENDMENT

Banc of America Leasing & Capital, LLC, as successor by merger to Fleet Capital ("BALC"), as lessor, and Cemex California Cement LLC ("Cemex CA"), as lessee, entered a Memorandum of Master Equipment Lease Agreement dated as of June 27, 2003 (the "Memorandum") for one SD60 locomotive numbered MWLX 2125 (the "Locomotive").

The Memorandum was recorded with the Surface Transportation Board on July 11, 2003 under Recordation No. 24518.

As a result of a corporate restructuring, Cemex CA has been merged into CEMEX Construction Materials Pacific, LLC and additional Co-Lessees of the Locomotive will be CEMEX, Inc., 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 and the New Lessees have agreed to amend the Memorandum to include the New Lessees, as lessees, under the Memorandum and to terminate Cemex CA, as a lessee under the Memorandum.

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

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment as of October 1, 2010

Banc of America Leasing & Capital, LLC,
as Lessor

By: [Signature]
Name: Cristina Foley
Title: Vice President

CEMEX, Inc ,
as Lessee

By: [Signature]
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. Nages 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. Nages
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. Nabors, 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. Nabors _____
Notary Public

My commission expires:

February 8 2012

STATE OF GEORGIA)
) ss.
COUNTY OF Henry)

On this 4th day of ~~October~~^{November}, 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:

6:01 PM 11-14

