

**HELM CHESAPEAKE
LIMITED PARTNERSHIP**

505 Sansome Street, Suite 1800 San Francisco CA 94111
(415) 398-4510 (415) 398-4816 (fax) www.hlmx.com

STB E-File

February 13, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423-0001

RE: MEMORANDUM OF LEASE dated as of November 29, 2012 between **HELM CHESAPEAKE LIMITED PARTNERSHIP**, a Delaware limited partnership ("**Lessor**"), and **CEMEX, INC.**, a Louisiana corporation ("**Lessee**") for 100, 40', A203 Class XP specialty boxcars, within series CEMX 1-108 n.i.

Dear Section Chief:

On behalf of Lessor, I submit for filing and recordation under Section 11301 of Title 49 of the U.S. Code and the regulations promulgated there under the following document:

Fully executed copy of the above referenced Memorandum of Lease.

In connection with the recording of this Memorandum of Lease, please note the following information:

Name and Address for Lessor: Helm Chesapeake Limited Partnership
505 Sansome Street, Suite 1800
San Francisco, CA 94111
Attn: President and CEO

Name and Address for Lessee: Cemex, Inc.
929 Gessner Road, Suite 1900
Houston, TX 77024
Attn: General Counsel

Equipment: 100, 40', A203 Class XP specialty boxcars, within series CEMX 1-108 n.i.

Please record this Memorandum of Lease as a primary recordation. Please apply the STB's filing fee to Lessor's account.

Summary: **MEMORANDUM OF LEASE** dated November 29, 2012 between **HELM CHESAPEAKE LIMITED PARTNERSHIP**, and **CEMEX, INC.** for 100, 40', A203 Class XP specialty boxcars: CEMX 1-108 n.i.

Yours truly,



Cecilia Mostaghim
Contract Administrator

Enclosure

RECORDATION NO. 30646
FILED February 19, 2013 09:45 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE ("Memorandum") is dated as of November 29, 2012 and is intended to evidence that certain Master Lease Agreement dated as of November 29, 2012 ("Master Lease") by and between HELM CHESAPEAKE LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), and CEMEX, INC., a Louisiana corporation ("Lessee") and Schedule No. 1 thereto dated as of November 29, 2012 ("Schedule") by and between Lessor and Lessee, whereby Lessor has leased to Lessee the rail equipment more fully described in Annex A hereto ("Units") upon the terms and conditions provided in the Master Lease and the Schedule.

The Master Lease and the Schedule cannot be assigned, and the Units cannot be subleased or in any way encumbered without the prior written consent of Lessor. Lessee hereby grants to Lessor a security interest in any and all subleases of the Units, and in the event of an Event of Default, as such term is defined in the Master Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

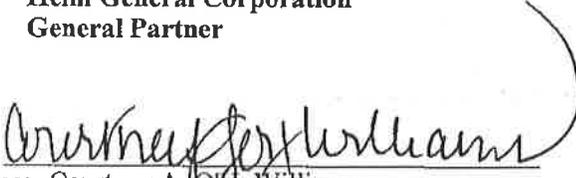
LESSOR

LESSEE

HELM CHESAPEAKE LIMITED PARTNERSHIP

CEMEX, INC.

By: Helm General Corporation
Its: General Partner

By: 
Name: Courtney A. Williams
Title: President and CEO

By: 
Name: KIRK LIGHT
Title: EUP LOGISTICS

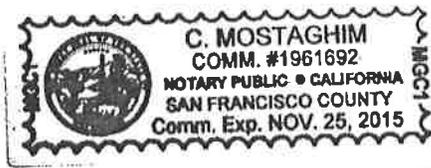
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On January 31, 2013 before me, C. Mostaghim, personally appeared Courtney A. O'H. Williams, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature *C. Mostaghim* (Seal)



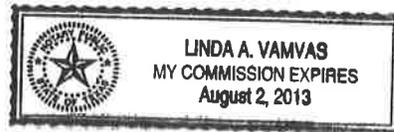
State of Texas
County of Harris

This instrument was acknowledged before me this 13th day of February, 2013, by Kirk R. Light, EVP, Logistics, of CEMEX, INC., a Louisiana corporation, on behalf of said corporation.

Linda A. Vamvas

Notary Public's Signature

(Personalized Seal)



ANNEX A

To the Memorandum of Lease dated as of November 29, 2012.

Unit Description: One hundred (100) 40', A203 Class XP specialty boxcars for hauling bag cement, 3,887 cubic foot capacity, 286K Gross Rail Load, built by Trinity 2000-2001 with the following reporting mark and numbers:

Reporting Mark and Numbers:

| | | | | | | | |
|----|---------|----|---------|----|---------|-----|----------|
| 1 | CEMX 1 | 26 | CEMX 27 | 51 | CEMX 55 | 76 | CEMX 81 |
| 2 | CEMX 2 | 27 | CEMX 28 | 52 | CEMX 56 | 77 | CEMX 82 |
| 3 | CEMX 3 | 28 | CEMX 29 | 53 | CEMX 57 | 78 | CEMX 83 |
| 4 | CEMX 4 | 29 | CEMX 31 | 54 | CEMX 58 | 79 | CEMX 84 |
| 5 | CEMX 5 | 30 | CEMX 32 | 55 | CEMX 59 | 80 | CEMX 85 |
| 6 | CEMX 6 | 31 | CEMX 33 | 56 | CEMX 60 | 81 | CEMX 86 |
| 7 | CEMX 7 | 32 | CEMX 34 | 57 | CEMX 61 | 82 | CEMX 87 |
| 8 | CEMX 8 | 33 | CEMX 35 | 58 | CEMX 62 | 83 | CEMX 88 |
| 9 | CEMX 9 | 34 | CEMX 36 | 59 | CEMX 63 | 84 | CEMX 89 |
| 10 | CEMX 10 | 35 | CEMX 37 | 60 | CEMX 64 | 85 | CEMX 91 |
| 11 | CEMX 11 | 36 | CEMX 38 | 61 | CEMX 65 | 86 | CEMX 92 |
| 12 | CEMX 12 | 37 | CEMX 39 | 62 | CEMX 66 | 87 | CEMX 93 |
| 13 | CEMX 13 | 38 | CEMX 40 | 63 | CEMX 67 | 88 | CEMX 94 |
| 14 | CEMX 14 | 39 | CEMX 41 | 64 | CEMX 68 | 89 | CEMX 95 |
| 15 | CEMX 15 | 40 | CEMX 42 | 65 | CEMX 69 | 90 | CEMX 96 |
| 16 | CEMX 16 | 41 | CEMX 44 | 66 | CEMX 70 | 91 | CEMX 97 |
| 17 | CEMX 17 | 42 | CEMX 45 | 67 | CEMX 71 | 92 | CEMX 98 |
| 18 | CEMX 18 | 43 | CEMX 46 | 68 | CEMX 72 | 93 | CEMX 100 |
| 19 | CEMX 19 | 44 | CEMX 47 | 69 | CEMX 73 | 94 | CEMX 101 |
| 20 | CEMX 20 | 45 | CEMX 48 | 70 | CEMX 74 | 95 | CEMX 102 |
| 21 | CEMX 21 | 46 | CEMX 49 | 71 | CEMX 76 | 96 | CEMX 103 |
| 22 | CEMX 23 | 47 | CEMX 50 | 72 | CEMX 77 | 97 | CEMX 105 |
| 23 | CEMX 24 | 48 | CEMX 51 | 73 | CEMX 78 | 98 | CEMX 106 |
| 24 | CEMX 25 | 49 | CEMX 52 | 74 | CEMX 79 | 99 | CEMX 107 |
| 25 | CEMX 26 | 50 | CEMX 53 | 75 | CEMX 80 | 100 | CEMX 108 |