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May 31, 2005

VIA COURIER

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

RECORDATION NO. _____ FILED

JUN 01 '05

4-26 PM

SURFACE TRANSPORTATION BOARD



Re: Recordation of Documents
Watercraft

Owner and Lessor: Key Equipment Finance Inc. (f/k/a Key Corporate Capital Inc.)
Charterer and Lessee: Ready Mix USA Marine, L.L.C. and Reynolds Ready Mix, L.L.C.
New Charterer: CEMEX Southeast LLC
Watercraft: Tank barge LESLIE, Hailing Port Pensacola Florida

Dear Secretary Williams:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

- (a) Memorandum of Amendment, Assignment and Assumption of Bareboat Charter Party, dated as of May 31, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The primary document to which this is connected is recorded under watercraft Recordation No. W-67, and is a Memorandum of Bareboat Charter Party between Key Corporate Capital Inc., through its division Key Equipment Finance, Inc. as Owner and lessor and Ready Mix USA Marine, L.L.C. and Reynolds Ready Mix, L.L.C. as Charterer and lessee.
- (b) The enclosed Memorandum of Amendment, Assignment and Assumption of Bareboat Charter Party confirms (i) substitution of a Second Amended and Restated Bareboat Charter Party ("Amended Charter") as the operative agreement between Owner and Charterer; (ii) an assignment of the rights and obligations of the Charterer under the Amended Charter by Ready Mix USA Marine, L.L.C. and Reynolds Ready Mix, L.L.C. to CEMEX Southeast LLC; and (iii)



assumption of the rights and obligations of Charterer under the Amended Charter by CEMEX Southeast LLC.

(c) The names and addresses of the parties to the Memorandum of Amendment, Assignment and Assumption of Bareboat Charter Party are:

Owner and Lessor: Key Equipment Finance Inc. (f/k/a Key Corporate Capital Inc.)
66 South Pearl Street, 8th Floor
Albany, New York 12207

Charterer and Lessee: Ready Mix USA Marine, L.L.C.
1300 McFarland Boulevard N.E., Suite 300
Tuscaloosa, Alabama 35406
Reynolds Ready Mix, L.L.C.
1300 McFarland Boulevard N.E., Suite 300
Tuscaloosa, Alabama 35406

New Charterer: CEMEX Southeast LLC
840 Gessner, Suite 1400
Houston, TX 77024

(d) A description of the equipment covered by the Memorandum of Amendment, Assignment and Assumption of Bareboat Charter Party consists of:

Tank barge vessel LESLIE, Hailing Port Pensacola, Florida
(formerly documented under Official No. 520928, and withdrawn
from U.S. Coast Guard documentation on May 3, 2005).

(e) A short summary of the document to appear in the index follows:

Secondary Document: Memorandum of Amendment, Assignment and Assumption of Bareboat Charter Party among Key Equipment Finance Inc. as Owner and lessor, Ready Mix USA Marine, L.L.C. and Reynolds Ready Mix, L.L.C., as Charterer and lessee, and CEMEX Southeast LLC, New Charterer and lessee, covering:

Tank barge vessel LESLIE, Hailing Port Pensacola, Florida
(formerly documented under Official No. 52098, and withdrawn
from U.S. Coast Guard documentation on May 3, 2005), together
with all attachments, accessories, accessions and substitutions
thereto.

The document does not contain a hereafter acquired clause.

Vernon A. Williams
May 31, 2005
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A fee of \$33.00 is enclosed. Please return one of the original counterparts using the enclosed Fed Ex return mailer.

Thank you for your assistance.

Very truly yours,

Davis Wright Tremaine LLP

A handwritten signature in black ink, appearing to read 'Richard J. Schroeder', with a long horizontal flourish extending to the right.

Richard J. Schroeder

Enclosures

RECORDATION NO. W-67A FILED

JUN 01 '05

4-25 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF
AMENDMENT, ASSIGNMENT AND ASSUMPTION OF BAREBOAT CHARTER PARTY
AMONG
KEY EQUIPMENT FINANCE INC.
(formerly known as Key Corporate Capital Inc.)
("OWNER")
AND
READY MIX USA MARINE, L.L.C.
and
REYNOLDS READY MIX, L.L.C.
("CHARTERER")
AND
CEMEX SOUTHEAST LLC
("NEW CHARTERER")
MAY 31, 2005

Filed with the Surface Transportation Board pursuant to
49 U.S.C. §11301 on _____, 2005, at _____ a.m./p.m.
Recordation Number _____

**MEMORANDUM OF AMENDMENT, ASSIGNMENT AND ASSUMPTION OF BAREBOAT
CHARTER PARTY**

This Memorandum of Amendment, Assignment and Assumption of Bareboat Charter Party is made and entered into as of May 31, 2005, by and among Key Equipment Finance Inc. (formerly known as Key Corporate Capital Inc.), a Michigan corporation ("Owner"), Ready Mix USA Marine, L.L.C., an Alabama limited liability company, and Reynolds Ready Mix, L.L.C., an Alabama limited liability company, jointly and severally (individually and collectively, "Charterer"), and CEMEX Southeast LLC, a Delaware limited liability company ("New Charterer").

WITNESSETH:

1. Owner agreed to, and did, furnish to Charterer, and Charterer leased from Owner one tank barge named LESLIE, Official No. 520928 as more particularly identified on Schedule 1 attached hereto ("Vessel"), pursuant to that certain Bareboat Charter Party between Owner and Charterer dated August 31, 2002.
2. A Memorandum of Bareboat Charter Party was filed with the Surface Transportation Board on September 17, 2002 under Recordation No. W-67.
3. The Bareboat Charter Party was amended by Amended and Restated Bareboat Charter Party dated October 27, 2004, and was further amended by Second Amended and Restated Bareboat Charter Party dated May 31, 2005 (as amended, the "Amended Charter").
4. The Vessel was deleted from documentation on May 3, 2005 and is no longer identified by Official No. 520928.
5. Pursuant to an Assignment and Assumption Agreement dated May 31, 2005 between Charterer and New Charterer, Charterer assigned to New Charterer, and New Charterer assumed and agreed to perform, the obligations of Charterer under the Amended Charter.
6. The New Charterer shall be "Charterer" under the Amended Charter effective as of the date first set forth hereinabove and shall be subject to the Term, as defined in the Amended Charter.
7. This Memorandum may be executed in counterparts.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

CHARTERER: REYNOLDS READY MIX, L.L.C.

By: Ready Mix USA, Inc., its Manager

By [Signature]
Name Scott M. Phelps
Title: J.P.

STATE OF ALABAMA)
) ss.
COUNTY OF TUSCALOOSA)

On this 27th day of May, 2005, before me personally appeared Scott M. Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of READY MIX USA, INC., the Manager of REYNOLDS READY MIX, L.L.C., that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was the voluntary act and deed of said company.

[Signature: Leri Woodard]
NOTARY PUBLIC

My commission expires: 9/12/05

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

NEW CHARTERER:

CEMEX SOUTHEAST LLC

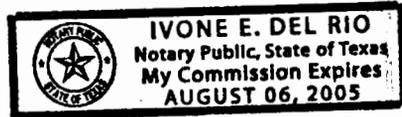
By: CEMEX, Inc.

By Leslie S. White
Name Leslie S. White
Title: Exec. Vice President

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

On this 21st day of May, 2005, before me personally appeared Leslie S. White, to me personally known, who being by me duly sworn, says that he is the EVP of CEMEX SOUTHEAST LLC., that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was the voluntary act and deed of said company.

Ivone E. Del Rio
NOTARY PUBLIC



SCHEDULE 1

Vessel subject to Bareboat Charter Party dated August 31, 2002, as amended by Amended and Restated Bareboat Charter Party dated October 27, 2004, as amended by Second Amended and Restated Bareboat Charter Party between Key Equipment Finance Inc., as Owner, and Ready Mix USA Marine, L.L.C. and Reynolds Ready Mix, L.L.C., as Charterer, with the Charterer's interest assigned to and assumed by CEMEX Southeast LLC pursuant to an Assignment and Assumption Agreement dated May 31, 2005, as follows:

The tank barge vessel LESLIE (formerly documented under Official Number 520928, and withdrawn from U.S. Coast Guard documentation on May 3, 2005), and all equipment located onboard or used in connection with the above described Vessel, the whole of the vessel, together with her boilers, engines, generators, air compressors, cranes, machinery, masts, spars, riggings, boats, anchors, cable, chains, tackle, tools, pumps and pumping equipment, apparel, furniture, furnishings, fittings, spare parts, stores, and all other appurtenances thereunto appertaining or belonging, whether now owned or hereafter acquired, whether on board or not, and all additions, renewals and replacements hereafter made in or to the Vessel, and proceeds thereof.