UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA, Plaintiff, v. CEMEX, S.A.B. de C.V. and RINKER GROUP LIMITED, Defendants.	CASE NO.: 1:07-cv-00640 JUDGE: Hon. Royce C. Lamberth DECK TYPE: Antitrust DATE STAMPED:

JOINT MOTION OF UNITED STATES,
CEMEX, S.A.B. de C.V. AND RINKER GROUP LIMITED
TO MODIFY FINAL JUDGMENT

Plaintiff, the United States of America ("United States"), and Defendants Cemex, S.A.B. de C.V. ("Cemex") and Rinker Group Limited ("Rinker") respectfully move the Court, pursuant to Federal Rule of Civil Procedure 60(b)(5) and Section XII of the Final Judgment entered in this matter on August 31, 2007 ("Final Judgment"),[1] to modify the Final Judgment by entering the attached proposed Modified Final Judgment.

Under the Final Judgment, Cemex must divest all of the Divestiture Assets, as defined in Paragraphs II(E)(1)-(5). Paragraph II(E)(1)(g)(iv) of the Final Judgment includes the Valencia ready mix concrete plant, located at 1011 West Valencia Road, Tucson, Arizona, as one of the Divestiture Assets. Pursuant to the Final Judgment, the divestiture of the Valencia plant must include the real property on which the Valencia plant is located. Because the Valencia site is part of a larger parcel of land, transfer of the site in fee simple would require either transfer of the

[1] Section XII of the Final Judgment provides that "any party to this Final Judgment . . . [can] apply to this Court at any time . . . to modify any of its provisions."

entire parcel to the Acquirer of the ready mix plant; subdivision of the larger parcel to allow the sale of only the land on which the ready mix plant is situated; invocation of a provision of the Final Judgment to substitute a Cemex plant located or used in the same geographic area; or modification of the Final Judgment to allow a long-term lease to the ready mix plant property rather than a sale of that property.

The United States, Cemex, and Rinker jointly seek a modification of the Final Judgment to specify the divestiture of a 40-year lease of the real property on which the Valencia plant is sited to facilitate the divestiture of the Valencia plant. Plaintiff and Defendants propose to add to the Final Judgment a new paragraph, Paragraph II(E)(6), stating:

> with regard to the Valencia ready mix concrete plant identified in paragraph II(E)(1)(g)(iv), a 40-year lease of the real property on which the Valencia ready mix concrete plant is located.

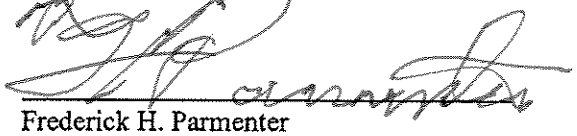
The proposed modification is equitable in nature and serves the public interest by effectuating the remedies intended in the Final Judgment. Accordingly, the United States, Cemex, and Rinker respectfully request that the Court grant the Joint Motion and enter the

proposed Modified Final Judgment submitted herewith.

Dated: November 23 2007

Respectfully submitted,

FOR PLAINTIFF
UNITED STATES OF AMERICA



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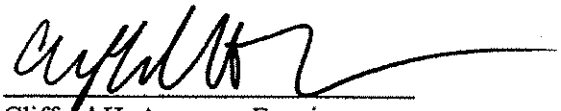

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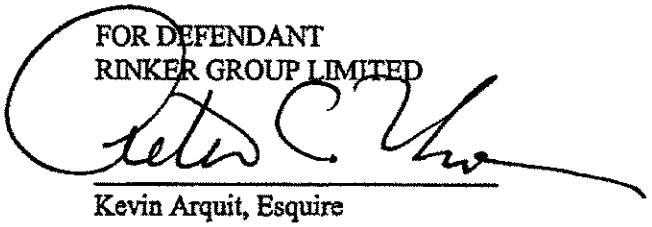

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CERTIFICATE OF SERVICE

I, Frederick H. Parmenter, hereby certify that on November 27, 2007, I caused copies of the foregoing Joint Motion of United States, Cemex, S.A.B. de C.V., and Rinker Group Limited and the proposed Modified Final Judgment to be served on defendants CEMEX, S.A.B. de C.V. and RINKER GROUP LIMITED by mailing the document electronically to the duly authorized legal representatives of each defendant.

Frederick H. Parmenter

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