



Office of the Secretary

UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

August 8, 2005

Clifford H. Aronson, Esquire  
Skadden, Arps, Slate, Meagher & Flom  
Four Times Square  
New York, New York 10036

Re: *Cemex, S.A. de C.V., Docket No. C-4131*

Dear Mr. Aronson:

This letter responds to the June 7, 2005, Application that you filed on behalf of Cemex, S.A. de C.V. ("Cemex") seeking prior approval by the Federal Trade Commission ("Commission") of the divestiture of the Tucson, Arizona "Ready-Mix Concrete Divestiture Assets," as that term is defined in the March 25, 2005, order in Docket No. C-4131 ("Order"), to California Portland Cement Company. The Order requires prior Commission approval of the divestiture by Cemex.

After consideration of the proposed divestiture as set forth in the Application and supplemental documents, as well as other available information, the Commission has determined to approve the proposed divestiture of the Ready-Mix Concrete Divestiture Assets to CPC. In according its approval, the Commission has relied upon the information submitted and representations made in connection with Cemex's Application, and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark  
Secretary

cc: Renee D. Benjamin, Esquire  
Senior Counsel  
California Portland Cement Company  
2025 E. Financial Way  
Glendora, California 91741