



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