

Edgar Filing: CEMEX SA DE CV - Form 6-K

CEMEX SA DE CV  
Form 6-K  
July 25, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 or 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

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Date of Report: July 22, 2005

CEMEX, S.A. de C.V.

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(Exact name of Registrant as specified in its charter)

CEMEX Corp.

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(Translation of Registrant's name into English)

United Mexican States

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(Jurisdiction of incorporation or organization)

Av. Ricardo Margain Zozaya #325, Colonia Valle del Campestre  
Garza Garcia, Nuevo Leon, Mexico 66265

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports  
under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F   
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Indicate by check mark whether the registrant by furnishing the information  
contained in this Form is also thereby furnishing the information to the  
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of  
1934.

Yes  No   
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If "Yes" is marked, indicate below the file number assigned to the registrant  
in connection with Rule 12g3-2(b):

N/A

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Contents

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1. Press release, dated July 21, 2005, announcing CEMEX's results for the first quarter of 2005 (attached hereto as exhibit 1).
2. CEMEX's 2005 first quarter earnings report (attached hereto as exhibit 2).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, CEMEX, S.A. de C.V. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CEMEX, S.A. de C.V.  
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(Registrant)

Date: July 21, 2005  
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By: /s/ Rafael Garza  
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Name: Rafael Garza  
Title: Chief Comptroller

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
1.	Press release, dated July 21, 2005, announcing CEMEX's results for the first quarter of 2005.
2.	CEMEX's 2005 first quarter earnings report.

Exhibit 1

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Investor Relations  
Abraham Rodriguez  
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Analyst Relations  
Ricardo Sales  
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[CEMEX GRAPHIC OMITTED]

CEMEX'S SECOND QUARTER 2005 SALES  
INCREASE 125%; EBITDA GROWS 56%

MONTERREY, MEXICO, July 21, 2005 - CEMEX, S.A. de C.V. (NYSE: CX) announced today that consolidated net revenues in the second quarter of 2005 grew 125% to \$4.4 billion compared to the same quarter of 2004. This increase is primarily a result of the effect of the incorporation of RMC into CEMEX's consolidated results, reflected for the first time in CEMEX's quarterly earnings results.

CEMEX Second Quarter Financial and Operational Highlights

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- o Sales improved in the majority of CEMEX's markets due to higher cement and ready-mix volumes in the Company's core markets and a stronger Mexican peso.
- o CEMEX's consolidated cement volume increased 30% to 22 million metric tons while consolidated ready-mix volume grew 243% to 21 million cubic meters. The Company's consolidated aggregates volume increased to 50 million metric tons, 329% higher over the second quarter of 2004.
- o Operating income for the period rose 60% over the same period of 2004 to US\$751 million.
- o Free cash flow grew 56% versus the same quarter a year ago, reaching US\$693 million.
- o EBITDA (operating income plus depreciation and amortization) was US\$989 million, up 56% over the second quarter of 2004. This increase is due to effect of EBITDA contribution from RMC and higher domestic cement and ready-mix volumes, which offset higher energy and transportation costs.
- o EBITDA margin decreased to 22.6% from 32.6% in second quarter 2004. Margins were positively affected by strong demand in CEMEX's core markets, but were offset significantly by the consolidation of RMC and higher energy costs.

Hector Medina, Executive Vice President of Planning and Finance, said: "We are very pleased with our results for the quarter, which reflect strong contributions from RMC and good underlying growth in our core markets. We continue to experience strong demand in all our markets, particularly residential, which continues to be the strongest driver of cement and ready-mix consumption in our markets."

### Consolidated Corporate Results, Including the Effect of RMC from March 1, 2005

Cost of goods sold and selling, general, and administrative expenses (SG&A) increased 140% and 158%, respectively, versus the second quarter of last year due mainly to the effect of RMC. CEMEX is in the preliminary stages of incorporating its standardized financial and operational practices into the newly acquired operations, designed to reduce costs and expenses and improve efficiencies. In most of the Company's markets, energy and transportation costs have risen due to the widespread increase of these costs.

Majority net income for the second quarter of 2005 rose 197%, to US\$733 million. This increase is due to strong consolidated operating performance and gains resulting from CEMEX's derivative positions.

Net debt at the end of the second quarter 2005 was US\$9.62 billion, a reduction of US\$811 million during the quarter. The net-debt-to-EBITDA ratio improved to 2.9 times from 3.2 times at the end of first quarter 2005. Interest coverage decreased from 6.8 times at the end of first quarter 2005 to 6.5 times at the end of the second quarter, but increased from 6.2 times a year ago.

During the quarter, all of the Company's free cash flow was used to pay down debt and pay cash dividends. CEMEX's net debt - in US dollar terms - was further reduced by favorable exchange rate movements during the quarter, despite other investments and expenses related to the acquisition of RMC, partially funded with divestitures such as our minority stake in Cementos Bio Bio.

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The following summarizes results in CEMEX's major markets:

CEMEX's Mexican operations reported net sales of US\$793 million, 15% higher than in the second quarter 2004, and EBITDA of US\$329 million, an increase of 4% over the prior year period. Cement volumes grew 5% during the quarter, while ready mix volumes increased 17%. On a quarter-over-quarter basis, adjusting for the difference in business days during second quarter 2004, cement volumes remained flat. Cement demand was sustained mainly by government infrastructure spending and, to a lesser extent, by low- and middle-income housing, both of which partially offset a weak self-construction sector. Cement demand from this sector is expected to remain flat or to slightly decline for the year, primarily due to continued volatility in the price of building materials; although the trend is downwards.

In The United States, net sales for the quarter were US\$1.2 billion, 131% higher, while EBITDA reached US\$284 million, an increase of 161%. US operations reported a 9% increase of cement volume. On a quarter-over-quarter basis for the ongoing operations, cement volumes increased 12% for the quarter over 2004. Ready-mix volumes rose 227% during the quarter. On a quarter-over-quarter basis for the ongoing operations, ready-mix volumes increased 6%. Cement demand remains strong as all segments have increased their cement consumption during the year; construction activity continues to rely heavily on robust growth from the residential sector, supported by a favorable interest-rate environment while the infrastructure - particularly streets and highways - and industrial sectors remain strong and growing.

CEMEX's operations in Spain reported net sales of US\$431 million in the second quarter of 2005, up 34%. EBITDA reached US\$122 million, representing an increase of 22%. Domestic cement volume increased 13% while ready-mix volume grew 83% in the quarter. The residential sector continues to be one of the main drivers of demand, with housing starts up 7% for the first 4 months of the year. Public-works spending is also growing, but at a slower rate during this quarter as the government updates its infrastructure plan for the coming years. The sector's primary growth catalyst continues to be Spain's infrastructure modernization.

Net sales and EBITDA of the Company's operations in the United Kingdom was US\$504 and US\$58 million, respectively. Cement volumes were up 5% during the second quarter versus the comparable period in 2004. Ready-mix volumes increased 3% during the quarter. Cement demand during the quarter was mainly driven by infrastructure projects and residential construction. Second quarter volumes also benefited from delayed construction during the first quarter of the year due to adverse weather. Commercial building has benefited from low inflation and lower unemployment rate.

### Rest of Europe

During the second quarter of 2005, net sales of the Rest of Europe were US\$886 million and EBITDA was US\$138 million.

In France, ready-mix volumes increased 11% in second quarter 2005 and aggregates volumes were up 6% in the second quarter. These increases are due mainly to a strong housing sector supported by low interest rates, tax incentives to promote housing construction and the launch of a new social housing program.

The German economy remains weak with high unemployment, slow disposable income growth and political uncertainty, which in turn has dampened construction activity. Cement sales volumes for the quarter declined 12% versus the same period of 2004

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### South/Central America and Caribbean

Net sales of South/Central America and Caribbean grew 18% during the second quarter of 2005 versus same period a year ago to US\$339 million, while EBITDA decreased 30% to US\$88 million. Domestic cement volumes in the region increased 19% in the quarter, while ready-mix volumes were 20% higher.

The Venezuelan economy continues to recover, with higher oil revenues driving public spending and increased activity from the private sector. Unemployment continues to decline, while bank financing for the first five months of the year increased 84% versus last year's level. While all sectors of the economy show increased spending, the self-construction sector has been the main driver of cement demand during the quarter. Cement volumes in Venezuela increased 34% versus second quarter 2004.

In Colombia, cement volumes continue to grow due mainly to demand from the self-construction sector, as unemployment has declined and wages have increased. The housing and public works sectors have increased their cement and ready-mix consumption versus last year's levels. The increase in cement volumes has offset the decrease in prices, resulting in flat net sales for the first six months of the year versus the same period last year. Cement volumes grew 50%.

### Africa and Middle East

Second quarter net sales of Africa and Middle East were US\$143 million, up 204% as compared to the same quarter of 2004. EBITDA increased 45% to US\$33 million. Construction activity in the Middle East is currently running at a high level, with increased housing requirements and oil revenues driving public and private investments.

### Asia

Asia region reported 57% increase in net sales to US\$76 million, while EBITDA decrease to US\$14 million, down 6%.

CEMEX is a growing global building solutions company that provides products of consistently high quality and reliable service to customers and communities in more than 50 countries throughout the world. The company improves the well-being of those it serves through its relentless focus on continuous improvement and efforts to promote a sustainable future. For more information, visit [www.CEMEX.com](http://www.CEMEX.com).

Exhibit 2

[CEMEX GRAPHIC OMITTED]  
Stock Listing Information

NYSE (ADR)  
Ticker: CX

MEXICAN STOCK EXCHANGE  
Ticker: CEMEX.CPO

Ratio of CEMEX.CPO to CX = 10:1

Investor Relations

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2005  
SECOND QUARTER RESULTS  
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	Second quarter (1)			Second quarter (1)	
	2005	2004	% Var.	2005	2004
Net sales	4,376	1,948	125%	% of Net Sales	
Gross profit	1,790	871	105%	40.9%	44.7%
Operating income	751	469	60%	17.2%	24.1%
Majority net income	733	247	197%	16.8%	12.7%
EBITDA	989	635	56%	22.6%	32.6%
Free cash flow	693	444	56%	15.8%	22.8%
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Net debt	9,624	4,969	94%		
Net debt/EBITDA	2.9	2.2			
Interest coverage	6.5	6.2			
Quarterly earnings per ADR	2.16	0.75	188%		
Average ADRs outstanding	339.6	329.2	3%		

In millions of US dollars, except ratios and per-ADR amounts.  
Average ADRs outstanding are presented in millions of ADRs.

Consolidated net sales grew to US\$4,376 million, representing an increase of 125% over those of second quarter 2004, mainly as a result of the RMC acquisition. Sales increased in most of our markets due to higher cement and ready mix volumes, better pricing environment and a stronger Mexican peso during the quarter. The residential sector continues to be one of the main drivers of cement and ready-mix consumption in most of our markets.

Cost of goods sold and Selling, general, and administrative expenses (SG&A) increased 140% and 158%, respectively, versus the second quarter of last year due mainly to the acquisition of RMC. We are in the preliminary stages of

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implementing CEMEX's standardized practices aimed at reducing costs and expenses in the newly acquired operations. We have experienced increases in energy and transportation costs throughout our markets due mainly to the worldwide increase in oil prices.

EBITDA reached US\$989 million, representing an increase of 56% over that of second quarter 2004, mainly due to the acquisition of RMC. EBITDA margin decreased from 32.6% in second quarter 2004 to 22.6% in second quarter 2005. The margin was positively affected by higher average volumes and better pricing conditions - compensating for higher energy costs - but was more than offset by the effect of the consolidation of RMC.

Gain (loss) on financial instruments for the quarter was a gain of US\$89 million, resulting mainly from our cross-currency swaps as the Mexican peso appreciated during the quarter.

Majority net income for the quarter rose 197%, to US\$733 million from US\$247 million in second quarter 2004. This increase is due to strong consolidated operating performance and gains on our financial instruments.

Net debt at the end of the second quarter was US\$9,624 million, a reduction of US\$811 million during the quarter. The net-debt-to-EBITDA ratio improved to 2.9 times from 3.2 times at the end of first quarter 2005. Interest coverage decreased from 6.8 times at the end of first quarter 2005 to 6.5 times at the end of the second quarter, but increased from 6.2 times a year ago.

(1) Results for second quarter 2004 do not include the effect of the RMC acquisition.

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Please refer to the end of this report for definitions of terms, Page 1  
US dollar translation methodology, and other important disclosures.

CEMEX

### EBIDTA and Free Cash Flow (1)

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	Second quarter			January -	
	2005	2004	% Var.	2005	2004
Operating income	751	469	60%	1,189	86
+ Depreciation and operating amortization	238	166		430	32
EBITDA	989	635	56%	1,619	1,18
- Net financial expense	144	79		242	16
- Capital expenditures	172	70		264	13
- Change in working capital	(86)	2		42	9
- Taxes paid	63	27		80	4
- Other cash items (net)	3	13		5	1

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Free cash flow	693	444	56%	986	73
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In millions of US dollars.

Results for second quarter and first six months of 2004 do not include the effect of the RMC acquisition.

During the quarter, all of our free cash flow was used to pay down debt and pay cash dividends in the amount of US\$35 million. Our net debt - in US dollar terms - was further reduced by favorable exchange rate movements during the quarter, despite other investments and expenses related to the acquisition of RMC, partially funded with divestitures such as our minority stake in Cementos Bio Bio.

Debt-Related Information

	Second quarter			First quarter	
	2005	2004	% Var.	2005	
Total debt (2)	11,036	5,296	108%	11,858	Currency
Short-term	15%	13%		25%	US dollar
Long-term	85%	87%		75%	Euro
Cash and cash equivalents	1,265	327	287%	1,297	British p
Fair value of cross-currency swaps (2)	147	N/A		126	Yen
Net debt (2)	9,624	4,969	94%	10,435	Other
Interest expense	153	85	80%	105	Interest
Interest coverage	6.5	6.2		6.8	Fixed
Net debt/EBITDA	2.9	2.2		3.2	Variable

In millions of US dollars, except ratios.

Other developments

During the second quarter, CEMEX and some of its subsidiaries closed or amended various credit facilities totaling US\$4,900 million with an average life of 3.8 years and an average initial rate of LIBOR plus 40 basis points. A total of 48 financial institutions participated in at least one of the credit facilities. In addition, CEMEX Espana, through a wholly-owned subsidiary, issued a new five and ten-year US\$325 million private placement during June 2005.

The proceeds of these transactions were used to complete the refinancing process of the debt issued to acquire RMC, finance a cash tender offer of around US\$315 million in RMC privately placed notes, and prepay other debt. The average spread over LIBOR of the refinanced debt was reduced to about half the original spread. This refinancing will help us reduce our financing cost and



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lengthen our average maturity.

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- (1) EBITDA and free cash flow (calculated as set forth above) are presented herein because CEMEX believes that they are widely accepted as financial indicators of its ability to internally fund capital expenditures and to service or incur debt. EBITDA and free cash flow should not be considered as indicators of CEMEX's financial performance, as alternatives to cash flow, as measures of liquidity, or as being comparable to other similarly titled measures of other companies. EBITDA is reconciled above to operating income, which CEMEX considers to be the most comparable measure as determined under generally accepted accounting principles in Mexico (Mexican GAAP). Free cash flow is reconciled to EBITDA. CEMEX is not required to prepare a statement of cash flows under Mexican accounting principles and, as such does not have such Mexican-GAAP cash-flow measures to present as comparable to EBITDA or free cash flow.
  
  - (2) During 2004, the Mexican Institute of Public Accountants issued Bulletin C-10, "Derivative Financial Instruments and Hedging Activities", which is effective beginning January 1, 2005. Bulletin C-10 details and supplements issues related to the accounting of derivative financial instruments. Among other aspects, Bulletin C-10 precludes the presentation of two financial instruments as if they were a single instrument (synthetic presentation). For this reason, beginning this year, CEMEX recognizes the assets and liabilities resulting from the fair value of cross-currency swaps ("CCS") separately from the financial debt and such debt, is presented in the currencies originally negotiated. Starting in 2001, CEMEX has effectively changed the original profile of interest rates and currencies of financial debt associated to CCS, and accordingly, until December 31, 2004, financial debt subject to these instruments was presented in the currencies negotiated in the CCS, through the recognition within debt, of a portion of the assets or liabilities resulting from the fair value of such CCS. This reclassification has no impact on stockholders' equity or net income. For presentation purposes in the table above, net debt includes the fair value of CCS associated with debt.

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Equity-Related Information

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One CEMEX ADR represents ten CEMEX CPOs. The following amounts are expressed in CPO terms and reflect the 2 for 1 stock split effective July 1, 2005

Beginning-of-quarter CPO-equivalent units outstanding	3,396,298,424
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CPOs issued due to stock dividend	133,456,500
Exercise of stock options not hedged	190,559
Less increase (decrease) in the number of CPOs held in subsidiaries	11,239,238
End-of-quarter CPO-equivalent units outstanding	3,518,706,245
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Outstanding units equal total shares issued by CEMEX less shares held in subsidiaries.

### Employee long-term compensation plans

On June 17, 2005, the closing price on the CEMEX CPO exceeded US\$8.50 per CPO, triggering the automatic exercise of 131,996,243 stock options into 41,678,352 restricted CPOs. As of June 30, 2005, executives had outstanding options on a total of 68,834,124 CPOs (1). Starting in 2005, CEMEX will begin offering executives a stock-ownership program. The plan's goal is to move CEMEX's long-term incentives from stock options to programs based on restricted stock. As of June 30, 2005, executives in these programs (including the automatic exercise described above) had 124,280,297 restricted CPOs, representing 3.53% of our total CPOs outstanding. All CPO amounts reflect the 2 for 1 stock split effective July 1, 2005.

### Derivative Instruments

CEMEX periodically utilizes derivative financial instruments such as interest-rate and currency swaps, currency and equity forward contracts, and options in order to execute its corporate financing strategy and to hedge its stock-option plans. The following table shows the notional amount for each type of derivative instrument and the aggregate fair market value for all of CEMEX's derivative instruments as of the last day of each quarter presented.

Notional amounts	Second quarter (2)		First quarter
	2005	2004	2005
Equity(1)	1,280	1,068	1,224
Foreign-exchange	3,643	2,722	3,709
Interest-rate	3,489	2,121	4,427
Estimated aggregate fair market value	149	(225)	(112)

In millions of US dollars.

The estimated aggregate fair market value represents the approximate settlement result as of the valuation date, based upon quoted market prices and estimated settlement costs, which fluctuate over time. Fair market values and notional amounts do not represent amounts of cash currently exchanged between the parties; cash amounts will be determined upon termination of the contracts considering the notional amounts and quoted market prices as well as other derivative items as of the settlement date. Fair market values should not be viewed in isolation but rather in relation to the fair market values of the underlying hedge transactions and the overall reduction in CEMEX's exposure to the risks being hedged.

Note: Mexican GAAP ("Bulletin C-2") requires companies to recognize all derivative financial instruments in the balance sheet as assets or liabilities, at their estimated fair market value, with changes in such fair market values recorded on the income statement. The exceptions to the general rule until December 31, 2004, as they pertained to CEMEX, occurred when transactions were entered into for cash-flow hedging purposes. In such cases, changes in the fair market value of the related derivative instruments were recognized temporarily in equity and were reclassified into earnings as the inverse effects of the underlying hedged items flowed through the income statement. Beginning in 2005,

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new Bulletin C-10, "Derivative Financial Instruments and Hedging Activities", establishes the framework for hedge accounting and overrides Bulletin C-2 in this respect; however, in respect to cash-flow hedges, the new rules are the same as those applied by CEMEX since 2001. CEMEX has recognized increases in assets and liabilities, which resulted in a net asset of US\$149 million, arising from the fair market value recognition of its derivatives portfolio as of June 30, 2005. The notional amounts of derivatives substantially match the amounts of underlying assets, liabilities, or equity transactions on which the derivatives are being entered into.

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- (1) The aggregate weighted-average exercise price on June 30, 2005, for CEMEX's outstanding stock options was US\$30.44 per ADR. On that same date, the aggregate weighted-average strike price of CEMEX's equity-forward agreements put in place to hedge these stock options was US\$35.10 per ADR. The weighted-average strike price of all of CEMEX's equity-forward agreements was US\$41.24 per ADR on that same date.
  - (2) Notional amounts and fair market values at the end of second quarter 2004 do not include the effect of the RMC acquisition.

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Please refer to the end of this report for definitions of terms, Page 3  
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CEMEX

### Other Activities

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#### CEMEX and Ready Mix USA complete joint venture transaction

On July 4, 2005, CEMEX Inc., the U.S. subsidiary of CEMEX and Ready Mix USA, a private ready-mix concrete company with operations in the Southeastern United States, announced the establishment of a joint venture to satisfy the growing construction needs of the Southeast region of the country.

Under the arrangement, CEMEX Inc. will contribute two cement plants (Demopolis, Alabama and Clinchfield, Georgia), eleven cement terminals, and its ready-mix aggregates, and block assets in the Florida Panhandle and South Georgia to the joint venture. Ready Mix USA will contribute all of its ready-mix and aggregate operations in Alabama, Georgia, the Florida Panhandle and Tennessee, as well as its block operations in Arkansas, Tennessee, Mississippi, Florida and Alabama. The cement assets of the joint venture will be managed by CEMEX, and the ready-mix, aggregate and block assets will be managed by Ready Mix USA.

After the third anniversary of the formation of the joint venture, for an extended period of time, Ready Mix USA will have the option, but not the obligation, to require CEMEX to purchase Ready Mix USA's interest in the joint venture.

#### CEMEX stock split and ADS ratio modification

On April 28, 2005, CEMEX shareholders approved a stock split, which became effective on July 1, 2005. In connection with the stock split, each of CEMEX's series A shares was surrendered in exchange for two new series A shares, and each of CEMEX's series B shares was surrendered in exchange for two new series B shares. Each CPO, which represented two series A shares and one series B share, was surrendered in exchange for two new CPOs. Each new CPO represents

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two new series A shares and one new series B share. The new CPOs are identical in all material respects to the previous CPOs.

The number of CEMEX's ADSs, each of which represented five CPOs, did not change as a result of the stock split; instead the ratio of CPOs to ADSs was modified so that each ADS now represents ten new CPOs following the stock split. The proportional equity interest participation of existing shareholders did not change as a result of the stock split.

On June 29, 2005, the new CPOs started trading on the Mexican Stock Exchange and the ADSs trading on the New York Stock Exchange reflected the CPOs-to-ADS ratio modification, with each ADS representing ten new CPOs.

92% of shareholders receive CPOs under CEMEX's stock dividend program

On June 3, 2005, CEMEX announced the completion of its stock dividend program. A total of 66,728,250 CPOs were issued on June 3, 2005 and distributed to 92.08% of shareholders. The remaining 7.92% of shareholders elected to receive a cash payment of MXP 2.60 per CPO (MXP 13.00 per ADS) in lieu of the stock dividend, for a total of approximately MXP 381 million (US\$35 million) paid by CEMEX. In 2004, 4% of shareholders elected to receive a cash payment in lieu of the stock dividend.

Under this stock dividend program, CEMEX shareholders received one new CPO for each 25.557 CPOs held. CEMEX shareholders had the option to receive a cash payment of MXP 2.60 per CPO in lieu of the stock dividend.

(CPO amounts and cash payment per CPO do not reflect the 2 for 1 CPO split effective July 1, 2005)

CEMEX divests investment in Cementos Bio Bio, S.A.

On April 26, 2005, CEMEX announced the divestiture of its 11.92% interest in Cementos Bio Bio, S.A., a cement company in Chile, for approximately US\$65 million, or an implied enterprise value to EBITDA of nine times. The proceeds from the sale were applied towards debt reduction and the extraordinary gains from this transaction are reflected in net income. CEMEX acquired this holding for US\$34 million in June 1999.

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Please refer to the end of this report for definitions of terms,  
US dollar translation methodology, and other important disclosures.

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CEMEX

Operating Results  
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Mexico

Our Mexican operations' cement volumes increased 5% during the quarter versus second quarter 2004, while ready mix volumes increased 17% over the same period. On a like-to-like basis, adjusting for the fewer business days during second quarter 2004 versus this year's quarter, cement volumes remained flat. For the first half of the year, cement volumes decreased 2% versus the same period in 2004, while ready-mix volumes increased 15% over the same period. Cement prices were 6% higher in US dollar terms during the quarter versus the same period a year ago and have increased 3% year to date versus first half

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2004. Ready-mix prices, in US dollar terms, were 5% higher during the first half of the year versus the same period in 2004.

Cement volume during the year has been driven mainly by infrastructure spending and residential construction - especially low and middle-income housing - supported by increasing commercial bank and alternative financing. Although disposable income has increased, cement demand from the self-construction sector remains stable, primarily because the formal sector has attracted customers through government financed mortgages.

### United States

CEMEX's US operations cement volumes increased 9% in second quarter 2005 versus the same period a year ago. For the first six months of the year, cement volumes increased 6%. On a like-to-like basis for the ongoing operations, cement volumes increased 12% for the quarter and 7% for the first six months of the year versus the comparable periods of last year. Ready-mix volumes increased 227% during the quarter and 156% for the first half of the year due to the consolidation of RMC operations. On a like-to-like basis for the ongoing operations, ready-mix volumes for the quarter and first half of the year increased 6% and 3%, respectively, versus the same periods of last year. Aggregates volume, on a like-to-like basis for the ongoing operations, increased 20% and 16% for the second quarter and first half of the year, respectively, over last year's periods.

Cement demand remains strong as all demand segments have increased their cement consumption during the year; construction activity continues to rely heavily on robust growth from the residential sector, supported by a favorable interest-rate environment, while the infrastructure - particularly streets and highways - and industrial sectors remain strong and growing. Cement prices continue to recover, showing an increase of 18% on average during the quarter versus the same quarter of last year.

### Spain

Domestic cement volume increased 13% over that of second quarter 2004 while ready-mix volume increased 83%. For the first half of the year, cement and ready-mix volumes increased 9% and 54%, respectively, versus the first half of 2004. The residential sector continues to be one of the main drivers of demand, with housing starts up 7% for the first 5 months of the year. Public-works spending is also growing, but at a slower rate during this quarter as the government updates its infrastructure plan for the coming years; the sector's primary catalyst continues to be Spain's infrastructure plan. Prices in US dollars for domestic cement increased 9% and 10% for second quarter and first half of the year, respectively, versus the comparable periods in 2004.

### United Kingdom

Cement sales volumes in the UK were up 5% during the second quarter and remained flat for the first half of the year versus the comparable periods in 2004. Ready-mix volumes increased 3% during the quarter and 1% in the first half of the year. Cement demand during the quarter was mainly driven by infrastructure projects and residential construction. Second quarter volumes also benefited from delayed construction during the first quarter of the year due to adverse weather. Commercial building has benefited from low inflation and a lower unemployment rate. Cement and ready-mix prices increased 9% and 7%, respectively, in dollar terms during the first half of the year versus the first half of 2004.

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Please refer to the end of this report for definitions of terms, Page 5  
US dollar translation methodology, and other important disclosures.

## Operating Results

## Rest of Europe

In France, ready-mix volumes increased 11% in second quarter 2005 and 4% during the first half of the year versus the same periods of 2004. Aggregates volumes increased 6% in second quarter and remained flat during the first half of the year. Prices of ready-mix in US dollars increased 7% during the first half of the year versus the same period in 2004. These increases are due mainly to a strong housing sector supported by low interest rates, tax incentives to promote housing construction and the launch of a new social housing program.

In Germany, the economy remains weak with high unemployment, slow disposable income growth and political uncertainty, which in turn has dampened construction activity. Cement sales volumes for the quarter and for the first half of the year declined 12% and 18%, respectively, versus the comparable periods of 2004. Ready-mix volumes in Germany have declined 17% during the first half of the year versus the same period of 2004. Cement prices in Germany have increased 31% for the first six months of the year versus the same period in 2004.

## South/Central America and Caribbean

Domestic cement volumes in the region increased 19% in the quarter and 14% during the first half of the year, versus the same periods of last year. The Venezuelan economy continues to recover, with higher oil revenues driving public spending and increased activity from the private sector. Unemployment continues to decline, while bank financing for the first five months of the year increased 84% versus last year's level. While all sectors of the economy show increased spending, the self-construction sector has been the main driver of cement demand during the quarter. For the quarter, cement volumes in Venezuela increased 34% versus second quarter 2004.

In Colombia, cement volumes grew 50% due mainly to high demand from the self-construction sector, as unemployment has declined and wages have increased. The housing and public works sectors have increased their cement and ready-mix consumption versus last year's levels. The increase in cement volumes has offset the decrease in prices, resulting in flat net sales for the first six months of the year versus the same period last year.

## Africa and Middle East

Construction activity in the Middle East is currently running at a high level, with increased housing requirements and oil revenues driving public and private investments. Our operations in Egypt have increased their cement volumes throughout the year, supported by infrastructure spending and private construction. Disposable income has increased in Egypt due to higher tourism and oil revenues, as well as a sharp increase in foreign direct investment. Overall, domestic cement volumes for the region during the quarter increased 17% versus the same period in 2004.

## Asia

In aggregate, our cement volumes in the region increased 9% during the quarter and 4% for the first six months of the year, versus the same periods of last year. Cement demand in the Philippines increased during the quarter due to the improved performance of the residential sector. In Thailand, the volume of cement sold increased versus last year's level due also to strong demand from

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the residential sector, and higher cement production derived from higher efficiency.

Please refer to the end of this report for definitions of terms, Page 6  
US dollar translation methodology, and other important disclosures.

### Consolidated Income Statement & Balance Sheet

Includes the results of RMC beginning March 1, 2005. Results for 2004 do not include RMC

CEMEX S.A. de C.V. AND SUBSIDIARIES  
(Thousands of U.S. Dollars, except per ADR amounts)

INCOME STATEMENT	January - June		% Var.
	2005	2004	
Net Sales	6,947,578	3,751,369	85%
Cost of Sales	(4,116,099)	(2,106,380)	95%
Gross Profit	2,831,479	1,644,989	72%
Selling, General and Administrative Expenses	(1,642,130)	(784,026)	109%
Operating Income	1,189,349	860,963	38%
Financial Expenses	(257,969)	(174,643)	48%
Financial Income	15,995	10,411	54%
Exchange Gain (Loss), Net	(57,187)	(80,505)	(29%)
Monetary Position Gain (Loss)	193,887	203,575	(5%)
Gain (Loss) on Financial Instruments	269,987	(11,188)	N/A
Total Comprehensive Financing (Cost) Income	164,712	(52,350)	N/A
Other Expenses, Net	(10,534)	(166,179)	(94%)
Net Income Before Income Taxes	1,343,527	642,435	109%
Income Tax	(169,284)	(76,102)	122%
Employees' Statutory Profit Sharing	(5,172)	(4,528)	14%
Total Income Tax & Profit Sharing	(174,457)	(80,630)	116%
Net Income Before Participation of Uncons. Subs. and Ext. Items	1,169,070	561,805	108%
Participation in Unconsolidated Subsidiaries	26,875	11,593	132%
Consolidated Net Income	1,195,945	573,397	109%
Net Income Attributable to Min. Interest	21,689	16,103	35%
MAJORITY INTEREST NET INCOME	1,174,257	557,294	111%
EBITDA	1,619,228	1,189,406	36%
Earnings per ADR	3.46	1.71	103%

BALANCE SHEET	As of June 30		% Var.
	2005	2004	
Total Assets	26,267,538	16,022,792	64%
Cash and Temporary Investments	1,264,807	327,034	287%
Trade Accounts Receivables	1,870,546	443,994	321%

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Other Receivables	609,973	482,640	26%
Inventories	1,116,917	635,253	76%
Other Current Assets	175,715	86,134	104%
Current Assets	5,037,957	1,975,055	155%
Fixed Assets	13,289,809	8,994,562	48%
Other Assets	7,939,772	5,053,175	57%
-----			
Total Liabilities	16,878,682	8,970,877	88%
Current Liabilities	4,882,472	2,438,443	100%
Long-Term Liabilities	9,342,974	4,615,546	102%
Other Liabilities	2,653,236	1,916,888	38%
-----			
Consolidated Stockholders' Equity	9,388,857	7,051,915	33%
Stockholders' Equity Attributable to Minority Interest	531,141	424,308	25%
Stockholders' Equity Attributable to Majority Interest	8,857,715	6,627,607	34%

Please refer to the end of this report for definition of terms, U.S. dollar translation methodology and other important disclosures.

Consolidated Income Statement & Balance Sheet

Includes the results of RMC beginning March 1, 2005. Results for 2004 do not include RMC

CEMEX S.A. de C.V. AND SUBSIDIARIES  
(Thousands of Mexican Pesos in real terms as of June 30, 2005  
except per ADR amounts)

INCOME STATEMENT	January - June		% Var.	
	2005	2004		
Net Sales	74,686,466	42,827,371	74%	47,04
Cost of Sales	(44,248,063)	(24,047,411)	84%	(27,79
Gross Profit	30,438,403	18,779,960	62%	19,24
Selling, General and Administrative Expenses	(17,652,902)	(8,950,807)	97%	(11,16
Operating Income	12,785,501	9,829,152	30%	8,07
Financial Expenses	(2,773,171)	(1,993,803)	39%	(1,64
Financial Income	171,943	118,862	45%	9
Exchange Gain (Loss), Net	(614,756)	(919,078)	(33%)	(19
Monetary Position Gain (Loss)	2,084,283	2,324,102	(10%)	1,53
Gain (Loss) on Financial Instruments	2,902,355	(127,731)	N/A	95
Total Comprehensive Financing (Cost) Income	1,770,655	(597,648)	N/A	74
Other Expenses, Net	(113,246)	(1,897,173)	(94%)	19
Net Income Before Income Taxes	14,442,910	7,334,331	97%	9,01
Income Tax	(1,819,806)	(868,815)	109%	(1,13
Employees' Statutory Profit Sharing	(55,602)	(51,692)	8%	(2
Total Income Tax & Profit Sharing	(1,875,408)	(920,507)	104%	(1,16
Net Income Before Participation of Uncons. Subs. and Ext. Items	12,567,502	6,413,824	96%	7,85



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Participation in Unconsolidated Subsidiaries	288,911	132,348	118%	22
Consolidated Net Income	12,856,414	6,546,172	96%	8,07
Net Income Attributable to Min. Interest	233,154	183,843	27%	20
MAJORITY INTEREST NET INCOME	12,623,260	6,362,329	98%	7,87

EBITDA	17,406,701	13,578,813	28%	10,63
Earnings per ADR	37.17	19.60	90%	

BALANCE SHEET	As of June 30		% Var.
	2005	2004	
Total Assets	282,376,034	182,923,625	54%
Cash and Temporary Investments	13,596,675	3,733,568	264%
Trade Accounts Receivables	20,108,367	5,068,847	297%
Other Receivables	6,557,210	5,510,039	19%
Inventories	12,006,854	7,252,340	66%
Other Current Assets	1,888,933	983,350	92%
Current Assets	54,158,038	22,548,145	140%
Fixed Assets	142,865,451	102,686,093	39%
Other Assets	85,352,544	57,689,387	48%
Total Liabilities	181,445,834	102,415,691	77%
Current Liabilities	52,486,569	27,838,392	89%
Long-Term Liabilities	100,436,974	52,693,212	91%
Other Liabilities	28,522,292	21,884,087	30%
Consolidated Stockholders' Equity	100,930,209	80,507,935	25%
Stockholders' Equity Attributable to Minority Interest	5,709,770	4,844,096	18%
Stockholders' Equity Attributable to Majority Interest	95,220,439	75,663,839	26%

Please refer to the end of this report for definition of terms, U.S. dollar translation methodology and other important disclosures.

Operating Summary per Country

Includes the results of RMC beginning March 1, 2005. Results for 2004 do not include RMC

In thousands of U.S. dollars

NET SALES	January - June		% Var.	2005
	2005	2004		
Mexico	1,502,314	1,365,055	10%	793,255
U.S.A.	1,807,789	904,098	100%	1,156,616

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Spain	761,403	610,133	25%	431,419
United Kingdom	675,019	N/A	N/A	504,117
Rest of Europe	1,100,267	N/A	N/A	885,631
South / Central America and Caribbean	633,902	566,686	12%	338,852
Africa and Middle East	233,607	89,712	160%	143,111
Asia	136,036	96,544	41%	75,835
-----				
Others and intercompany eliminations	97,243	119,141	(18%)	47,102
-----				
TOTAL	6,947,578	3,751,369	85%	4,375,937
=====				

### GROSS PROFIT

Mexico	827,586	787,848	5%	443,523
U.S.A.	669,805	283,948	136%	446,633
Spain	272,936	223,232	22%	148,520
United Kingdom	239,361	N/A	N/A	195,692
Rest of Europe	286,932	N/A	N/A	251,761
South / Central America and Caribbean	216,662	260,124	(17%)	110,682
Africa and Middle East	75,166	46,087	63%	39,097
Asia	46,408	41,543	12%	23,984
-----				
Others and intercompany eliminations	196,623	2,207	8810%	130,226
-----				
TOTAL	2,831,479	1,644,989	72%	1,790,117
=====				

### OPERATING INCOME

Mexico	542,413	547,758	(1%)	290,985
U.S.A.	314,171	104,947	199%	228,076
Spain	189,634	151,216	25%	101,825
United Kingdom	42,606	N/A	N/A	33,869
Rest of Europe	95,927	N/A	N/A	104,873
South / Central America and Caribbean	116,292	182,824	(36%)	55,907
Africa and Middle East	48,033	26,617	80%	21,648
Asia	20,227	15,273	32%	8,686
-----				
Others and intercompany eliminations	(179,954)	(167,671)	7%	(94,432)
-----				
TOTAL	1,189,349	860,963	38%	751,436
=====				

Please refer to the end of this report for definition of terms, U.S. dollar translation methodology and other important disclosures.

### Operating Summary per Country

Includes the results of RMC beginning March 1, 2005. Results for 2004 do not include RMC EBITDA in thousands of US dollars. EBITDA margin as a percentage of net sales

January - June

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EBITDA	2005	2004	% Var.	2003
Mexico	620,542	621,947	(0%)	329,4
U.S.A.	415,464	183,329	127%	284,4
Spain	229,805	190,522	21%	121,9
United Kingdom	74,491	N/A	N/A	57,6
Rest of Europe	139,509	N/A	N/A	138,0
South / Central America and Caribbean	180,427	237,845	(24%)	87,6
Africa and Middle East	67,660	41,576	63%	32,5
Asia	30,764	28,912	6%	14,0
Others and intercompany eliminations	(139,435)	(114,725)	22%	(76,3
<b>TOTAL</b>	<b>1,619,228</b>	<b>1,189,406</b>	<b>36%</b>	<b>989,3</b>

EBITDA MARGIN

Mexico	41.3%	45.6%	41.3%
U.S.A.	23.0%	20.3%	24.3%
Spain	30.2%	31.2%	28.3%
United Kingdom	11.0%	N/A	11.0%
Rest of Europe	12.7%	N/A	15.0%
South / Central America and Caribbean	28.5%	42.0%	25.0%
Africa and Middle East	29.0%	46.3%	22.0%
Asia	22.6%	29.9%	18.0%
<b>CONSOLIDATED MARGIN</b>	<b>23.3%</b>	<b>31.7%</b>	<b>22.0%</b>

Please refer to the end of this report for definition of terms, U.S. dollar translation methodology and other important disclosures.

Volume Summary

Includes the results of RMC beginning March 1, 2005. Results for 2004 do not include RMC

Consolidated volume summary

Cement and aggregates: Thousands of metric tons

Ready-mix: Thousands of cubic meters

	January - June		% Var.	Second
	2005	2004		2005
Consolidated cement volume	38,249	32,462	18%	21,851
Consolidated ready-mix volume	30,680	11,670	163%	20,761
Consolidated aggregates volume	70,240	21,801	222%	49,755

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Per-country volume summary (1)

	January - June	Second quarter
DOMESTIC CEMENT VOLUME	2005 Vs. 2004	2005 Vs. 2004
Mexico	(2%)	5%
U.S.A.	6%	9%
Spain	9%	13%
United Kingdom	N/A	N/A
Rest of Europe	N/A	N/A
South / Central America and Caribbean	14%	19%
Africa and Middle East	13%	17%
Asia	4%	9%

### READY-MIX VOLUME

Mexico	15%	17%
U.S.A.	156%	227%
Spain	54%	83%
United Kingdom	N/A	N/A
Rest of Europe	N/A	N/A
South / Central America and Caribbean	13%	20%
Africa and Middle East	N/A	N/A
Asia	N/A	N/A

### AGGREGATES VOLUME

Mexico	4%	14%
U.S.A.	104%	148%
Spain	69%	99%
United Kingdom	N/A	N/A
Rest of Europe	N/A	N/A
South / Central America and Caribbean	22%	21%
Africa and Middle East	N/A	N/A
Asia	N/A	N/A

1) Includes only the month of March in first quarter 2005 for RMC operations.

Please refer to the end of this report for definition of terms, U.S. dollar translation methodology and other important disclosures.

### Price Summary

Includes the results of RMC beginning March 1, 2005. Results for 2004 do not include RMC

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Variation in US Dollars (1)

	January - June	Second quarter
DOMESTIC CEMENT PRICE	2005 Vs. 2004	2005 Vs. 2004
Mexico	3%	6%
U.S.A.	18%	18%
Spain	10%	9%
United Kingdom	N/A	N/A
Rest of Europe (2)	N/A	N/A
South / Central America and Caribbean (2)	(9%)	(11%)
Africa and Middle East (2)	22%	19%
Asia (2)	13%	12%

### READY-MIX PRICE

Mexico	5%	7%
U.S.A.	27%	27%
Spain	9%	8%
United Kingdom	N/A	N/A
Rest of Europe (2)	N/A	N/A
South / Central America and Caribbean (2)	6%	4%
Africa and Middle East (2)	N/A	N/A
Asia (2)	N/A	N/A

### AGGREGATES PRICE

Mexico	(5%)	(17%)
U.S.A.	19%	16%
Spain	12%	15%
United Kingdom	N/A	N/A
Rest of Europe (2)	N/A	N/A
South / Central America and Caribbean (2)	6%	3%
Africa and Middle East (2)	N/A	N/A
Asia (2)	N/A	N/A

- 1) Includes only the month of March in first quarter 2005 for RMC operations.  
 2) Volume weighted-average price.

Please refer to the end of this report for definition of terms, U.S. dollar translation methodology and other important disclosures.

### Price Summary

Includes the results of RMC beginning March 1, 2005. Results for 2004 do not include RMC

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### Variation in Local Currency (1)

	January - June	Second quarter	
	-----	-----	
DOMESTIC CEMENT PRICE	2005 Vs. 2004	2005 Vs. 2004	
	-----	-----	
Mexico (2)	(3%)	(4%)	
U.S.A.	18%	18%	
Spain	5%	6%	
United Kingdom	N/A	N/A	
-----			
READY-MIX PRICE			
	-----	-----	
Mexico (2)	(2%)	(3%)	
U.S.A.	27%	27%	
Spain	5%	5%	
United Kingdom	N/A	N/A	
-----			
AGGREGATES PRICE			
	-----	-----	
Mexico (2)	(11%)	(24%)	
U.S.A.	19%	16%	
Spain	8%	12%	
United Kingdom	N/A	N/A	
-----			

- 1) Includes only the month of March in first quarter 2005 for RMC operations.  
2) In constant Mexican pesos as of June 30, 2005

Please refer to the end of this report for definition of terms, U.S. dollar translation methodology and other important disclosures.

CEMEX

### Definition of Terms and Disclosures

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#### Methodology for consolidation and presentation of results

CEMEX consolidates its results in Mexican pesos under Mexican generally accepted accounting principles (GAAP). For the reader's convenience, US dollar amounts for the consolidated entity are calculated by converting the constant Mexican peso amounts at the end of each quarter using the period-end MXN/USD exchange rate for each quarter. The exchange rates used to convert results for second quarter 2005, first quarter 2005, and second quarter 2004 are 10.75, 11.16, and 11.49 Mexican pesos per US dollar, respectively. CEMEX's

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weighted-average inflation factor between June 30, 2004, and June 30, 2005, was 1.15%.

Per-country/region figures are presented in US dollars for the reader's convenience. In the consolidation process, each country's figures (except those of CEMEX Mexico) are converted to US dollars and then to Mexican pesos under Mexican GAAP. Figures presented in US dollars for Mexico, Spain and Great Britain as of June 30, 2005, and June 30, 2004, can be converted into their original local currency amount by multiplying the US-dollar figure by the corresponding exchange rate provided below.

To convert June 30, 2004, US-dollar figures for Mexico to constant Mexican pesos as of June 30, 2005, it is necessary to first convert the June 30, 2004, US-dollar figure to Mexican pesos using the exchange rate provided below, and then multiply the resulting amount by 1.0438, the inflation-rate factor between June 30, 2004 and June 30, 2005.

Exchange Rate	June 30	
	2005	2004
Mexican Peso	10.75	11.49
Euro	0.83	0.82
British Pound	0.56	0.55

Amounts provided in units of local currency per US dollar.

### Breakdown of regions

The South/Central America and Caribbean region includes CEMEX's operations in Argentina, Colombia, Costa Rica, the Dominican Republic, Jamaica, Nicaragua, Panama, Puerto Rico and Venezuela, as well as our trading operations in the Caribbean region.

Rest of Europe includes operations in Austria, Croatia, Czech Republic, Denmark, Finland, France, Germany, Hungary, Ireland, Latvia, Lithuania, Norway, Poland, Portugal and Sweden.

Africa and Middle East includes operations in Egypt, Israel and the United Arab Emirates.

The Asia region includes operations in Bangladesh, Malaysia, the Philippines, Taiwan and Thailand.

### Definition of terms

EBITDA equals operating income plus depreciation and operating amortization. Free cash flow equals EBITDA minus net interest expense, capital expenditures, change in working capital, taxes paid, and other cash items (net other expenses less proceeds from the disposal of obsolete and/or substantially depleted operating fixed assets that are no longer in operation).

Capital expenditures consist of maintenance and expansion spending on our cement, ready-mix, and other core businesses in existing markets.

Working capital equals operating accounts receivable (including other current assets received as payment in kind) plus historical inventories minus operating payables.

Net debt equals total debt minus the fair value of cross-currency swaps associated with debt minus cash and cash equivalents (please refer to footnote

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2 on the second page of this report for further details).

Interest coverage is calculated by dividing EBITDA for the last twelve months by interest expense for the last twelve months.

Net debt/EBITDA is calculated by dividing net debt at the end of the quarter by EBITDA for the last twelve months. This ratio includes CEMEX's EBITDA for the last twelve months plus the estimated EBITDA of RMC for the last twelve months (please refer to footnote 2 on the second page of this report for further details).

### Earnings per ADR

The number of average ADRs outstanding used for the calculation of earnings per ADR was 339.6 million for both second quarter and first half of 2005, 329.2 million for second quarter 2004 and 326.7 million for the first six months of 2004.

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Please refer to the end of this report for definitions of terms, Page 14  
US dollar translation methodology, and other important disclosures.

CEMEX

### Definition of Terms and Disclosures

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#### Effect of the purchase of RMC in our financial statements

The acquisition of RMC was concluded on March 1, 2005. The processes to allocate the purchase price paid for RMC's shares of approximately US\$4.1 billion, not including other direct purchase costs, to the fair values of the assets acquired and liabilities assumed, substantially began during March 2005 concurrent with the assumption of control by CEMEX; consequently, as of June 30, 2005, CEMEX is in a preliminary stage in terms of determining the fair values of the net assets of RMC, including acquired intangible assets. Therefore, as of June 30, 2005, the difference between the purchase price paid and the book value of RMC as of March 1, 2005, was fully allocated to goodwill for an amount of approximately U.S.\$2.2 billion.

In subsequent periods, as we move forward in our determination of the fair values of RMC's assets and liabilities, the amount of initial goodwill will be adjusted against the corresponding balance-sheet accounts. Under Mexican GAAP, entities have up to a one-year window period after the purchase to conclude the purchase-price allocation.