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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

April 22, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 22, 2014, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: PNC Equipment Finance, LLC
One PNC Plaza, 10th Floor
249 Fifth Avenue
Pittsburgh, PA 15222

Lessee: Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, NC 27607

Section Chief
April 22, 2014
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A description of the railroad equipment covered by the enclosed document is:

105 gondola railcars: MWAX 1801 – MWAX 1905.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

4-15-14 MGRB

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is made and entered into as of April 22, 2014 between PNC Equipment Finance, LLC, a Delaware limited liability company ("Lessor") and Martin Marietta Materials, Inc. a North Carolina corporation ("Lessee") with reference to the following:

1. Pursuant to a certain Railcar Lease Agreement dated as of March 13, 2014, between Lessor and Lessee, (the "Lease") and Schedule No. 1 thereto, dated as of April 22, 2014, Lessee agreed to lease from Lessor 105 railcars as more completely described on Exhibit "A" hereto.
2. This Memorandum of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board under 49 U.S.C. Section 11301 and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.
3. This Memorandum of Lease may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

4-15-14 MGRB

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Lease to be executed by a duly authorized officer as of the day and year first above written.

PNC EQUIPMENT FINANCE, LLC
Lessor

By: Lisa A. Majernik
Name: Lisa A. Majernik
Title: AVP

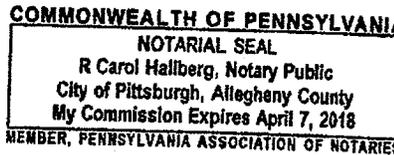
Commonwealth of Pennsylvania)
County of Allegheny) SS.
)

On this 22 day of April, 2014, before me appeared Lisa Majernik, to me personally known, who being by me duly sworn, stated that he/she is the Assistant Vice President of PNC Equipment Finance, LLC, that said instrument was signed on behalf of said company by the authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[Seal]

R. Carol Hallberg
Notary Public

My commission expires:
April 7, 2018



4-15-14 MGRB

MARTIN MARIETTA MATERIALS, INC.
Lessee

By: [Signature]
Name: Larry J Roberts
Title: President Southwest Division

State of Texas)
County of Brewer)

SS.

On this 21st day of April, 2014, before me appeared Larry J Roberts, to me personally known, who being by me duly sworn, stated that he/she is the President Southwest Division of Martin Marietta Materials, Inc., that said instrument was signed on behalf of said company by the authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[Seal]

[Signature]
Notary Public

My commission expires:



4-15-14 MGRB

EXHIBIT "A"

One hundred five (105) 42' Aggregate Gondola Railcars with reporting marks MWAX 1801 through MWAX 1905

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/22/14

Edward M Luria
Edward M. Luria