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

June 27, 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 Agreement, effective as of June 26, 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: SunTrust Equipment Finance & Leasing Corp.
300 E. Joppa Road, Suite 700
Towson, MD 21286

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

Section Chief
June 27, 2014
Page 2

A description of the railroad equipment covered by the enclosed document is:

155 hopper railcars: MMAX 201 – MMAX 355.

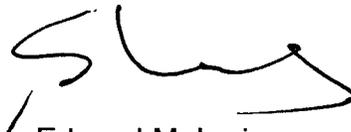
A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

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

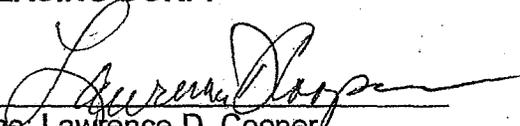
MEMORANDUM OF LEASE AGREEMENT made effective as of June 26, 2014, between **SUNTRUST EQUIPMENT FINANCE & LEASING CORP.** (hereinafter called the **Lessor**), and **MARTIN MARIETTA MATERIALS, INC.** (hereinafter called the **Lessee**)

WHEREAS, the Lessee and the Lessor have entered into that certain Railcar Lease Agreement dated as of April 30, 2014 (hereinafter called the **Lease**), covering the railroad equipment listed in **Schedule A** hereto bearing the road numbers shown in said **Schedule A** (the **Units**), and all additions and alterations thereto, replacements thereof and substitutions therefor;

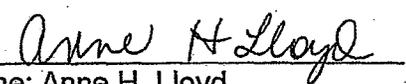
IN WITNESS WHEREOF, the parties wish to show for the public record the leasing of the Units from the Lessor to the Lessee and the leasehold interest therein of the Lessee, and, accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

This Memorandum may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement

**SUNTRUST EQUIPMENT FINANCE
& LEASING CORP.**

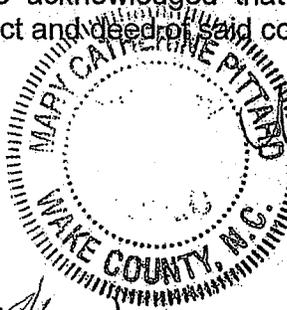
By: 
Name: Lawrence D. Cooper
Title: Vice President

MARTIN MARIETTA MATERIALS, INC.

By: 
Name: Anne H. Lloyd
Title: Executive Vice President

STATE OF North Carolina)
COUNTY OF Wake) ss.

On this 26 day of June, 2014, before me personally appeared Anne H. Lloyd, to me personally known, who, by me being duly sworn, says that s/he is Executive VP of MARTIN MARIETTA MATERIALS, INC., that the foregoing instrument was signed on behalf of said corporation by 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 corporation.



Mary Catherine Pittard
Notary Public
My commission expires: 2-23-2015

STATE OF Maryland)
COUNTY OF Baltimore) ss.

On this ___ day of June, 2014, before me personally appeared Lawrence D. Cooper, to me personally known, who, by me being duly sworn, says that s/he is Vice President of SUNTRUST EQUIPMENT FINANCE & LEASING CORP., that the foregoing instrument was signed on behalf of said corporation by 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 corporation.

Alicia Clark
Notary Public
My commission expires: 10/06/14

ALICIA CLARK
Notary Public-Maryland
Baltimore County
My Commission Expires
October 06, 2014

SCHEDULE A

Description of Units

155 National Steel Car Limited Hopper Railcars bearing reporting marks:

MMAX 201	MMAX 239	MMAX 278	MMAX 317
MMAX 202	MMAX 240	MMAX 279	MMAX 318
MMAX 203	MMAX 241	MMAX 280	MMAX 319
MMAX 204	MMAX 242	MMAX 281	MMAX 320
MMAX 205	MMAX 243	MMAX 282	MMAX 321
MMAX 206	MMAX 244	MMAX 283	MMAX 322
MMAX 207	MMAX 245	MMAX 284	MMAX 323
MMAX 208	MMAX 246	MMAX 285	MMAX 324
MMAX 209	MMAX 247	MMAX 286	MMAX 325
MMAX 210	MMAX 248	MMAX 287	MMAX 326
MMAX 211	MMAX 249	MMAX 288	MMAX 327
MMAX 212	MMAX 250	MMAX 289	MMAX 328
MMAX 213	MMAX 251	MMAX 290	MMAX 329
MMAX 214	MMAX 252	MMAX 291	MMAX 330
MMAX 215	MMAX 253	MMAX 292	MMAX 331
MMAX 216	MMAX 254	MMAX 293	MMAX 332
MMAX 217	MMAX 255	MMAX 294	MMAX 333
MMAX 218	MMAX 256	MMAX 295	MMAX 334
MMAX 219	MMAX 257	MMAX 296	MMAX 335
MMAX 220	MMAX 258	MMAX 297	MMAX 336
MMAX 221	MMAX 259	MMAX 298	MMAX 337
MMAX 222	MMAX 260	MMAX 299	MMAX 338
MMAX 223	MMAX 261	MMAX 300	MMAX 339
MMAX 224	MMAX 262	MMAX 301	MMAX 340
MMAX 225	MMAX 263	MMAX 302	MMAX 341
MMAX 226	MMAX 264	MMAX 303	MMAX 342
MMAX 227	MMAX 265	MMAX 304	MMAX 343
MMAX 228	MMAX 266	MMAX 305	MMAX 344
MMAX 229	MMAX 267	MMAX 306	MMAX 345
MMAX 230	MMAX 268	MMAX 307	MMAX 346
MMAX 231	MMAX 269	MMAX 308	MMAX 347
MMAX 232	MMAX 270	MMAX 309	MMAX 348
MMAX 233	MMAX 271	MMAX 310	MMAX 349
MMAX 234	MMAX 272	MMAX 311	MMAX 350
MMAX 235	MMAX 273	MMAX 312	MMAX 351
MMAX 236	MMAX 274	MMAX 313	MMAX 352
MMAX 237	MMAX 275	MMAX 314	MMAX 353
MMAX 238	MMAX 276	MMAX 315	MMAX 354
	MMAX 277	MMAX 316	MMAX 355

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: 6/27/14

Edward M Luria
Edward M. Luria