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July 27, 2016

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, dated as of July 25, 2016, 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, North Carolina 27622

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

60 railcars: MWAX 3701 – MWAX 3760, inclusive;
60 railcars: MWAX 5501 – MWAX 5560, inclusive;
100 railcars: MWAX 5701 – MWAX 5800, inclusive;
100 railcars: MWAX 5601 – MWAX 5700, inclusive;
75 railcars: MWAX 3761 – MWAX 3835, inclusive;
60 railcars: MWAX 1941 – MWAX 2000, inclusive;
70 railcars: MWAX 6001 – MWAX 6070, inclusive;
125 railcars: MWAX 3401 – MWAX 3525, inclusive;
70 railcars: MWAX 3631 – MWAX 3700, inclusive;

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85 railcars: MWAX 3526 – MWAX 3610, inclusive; and
135 railcars: MWAX 3836 – MWAX 3970, inclusive.

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 \$43.00 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,


for

Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of July ~~25~~ 2016

between

MARTIN MARIETTA MATERIALS, INC.,
as Lessee

and

PNC EQUIPMENT FINANCE, LLC
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on July ____, 2016 at ____; ____ .m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of July 25, 2016, by and between MARTIN MARIETTA MATERIALS, INC. ("Lessee") PNC EQUIPMENT FINANCE, LLC ("Lessor"), with reference to the following:

1. Pursuant to that certain Agency Agreement dated as of July 19, 2016 between Lessor and Lessee, Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such Railcars will become subject to one or more Schedules to be executed pursuant to that certain Rail Equipment Lease Agreement dated as of March 13, 2014, each between Lessor and Lessee (such Schedule, together with the Railcar Lease Agreement (to the extent the same is incorporated by reference into the Schedule by reference), is collectively referred to herein as, the "Lease").

2. The Lease shall be subject to the term specified in the Schedule, and any extension of such term to the extent provided for therein.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

MARTIN MARIETTA MATERIALS, INC.

By: Anne H Lloyd
Name: Anne H Lloyd
Title: EVP and CFO

PNC EQUIPMENT FINANCE, LLC

By: Cheree F. Kurela
Name: Cheree F. Kurela
Title: Vice President

STATE OF North Carolina)
) ss.
COUNTY OF Wake)

I HEREBY CERTIFY, that on this 25 day of July, 2016, before me, the undersigned, a Notary Public of the State of North Carolina, personally appeared Anne H. Lloyd, who acknowledged himself to be the EVP and CFO of MARTIN MARIETTA MATERIALS, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized EVP and CFO of said company by signing the name of the company by himself as the EVP and CFO.

AS WITNESS my hand and notarial seal.

Van A. Edmonds

Notary Public

My commission expires: 12/20/16.

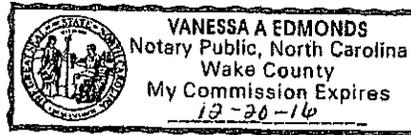


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Description of Cars: rail cars bearing markings - MWAX 3701 – 3760; MWAX 5501 – 5560;
MWAX 5701 – 5800; MWAX 5601 – 5700; MWAX 3761 – 3835; MWAX 1941 – 2000;
MWAX 6001 – 6070; MWAX 3401 – 3525; MWAX 3631 – 3700; MWAX 3526 – 3610;
MWAX 3836 – 3970 (inclusive).

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: July 27, 2016



Claire E. Murphy