

ALVORD AND ALVORD PLLC

ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036

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

PHONE: (202) 393-2266  
FAX: 1-855-600-2836  
E-MAIL: [alvord@alvordlaw.com](mailto:alvord@alvordlaw.com)  
WEBSITE: [www.alvordlaw.com](http://www.alvordlaw.com)

May 15, 2015

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 May 15, 2015, 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:

149 steel railcars: MMAX 401 – MMAX 549, inclusive;  
1 hybrid railcar: MMAX 400;  
100 hybrid railcars: MWAX 4701 – MWAX 4800, inclusive;  
6 steel railcars: MACX 5070 – MACX 5075.

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

Memorandum of Lease Agreement.

Section Chief  
May 15, 2015  
Page 2

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 May 15, 2015

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 May 15, 2015 at \_\_\_\_:\_\_\_\_.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 15, 2015, by and between MARTIN MARIETTA MATERIALS, INC. ("Lessee") PNC EQUIPMENT FINANCE, LLC ("Lessor"), with reference to the following:

1. Pursuant to an Agency Agreement dated as of May 15, 2015 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 Railcar 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").

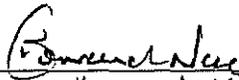
2. The Lease shall be subject to the term specified in the Schedule, and any extension of such term to the extent provided for therein.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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.

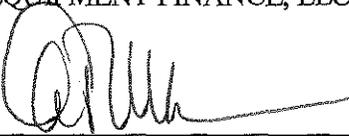
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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:   
Name: C. Howard Nye  
Title: Chairman, President & CEO

PNC EQUIPMENT FINANCE, LLC

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

STATE OF NC )  
 ) ss.  
COUNTY OF Wake )

I HEREBY CERTIFY, that on this 14 day of May, 2015, before me, the undersigned, a Notary Public of the State of North Carolina, personally appeared C. Howard Nye, who acknowledged himself to be the Chairman, President & CEO 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 Chairman, President & CEO of said company by signing the name of the company by himself as the Chairman, President & CEO

AS WITNESS my hand and notarial seal.

Nanci B Little  
Notary Public

My commission expires: July 1, 2015



EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

149 Steel Cars with reporting marks: MMAX 401-MMAX 549, inclusive  
1 Hybrid Car with reporting mark: MMAX 400  
100 Hybrid Cars with reporting marks: MWAX 4701-4800, inclusive  
6 Steel Cars with reporting marks: MACX 5070-5075, inclusive