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RECORDATION NO. 22371 FILED  
AUG 31 '99 10-30 AM

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 30, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of August 31, 1999, 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:

Assignor: Railcar, Ltd.  
1819 Peachtree Road, N.E.  
Suite 455  
Atlanta, Georgia 30309-1847

Assignee: TransAmerica Equipment Financial Services  
Corporation  
210 Interstate North Parkway  
Suite 315  
Atlanta, Georgia 30339

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

set forth on the exhibit "Description of Railcars" attached thereto

Mr. Vernon A. Williams  
August 30, 1999  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

AUG 31 '99

10-30 AM

MEMORANDUM OF ASSIGNMENT OF LEASE

1. This instrument relates to the Lease Agreement dated as of July 15, 1997, and the related Exhibit A-1 & Exhibit A-4 (collectively, the "Lease Agreement"), between Railcar, Ltd. ("LTD"), as lessor, and Martin Marietta Aggregates ("Lessee"), as lessee, pursuant to which LTD has leased to Lessee the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said Lease Agreement and Exhibits are collectively referred to hereinafter as the "Lease". Pursuant to the Assignment Agreement dated as of August 31, 1999 (the "Assignment Agreement"), between LTD and TransAmerica Equipment Financial Services Corporation ("TEFSC"), LTD has assigned to TEFSC all of LTD's rights, title, and interest in and to the Lease and the Cars.

2. The addresses of the parties are as follows:

Railcar, Ltd. (Former Lessor / Assignor)  
1819 Peachtree Road, N.E., Suite 455  
Atlanta, Georgia 30309-1847

TransAmerica Equipment Financial Services Corporation (New Lessor/Assignee)  
210 Interstate North Parkway, Suite 315  
Atlanta, Georgia 30339

3. The term of the Lease has already commenced and Exhibit A-1 is scheduled to end on November 30, 2000 and Exhibit A-4 is scheduled to end on April 30, 2000, and both terms will continue until either party terminates successive periods.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

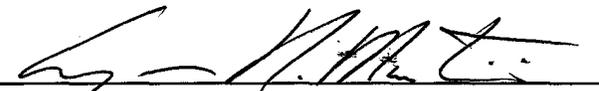
5. The terms and provisions of the assignment are more particularly set forth in the Assignment Agreement.

6. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

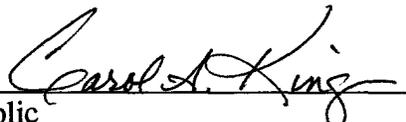
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of August 31, 1999.

RAILCAR, LTD.

By:   
Name: Eugene N. Martini  
Title: Executive Vice President

State of Georgia, County of Fulton

On August 31, 1999, before me personally appeared Eugene N. Martini, to me personally known, who being by me duly sworn says that he is Executive Vice President of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public  
My commission expires: Notary Public, DeKalb County, Georgia  
My Commission Expires July 14, 2001

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

TRANSAMERICA EQUIPMENT FINANCIAL  
SERVICES CORPORATION

By: *E. David West*  
Name: E. David West  
Title: Vice President

State of Georgia, County of Gwinnette

On August 31, 1999, before me personally appeared E. David West, to me personally known, who being by me duly sworn says that he is Vice President of Transamerica Equipment Financial Services Corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Thelma B. Wilson*  
Notary Public

My commission expires: **MY APPOINTMENT EXPIRES MARCH 30 2003  
GWINNETT COUNTY, GEORGIA**

[NOTARIAL SEAL]

# DESCRIPTION OF RAILCARS

Lessee: Martin Marietta Aggregates

Quantity: 1

Car Description: 100 Ton, 2300 Cubic Foot, Open Top Hopper

\*MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .  
\*=====

GNRR 000760

# DESCRIPTION OF RAILCARS

Lessee: Martin Marietta Aggregates

Quantity: 26

Car Description: 100 Ton 3344-3468 Cubic Foot, 4 Pocket Open Top Hopper

*MARK.	UNIT	.MARK.	UNIT	.								
GNRR	000730	GNRR	000731	GNRR	000732	GNRR	000733	GNRR	000734	GNRR	000735	.
GNRR	000736	GNRR	000737	GNRR	000738	GNRR	000739	GNRR	000740	GNRR	000741	.
GNRR	000742	GNRR	000743	GNRR	000744	GNRR	000745	GNRR	000746	GNRR	000747	.
GNRR	000748	GNRR	000749	GNRR	000750	GNRR	000751	GNRR	000752	GNRR	000753	.
GNRR	000754	GNRR	000755									.