

REGORDATION NO. 24532 FILED

JUL 29 '03 11-58 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
URBAN A. LESTER

July 29, 2003

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 Lease, dated as of July 23, 2003, 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: Railcar, Ltd.  
1201 Peachtree St., N.E.  
400 Colony Square, Suite 1101  
Atlanta, GA 30361

Lessee: Martin Marietta Materials, Inc.  
125 Augusta Street, Suite C  
Paducah, KY 42003

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

33 gondolas within the series RMGX 004201 – RMGX 004297

Mr. Vernon A. Williams  
July 29, 2003  
Page Two

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

Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 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 "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

JUL 29 '03 11-58 AM

**MEMORANDUM OF LEASE**

SURFACE TRANSPORTATION BOARD

1. Pursuant to that certain Lease Agreement dated July 15, 1997, and the related Exhibit A-5 dated as of July 23, 2003, (collectively, the "Lease Agreement"), between Railcar, Ltd. as Lessor, and Martin Marietta Materials, Inc., as Lessee, Lessor has leased to Lessee the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease".

2. The addresses of the parties are as follows:

Lessor: Railcar, Ltd.  
1201 Peachtree Street, N.E.  
400 Colony Square, Suite 1101  
Atlanta, Georgia 30361

Lessee: Martin Marietta Materials, Inc.  
125 Augusta Street, Suite C  
Paducah, KY 42003  
Attn: Darin Matson

3. The term of the Lease is three (3) years commencing on May 1, 2001, and is scheduled to end approximately on April 30, 2004, unless otherwise amended or extended by the parties.

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

5. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of July 23, 2003.

RAILCAR, LTD.

By:   
Name: Jeffrey Edelman  
Title: Vice President of Finance

[SIGNATURES CONTINUE ON NEXT PAGE]

Deal 565

State of Georgia, County of Cobb

On July 23, 2003, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Finance 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.

Gayle A. Higbee

Notary Public: Gayle A. Higbee  
My commission expires: May 29, 2007

[NOTARIAL SEAL]

MARTIN MARIETTA MATERIALS, INC.

By: J. Michael Pertsch  
Name: J. Michael Pertsch  
Title: President - Southeast Division

State of Alabama, County of Jefferson

On 17th July, 2003, before me personally appeared J. Michael Pertsch, to me personally known, who being by me duly sworn says that he is President Southeast Div. of Martin Marietta Materials, Inc. 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.

Sheila E. Peoples

Notary Public:  
My commission expires:

MY COMMISSION EXPIRES FEBRUARY 17, 2008

[NOTARIAL SEAL]

EXHIBIT A

DESCRIPTION OF RAILCARS

This is Exhibit A to the Memorandum of Lease dated as of July 23, 2003, between Railcar, Ltd., as Lessor, and Martin Marietta Materials, Inc., as Lessee.

Quantity of Cars: Thirty-three (33)

Description of Cars: Used 52' 6" 100-Ton gondolas with 5 ft. sides

Car Marks and Numbers:

RMGX 004201	RMGX 004202	RMGX 004205
RMGX 004207	RMGX 004208	RMGX 004209
RMGX 004211	RMGX 004212	RMGX 004214
RMGX 004216	RMGX 004218	RMGX 004219
RMGX 004221	RMGX 004222	RMGX 004223
RMGX 004225	RMGX 004229	RMGX 004231
RMGX 004232	RMGX 004237	RMGX 004270
RMGX 004273	RMGX 004274	RMGX 004277
RMGX 004281	RMGX 004282	RMGX 004287
RMGX 004288	RMGX 004290	RMGX 004291
RMGX 004292	RMGX 004293	RMGX 004297