



The David J. Joseph Company

April 12, 2005

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

RECORDATION NO. 21507-B FILED

APR 13 '05

2-52 PM

**SURFACE TRANSPORTATION BOARD**



Dear Mr. Williams:

Please find enclosed, two (2) certified copies of the Amendment No. 3 to Railroad Equipment Lease dated as of November 10, 2004 between the following parties:

Lessee: Martin Marietta Materials, Inc.  
1825 Lakeway Drive; Suite 300  
Lewisville, TX 75057

Lessor: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

Please see exhibit A for the equipment eighteen (18) railcars, involved in this transaction.

This filing is to appear in the index as follows: Amendment No. 3 to Railroad Equipment Lease dated as of November 10, 2004 related to eighteen (18) railcars bearing reporting marks DJTX 5100 – 5117.

Please file this as a secondary document under the Recordation Number 21507-B, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 21507 through 21507-A.

The filing fee for this document in the amount of \$32.00, is included on Check No. 570257. Please return a stamped copy to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard  
Documentation Coordinator

Enclosures

APR 13 '05

2-52 PM

AMENDMENT NO. 3  
TO  
SURFACE TRANSPORTATION BOARD RAILROAD EQUIPMENT LEASE

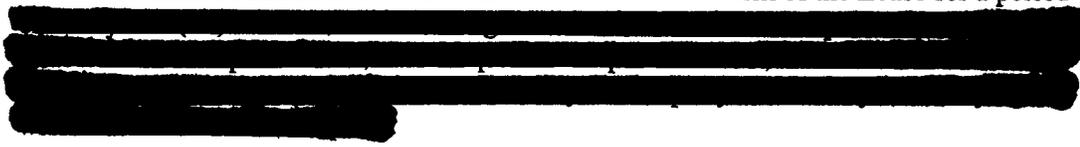
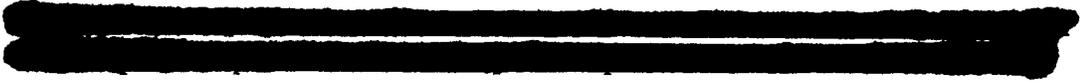
This Amendment No. 3 to Railroad Equipment Lease ("Amendment No. 3"), is entered into this 10<sup>th</sup> day of November, 2004, by and between **THE DAVID J. JOSEPH COMPANY (f/k/a Joseph Transportation Services, Inc.)** ("Lessor") and **MARTIN MARIETTA MATERIALS, INC.** ("Lessee"), amending that certain Railroad Equipment Lease dated May 15, 1998, as subsequently amended by agreements dated June 6, 2001 and March 26, 2002 (hereinafter collectively referred to as the "Lease"), by and between Lessor and Lessee.

**WHEREAS**, the parties desire to amend the Lease by extending the term of the Lease.

**WHEREAS**, the parties desire to amend the Lease by increasing the Base Rental as defined in the Lease.

**WHEREAS**, the parties desire to amend the Lease to delete one (1) Unit, due to such Unit being destroyed.

**NOW, THEREFORE**, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Lease shall be amended to reflect the extension of the Term of the Lease for a period  

2. 
3. The Lease shall be further amended to reflect the removal of one (1) Unit from the Lease, specifically DJTX 5118.  There are eighteen (18) Units, specified in Exhibit A attached hereto, subject to the Lease as of October 1, 2004.
4. All other terms and conditions of the Lease remain unchanged and in full force and effect.

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Eighteen (18) 1977 built open top hopper railcars bearing reporting marks:

DJTX005100  
DJTX005101  
DJTX005102  
DJTX005103  
DJTX005104  
DJTX005105  
DJTX005106  
DJTX005107  
DJTX005108  
DJTX005109  
DJTX005110  
DJTX005111  
DJTX005112  
DJTX005113  
DJTX005114  
DJTX005115  
DJTX005116  
DJTX005117

**CERTIFICATE**

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copies of the documents attached hereto have been compared with the originals and that the undersigned has found the copies to be complete and identical in all respects to the original documents.

  
Notary Public