

RECORDATION NO. 27310 FILED

DEC 28 '07 -10 15 AM

**SURFACE TRANSPORTATION BOARD**

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

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

20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

OF COUNSEL  
URBAN A. LESTER

December 28, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

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 Equipment Lease Agreement, dated as of December 27, 2007, 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:	Banc of America Leasing & Capital, LLC One Financial Plaza Providence, Rhode Island 02903
Lessee:	Martin Marietta Materials, Inc. 2710 Wycliff Road Raleigh, North Carolina 27622

Mr. Vernon A. Williams  
December 28, 2007  
Page 2

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

36 cars within the series MWAX 5001 - MWAX 5044 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Equipment Lease Agreement.

Also enclosed is a check in the amount of \$35.00 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 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**Bank of America**



One Financial Plaza  
Providence, Rhode Island 02903-2305

FILED AND RECORDED WITH THE \_\_\_\_\_

On: \_\_\_\_\_

At: \_\_\_\_\_

And given Recordation No.: \_\_\_\_\_

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT dated as of December 27, 2007 by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company ("Lessor") and Martin Marietta Materials, Inc., a North Carolina corporation ("Lessee"), as such agreement relates to Equipment Schedule No. 15814-11500-004 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 36 Open Top Hopper Cars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule of Equipment attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: December 27, 2007

Lessor:  
BANC OF AMERICA LEASING & CAPITAL, LLC

By: [Signature]  
Name: David B. Cournoyer  
Title: Senior Vice President

Lessee:  
MARTIN MARIETTA MATERIALS, INC.

By: [Signature]  
Name: Byron Creech  
Title: Assistant Treasurer

**SCHEDULE OF EQUIPMENT**

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: **MARTIN MARIETTA MATERIALS, INC.**  
APPLICABLE RECOVERY PERIOD: 7 Years

**CAR NUMBER**

Vendor: National Steel Car Limited  
600 Kenilworth Avenue  
P.O. box 2450

Hamilton, Ontario, Canada  
L8N3J4

The following Equipment is initially located at: 8200 IH 10 West, Suite 600  
San Antonio, TX 78230

Vendor: National Steel Car Limited

600 Kenilworth Avenue  
P.O. box 2450

Hamilton, Ontario, Canada  
L8N3J4

The following Equipment is initially located at: 8200 IH 10 West, Suite 600  
San Antonio, TX 78230

36 2400 CF Open Top Hopper Cars

Invoice #38417    Martin Marietta    National Steel Car Limited

<u>Car Number</u>	<u>Shop Number</u>	<u>Light Weight</u>	<u>Load Limit</u>
MWAX 5001	1	55,300	230,700
MWAX 5002	2	55,300	230,700
MWAX 5011	11	55,300	230,700
MWAX 5014	14	55,100	230,900
MWAX 5017	17	55,200	230,800
MWAX 5018	18	55,200	230,800
MWAX 5020	20	55,100	230,800
MWAX 5003	3	54,700	231,300
MWAX 5005	5	55,200	230,800
MWAX 5007	7	55,300	230,700
MWAX 5009	9	55,300	230,700
MWAX 5010	10	55,300	230,800
MWAX 5025	25	57,400	228,600
MWAX 5027	27	54,800	231,300
MWAX 5028	28	54,700	231,300
MWAX 5036	36	55,100	230,900
MWAX 5012	12	55,200	230,800

**SCHEDULE OF EQUIPMENT**

Attached hereto and made part of the following documents: Memorandum of Equipment Lease Agreement

With: **MARTIN MARIETTA MATERIALS, INC.**

APPLICABLE RECOVERY PERIOD: 7 Years

CAR NUMBER			
MWAX 5029	29	55,200	230,800
MWAX 5030	32	55,200	230,800
MWAX 5032	32	55,200	230,800
MWAX 5015	16	55,200	230,800
MWAX 5021	21	55,200	230,800
MWAX 5022	22	55,200	230,800
MWAX 5023	23	55,200	230,800
MWAX 5016	16	55,200	230,600
MWAX 5037	37	55,200	230,800
MWAX 5039	39	55,100	230,900
MWAX 5040	40	55,100	230,900
MWAX 5006	6	55,300	230,700
MWAX 5008	8	55,300	230,700
MWAX 5013	13	55,100	230,900
MWAX 5019	19	55,200	230,800
MWAX 5038	38	56,500	229,500
MWAX 5041	41	56,400	229,600
MWAX 5043	43	56,500	229,500
MWAX 5044	44	56,500	229,500

**WITH ALL STANDARD AND ACCESSORY EQUIPMENT**

**BANC OF AMERICA LEASING & CAPITAL, LLC**

**MARTIN MARIETTA MATERIALS, INC.**

By: *David R. Goumoyer*  
 Name: **David R. Goumoyer**  
 Title: **Senior Vice President**

By: *Byron Creech*  
 Name: **Byron Creech**  
 Title: **Assistant Treasurer**

STATE OF: Rhode Island

SS.

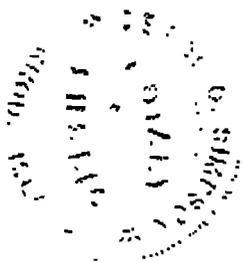
COUNTY OF: Providence

On Dec. 27, 2007 before me, Deaise C Simpson Notary  
(Notary Name and Title)

personally appeared David R. Cournoyer personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Deaise C Simpson  
(Notary Seal) 03/25/2010



STATE OF: North Carolina

SS.

COUNTY OF: Durham

On December 27, 2007 before me, Rebecca L Monaco  
(Notary Name and Title)

personally appeared Byron Creech personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Rebecca L Monaco

(Notary Seal)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 12/28/07



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Robert W. Alvord