

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

September 24, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 2, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Vulcan Materials Company
1200 Urban Center Drive
Birmingham, AL 35242

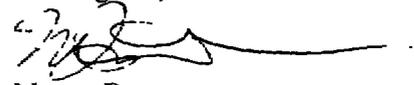
A description of the railroad equipment covered by the enclosed document is ninety one (91) 2300 cubic foot, open top hopper cars; having FURX marks (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Best regards,



Marcia Dunne
Sr. Rail Documentation Specialist

Enclosure
(V.L.C'004)

ASSGN. NO.: VULC004

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 2nd day of September, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Vulcan Materials Company ("Lessee"), a New Jersey corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 2, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 1, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

ATTEST:

By: K.A. Dombrowski

Name: K.A. DOMBROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 2nd day of Sept., 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of September, 2008

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2012
(Notary Public)



LESSEE:

VULCAN MATERIALS COMPANY

ATTEST:

By: _____

Name: _____

Title: _____

[Handwritten Signature]

DAVID J. GRAYSON

VP/CM (OPERATION)

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____ personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this _____ day of _____, _____.

Notary Public

Commission Expires:

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety-one (91)

DESCRIPTION OF CARS: 2300 cubic foot Open Top Hoppers with automatic discharge gates

CAR NUMBERS:

FURX 910000	FURX 911043	FURX 911099
FURX 910003	FURX 911046	FURX 911105
FURX 910007	FURX 911047	FURX 911106
FURX 910010	FURX 911049	FURX 911111
FURX 910011	FURX 911051	FURX 911114
FURX 910012	FURX 911052	FURX 911115
FURX 910013	FURX 911053	FURX 911116
FURX 910017	FURX 911054	FURX 911120
FURX 910020	FURX 911055	FURX 911121
FURX 910025	FURX 911059	FURX 911126
FURX 911002	FURX 911060	FURX 911127
FURX 911003	FURX 911061	FURX 911131
FURX 911004	FURX 911062	FURX 911134
FURX 911006	FURX 911064	FURX 911137
FURX 911008	FURX 911065	FURX 911138
FURX 911009	FURX 911068	FURX 911141
FURX 911011	FURX 911070	FURX 911149
FURX 911013	FURX 911071	FURX 911150
FURX 911017	FURX 911073	FURX 911154
FURX 911018	FURX 911074	FURX 911157
FURX 911019	FURX 911077	FURX 911168
FURX 911020	FURX 911078	FURX 911169
FURX 911024	FURX 911083	FURX 911174
FURX 911025	FURX 911084	FURX 911178
FURX 911027	FURX 911085	FURX 911183
FURX 911028	FURX 911088	
FURX 911030	FURX 911089	
FURX 911031	FURX 911090	
FURX 911033	FURX 911091	
FURX 911034	FURX 911094	
FURX 911036	FURX 911095	
FURX 911038	FURX 911097	
FURX 911039	FURX 911098	