Joseph
Transportation

Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

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MANAGEMENT
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May 13, 2002

RECORDATION NO. 21507-A FILED

MAY 15 '02 4-28 PM

SURFACE TRANSPORTATION BOARD

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of March 26, 2002, between the following parties:

Lessee: Martin Marietta Materials, Inc.
5575 DTC Parkway, Suite 325
Greenwood Village, CO 80111

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see exhibit A for the equipment, nineteen (19) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of March 26, 2002 related to nineteen (19) railcars bearing reporting marks DJTX 5100-5118, inclusive.

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

The filing fee for this document in the amount of $30.00, is included on check #18920. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard

Julie M. Woodard
Documentation Coordinator

Enclosures

Corporate Offices: 300 Pike Street, Cincinnati, OH 45202-4222
Mail Address: P.O. Box 1077, Cincinnati, OH 45201-1077
513-929-4500 FAX 513-345-4375

RECORDATION NO. 21507-A FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF
AMENDMENT NO. 2 TO
RAILROAD EQUIPMENT LEASE

This **MEMORANDUM OF AMENDMENT NO. 2 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 2") entered into this 26th day of March, 2002, is intended to evidence the amendment dated as of March 26, 2002 (the "Amendment No. 2"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), **MERIDIAN AGGREGATES COMPANY, A LIMITED PARTNERSHIP,** a Delaware limited partnership ("Former Lessee"), and **MARTIN MARIETTA MATERIALS, INC.,** a North Carolina corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. The parties agree to substitute Lessee in place of Former Lessee as to the Lease. Lessee has the right to use the nineteen (19) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on July 13, 1998, with Recordation No. 21507. This Memorandum of Lease Amendment No. 2 should receive Recordation No. 21507-A.

REMAINDER OF THIS PAGE PURPOSEFULLY LEFT BLANK

IN WITNESS WHEREOF, Lessor, Lessee and Former Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 on the date indicated below its signature.

LESSOR

JOSEPH TRANSPORTATION SERVICES, INC.

By: _____

Title: President

Date: March 26, 2002

LESSEE

MARTIN MARIETTA MATERIALS, INC.

By: _____

Title: VICE-PRESIDENT

Date: 4-15-02

FORMER LESSEE

MERIDIAN AGGREGATES COMPANY,
A LIMITED PARTNERSHIP

By: _____

Title: OFFICER

Date: 4-15-02

STATE OF OHIO)
) **SS:**
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 26th day of March, 2002, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Notary Public

NOTARY PUBLIC STATE OF OHIO

BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF Texas)
) **SS:**
COUNTY OF Bexar)

The foregoing instrument was acknowledged before me this 15th day of April, 2002, by Bruce A. Vaio the Vice-President of Martin Marietta Materials, Inc., a North Carolina corporation, on behalf of the corporation.

KERRY S. MEYERS
Notary Public
STATE OF TEXAS
My Comm. Exp. 03-29-2004

Notary Public

STATE OF Texas)
) **SS:**
COUNTY OF Bexar)

The foregoing instrument was acknowledged before me this 15th day of April, 2002, by Bruce A. Vaio, the Officer of Meridian Aggregates Company, A Limited Partnership, a Delaware limited partnership, on behalf of the company.

Notary Public

KERRY S. MEYERS
Notary Public
STATE OF TEXAS
My Comm. Exp. 03-29-2004

EXHIBIT A

To the Memorandum of Amendment No. 2 dated March 26, 2002, between Joseph Transportation Services, Inc., Martin Marietta Materials, Inc., and Meridian Aggregates Company, A Limited Partnership.

DESCRIPTION OF UNITS

Nineteen (19) railcars bearing reporting marks as follows:

DJTX 5100 – DJTX 5118, inclusive.