



**Joseph Transportation Services, Inc.**  
*a subsidiary of Joseph Transportation*

July 15, 2002

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

RECORDATION NO. 18914-E FILED

JUL 18 '02 2-05 PM

**SURFACE TRANSPORTATION BOARD**



Dear Ms. Stokes:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of June 24, 2002, between the following parties:

- Lessee: Martin Marietta Materials, Inc.  
3019 Riverwatch Parkway  
Augusta, GA 30907
- Lessor: Joseph Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Please see exhibit A for the equipment, twenty-nine (29) 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 June 24, 2002 related to twenty-nine (29) railcars bearing reporting marks DJJX 424-430 and DJJX 432-453.

Please file this as a secondary document under the Recordation Number 18914-E, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 18914 through 18914-D.

The filing fee for this document in the amount of \$30.00 is included on the enclosed check No. 17717 which was previously cashed by the Surface Transportation Board as indicated by the enclosed copy of the check. The check was sent to the STB in error without any documents attached for filing. 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  
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. 18914-E FILED

MEMORANDUM OF AMENDMENT NO. 2  
TO  
RAILROAD EQUIPMENT LEASE

JUN 18 '02 2-05 PM  
SURFACE TRANSPORTATION BOARD

This Memorandum of Amendment No. 2 to Railroad Equipment Lease ("Amendment No. 2"), is entered into this 24<sup>th</sup> day of June, 2002, by and between **JOSEPH TRANSPORTATION SERVICES, INC. (f/k/a DJJ TRANSPORTATION SERVICES, INC.)**, a Delaware corporation (hereinafter referred to as "Lessor") and **MARTIN MARIETTA MATERIALS, INC.**, a North Carolina corporation (hereinafter referred to as "Lessee"), to evidence amending that certain Railroad Equipment Lease covering the twenty-nine (29) (originally thirty (30)) railcars, which are subject to the Lease (the "Units") dated March 14, 1994, as amended by Amendment No. 1 dated June 9, 1997 (together, the "Lease").

**RECITALS:**

WHEREAS, Lessor and Lessee were parties to the Lease pursuant to which twenty-nine (29) (originally thirty (30)) railcars, (described in Exhibit A to the Lease) were leased by Lessor to Lessee.

WHEREAS, Lessor sold the Units and assigned the Lease pursuant to that certain Purchase and Sale Agreement dated June 26, 1997, by and between Lessor and Allfirst Bank (f/k/a The First National Bank of Maryland) (hereinafter referred to as "Allfirst"), effective July 1, 1997.

WHEREAS, the Lease expires June 30, 2002, and effective July 1, 2002, Allfirst will sell the Units and assign the Lease back to Lessor.

WHEREAS, Lessee and Lessor desire to extend the Term of the Lease for the Units and to amend certain other provisions of the Lease.

**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:

This Memorandum of Amendment No. 2 to Railroad Equipment Lease shall evidence the Amendment No. 2 between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation (the "Lessor"), and **MARTIN MARIETTA MATERIALS, INC.**, a North Carolina corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board ("STB") under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty-nine (29) 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 and Amendments.

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

**JOSEPH TRANSPORTATION SERVICES, INC.**

**MARTIN MARIETTA MATERIALS, INC.**

By: *Paul G. Jantsch*

By: *J. Michael Perlock*

Name: Paul G. Jantsch

Name: J. Michael Perlock

Title: President

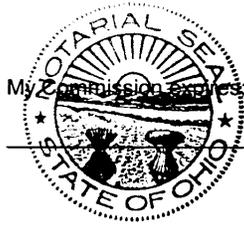
Title: President - Southeast Division

Date: June 24, 2002

Date: 7-3-02

STATE OF OHIO                    )  
  )  
COUNTY OF HAMILTON        )     SS:

The foregoing instrument was acknowledged before me this 24<sup>TH</sup> day of June, 2002 by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.



LINDA M. BAUGHMAN  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

*Linda M. Baughman*  
Notary Public

*Georgia*  
STATE OF NORTH CAROLINA    )  
  )  
COUNTY OF *Durham*         )     SS:

The foregoing instrument was acknowledged before me this 3 day of ~~June~~ <sup>July</sup>, 2002, by *J. Michael Pettit* the ~~S.E. Div.~~ <sup>Pres.</sup> of Martin Marietta Materials, Inc., a North Carolina corporation, on behalf of the corporation.

*Barbara J. Barnes*  
Notary Public

My Commission expires:  
Notary Public, Forsyth County, Georgia  
My Commission Expires March 26, 2005

**EXHIBIT A**

To the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated June 24, 2002, between Joseph Transportation Services, Inc. and Martin Marietta Materials, Inc.

**DESCRIPTION OF UNITS**

Twenty-nine (29) railcars bearing reporting marks as follows:

DJJX 424-430 AND DJJX 432-453