

First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

September 18, 2002

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

RECEIVED
MA
MANAGEMENT
SEP
RECORDATION NO. 22142-C FILED

Re: Memorandum of Lease Agreement

SEP 20 '02 2-87 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 26, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22142.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018	Lessee:	Meridian Aggregates Company Meridian Business Group Martin Marietta Materials Southwest Division 11467 Huebner, Suite 300 San Antonio, TX 78230
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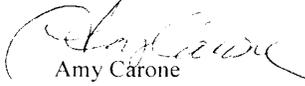
A description of the railroad equipment covered by the enclosed document is forty-eight (48) 2300 cubic foot open top hoppers, with NOKL marks (see Exhibit A for numbers).

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

Also enclosed is a check in the amount of \$30.00 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 or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Amy Carone
Manager of Documentation

Enclosures

(MEAG011)

ASSGN. NO.: MEAG011

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of August, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Meridian Aggregates Company ("Lessee"), a Delaware limited partnership.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 1, 2002 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

ATTEST:

By: [Signature]
Name: K.A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: _____
Title: _____

Executed on this 26th day of August, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

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

WITNESS my hand and official stamp or seal, this 26th day of August, 2002

[Signature]
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



RECORDATION NO. 22142-C FILED
SEP 20 '02 2-37 PM
SURFACE TRANSPORTATION BOARD

LESSEE:

MERIDIAN AGGREGATES COMPANY

By: Bruce A. Vaio
Name: Bruce A. Vaio
Title: PRESIDENT

ATTEST:

By: Maria L Champion
Name: Maria L Champion
Title: Exec Asst

Executed on this 19th day of August, 2002.

[CORPORATE SEAL]

STATE OF Texas
COUNTY OF Bexar

I, Kerry S. Meyers, a Notary Public of the County and State aforesaid, certify that Bruce A. Vaio personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19th day of August, 2002.

Kerry S. Meyers
Notary Public

Commission Expires:
3-29-04
(Notary Public)

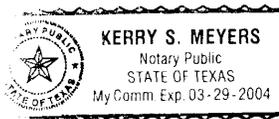


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty-eight (48)

DESCRIPTION OF CARS: 2300 cu. ft., 263,000 lb., 100-ton, Open Top Hoppers with 45 degree slope sheets

CAR NUMBERS: See below:

NOKL 910103	NOKL 910318
NOKL 910109	NOKL 910331
NOKL 910116	NOKL 910342
NOKL 910130	NOKL 910351
NOKL 910135	NOKL 910368
NOKL 910138	NOKL 910371
NOKL 910141	NOKL 910372
NOKL 910152	NOKL 910375
NOKL 910158	NOKL 910376
NOKL 910176	NOKL 910378
NOKL 910183	NOKL 910388
NOKL 910191	NOKL 910389
NOKL 910200	NOKL 910395
NOKL 910213	Count: 48
NOKL 910215	
NOKL 910216	
NOKL 910217	
NOKL 910223	
NOKL 910224	
NOKL 910226	
NOKL 910227	
NOKL 910242	
NOKL 910257	
NOKL 910271	
NOKL 910275	
NOKL 910276	
NOKL 910279	
NOKL 910287	
NOKL 910296	
NOKL 910297	
NOKL 910298	
NOKL 910302	
NOKL 910306	
NOKL 910312	
NOKL 910313	