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OF COUNSEL
URBAN A. LESTER

November 27, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 24087-A FILED
NOV 27 '02 1-39 PM
SURFACE TRANSPORTATION BOARD

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 Lease, dated as of September 29, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 24087.

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

Lessor:	Railcar Asset Financing Trust c/o Wilmington Trust Company, as Trustee 1100 North Market Street Rodney Square North Wilmington, Delaware 19890
Servicer:	Railcar, Ltd. 1201 Peachtree St., N.E. 400 Colony Square, Suite 1101 Atlanta, Georgia 30361
Lessee:	Martin Marietta Aggregates 11467 Huebner Road, Suite 300 San Antonio, Texas 78230

Mr. Vernon A. Williams
November 27, 2002
Page 2

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

Forty-two (42) hopper railcars within the series ITGX 009900 - ITGX 009941.

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

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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NOV 27 '02 1:39 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to that certain Lease Agreement dated July 15, 1997 ("Master Lease") and the related Exhibit A-8 dated September 29, 2002 ("Lease Exhibit"), by and between Railcar Asset Financing Trust, a Delaware statutory trust ("Lessor"), Railcar, Ltd. ("Servicer") and Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc. ("Lessee"), Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto and entitled "Description of Railcars" (the "Cars"); and Servicer has agreed to perform certain of Lessor's obligations under the Lease Agreement with respect to the Cars. The Master Lease and Lease Schedule are hereinafter collectively referred to as the "Lease."

2. The addresses of the parties are as follows:

Lessor: Railcar Asset Financing Trust (Lessor)
c/o Wilmington Trust Company, as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890
Attn: Corporate Trust Administration

Servicer: Railcar, Ltd.
1201 Peachtree Street, N.E.
400 Colony Square, Suite 1101
Atlanta, GA 30361
Attn: Contracts Administration

Lessee: Martin Marietta Aggregates
11467 Huebner Road, Suite 300
San Antonio, TX 78230

3. The term of the Lease Exhibit is five (5) years commencing on September 1, 2002, and expiring on August 31, 2007, unless otherwise extended or amended by the parties.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Exhibit and the Master Lease.

5. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[SIGNATURES BEGIN ON NEXT PAGE]

668

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of October 17, 2002.

RAILCAR ASSET FINANCING TRUST

By: Wilmington Trust Company, solely in its capacity as Trustee

By: [Signature]

Name: David A. Vanaskey, Jr.

Title: Vice President

State of Delaware, County of New Castle

On October 17, 2002, before me personally appeared, David A. Vanaskey, Jr., to me personally known, who being by me duly sworn says that he is Vice President of Wilmington Trust Company, a Delaware banking corporation, the Trustee of Railcar Asset Financing Trust, and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

SHERRY L. KEATING
NOTARY PUBLIC-DELAWARE
My Commission Expires June 28, 2003

[Signature]

Notary Public

My commission expires: June 28, 2003

RAILCAR, LTD.

By: [Signature]

Name: Jeffrey Edelman

Title: Senior Vice President, Finance

State of Georgia, County of Fulton

On November 7, 2002, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Senior Vice President of Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

[Signature]

Notary Public

My commission expires: 5-29-03

MARTIN MARIETTA AGGREGATES, a
Division of Martin Marietta Materials, Inc.

By: John C. Genova

Name: JOHN C. GENOVA

Title: VICE PRESIDENT, LOGISTIC OPS.

State of Texas, County of Bexar

On Oct. 24, 2002, before me personally appeared John C. Genova, to
me personally known, who being by me duly sworn says that he is Vice President
of
Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc., a _____ corporation,
and that he executed the foregoing instrument on behalf of said corporation by authority of its Board
of Directors, and he acknowledged that the execution of the foregoing instrument was the free act
and deed of said corporation.

Kerry S. Meyers
Notary Public
My commission expires:

[NOTARIAL SEAL]

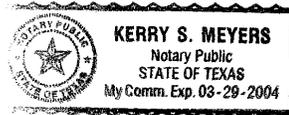


EXHIBIT A TO MEMORANDUM OF LEASE

Description of Railcars

This is Exhibit A to the Memorandum of Lease dated as of November 7, 2002, between Railcar Asset Financing Trust ("Lessor"), Railcar, Ltd. ("Servicer"), and Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc. ("Lessee").

Owner of Cars: Railcar Asset Financing Trust

Quantity of Cars: Forty-two (42)

Description of Cars: Used 100-ton/2200 cubic foot Ortner rock hoppers

Car Marks and Numbers: ITGX 009900 through 009941, inclusive.