

RECORDATION NO. 21871-B FILED

JAN 28 '04 1-56 PM

SURFACE TRANSPORTATION BOARD

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January 27, 2004

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

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 Termination of Railcar Lease Agreement dated as of November 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Board under Recordation Number 21871.

The name and address of the party to the enclosed document are:

Lessor: Manufacturers and Traders Trust Company
(successor in interest to Allfirst Bank)
25 South Charles Street
Baltimore, Maryland 21201

[Lessee: Vulcan Construction Materials, LP
1200 Urban Center Drive
Birmingham, Alabama 35242]

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document
is:

33 gondola railcars: PRSX 201 – PRSX 225 (except PRSX 215 and
PRSX 219) and PRSX 242 – PRSX 251.

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

Memorandum of Termination of Railcar Lease Agreement

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,



Edward M. Luria

EML/anm
Enclosures

RECORDATION NO. 21871-B FILED

Manufacturers and Traders Trust Company

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF TERMINATION OF
RAILCAR LEASE AGREEMENT**

Dated as of November 3rd, 2003

by

**MANUFACTURERS AND TRADERS TRUST COMPANY,
as Lessor**

**MEMORANDUM OF TERMINATION OF
RAILCAR LEASE AGREEMENT**

THIS MEMORANDUM OF TERMINATION OF RAILCAR LEASE AGREEMENT (this "Memorandum") is made as of November 30, 2003 by MANUFACTURERS AND TRADERS TRUST COMPANY (successor by merger to Allfirst Bank), a New York banking corporation ("Lessor") with reference to the following:

1. Lessor owns certain railroad freight car equipment (the "Railcars") as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Railcar Lease Agreement dated as of July 1, 1998 between Progress Rail Service Corporation ("Progress") and Vulcan Materials Company (the "Lessee") (the "Lease").
2. The Lease was recorded with the Surface Transportation Board ("STB") on December 11, 1998 under Recordation Number 21871.
3. Pursuant to the Assignment of Lessor's Interest in Lease dated as of November 30, 1998 (the "Assignment"), between Railcar, Ltd., Progress and Lessor, Progress sold to Lessor all of Progress' right, title and interest in and to the Lease.
4. The Assignment was recorded with STB on December 11, 1998 under Recordation Number 21871-A.
5. Lessor, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, has terminated and released its rights and interests (including without limitation any rights and interests as lessor and any security interests, liens, chattel mortgages, and other rights and interests as secured party) in and to, or pursuant to, the Lease.

[SIGNATURE APPEARS ON FOLLOWING PAGE]

EXHIBIT A

DESCRIPTION OF EQUIPMENT

Thirty three (33) 2,260 cubic-foot, 100-ton mill gondolas bearing reporting marks and numbers as follows:

PRSX	201
PRSX	202
PRSX	203
PRSX	204
PRSX	205
PRSX	206
PRSX	207
PRSX	208
PRSX	209
PRSX	210
PRSX	211
PRSX	212
PRSX	213
PRSX	214
PRSX	216
PRSX	217
PRSX	218
PRSX	220
PRSX	221
PRSX	222
PRSX	223
PRSX	224
PRSX	225
PRSX	242
PRSX	243
PRSX	244
PRSX	245
PRSX	246
PRSX	247
PRSX	248
PRSX	249
PRSX	250
PRSX	251