

RECORDATION NO. 25152 FILED

AUG 18 '04

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

**SURFACE TRANSPORTATION BOARD**

August 18, 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 three (3) copies of a Memorandum of Lease, dated July 1, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Rail Trust Equipment, Inc. P.O. Box 50456 Jacksonville, FL 32240
Lessee:	Martin Marietta Materials, Inc. 246 Stoneridge Drive Columbia, SC 29210

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

26 railcars RTEX 60000 – RTEX 60025

Mr. Vernon A. Williams  
August 18, 2004  
Page Two

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to that certain Equipment Lease Agreement, dated July 1, 2004, between Rail Trusts Equipment, Inc., as Lessor, and Martin Marietta Materials, Inc., as Lessee, Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto and made part hereof (the "Railcars").

2. The addressees of the parties are as follows:

Lessor: Rail Trusts Equipment, Inc.  
P.O. Box 50456  
Jacksonville, FL 32240

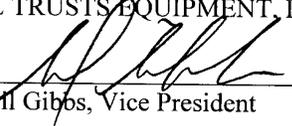
Lessee: Martin Marietta Materials, Inc.  
246 Stoneridge Drive  
Columbia, SC 29210

3. The terms and provisions of the Lease, including the commencement date and termination date, are more particularly set forth in the Lease Agreement.

4. This Memorandum of Lease may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same document, which may be evidenced by any such signed counterpart.

IN WITNESS WHEREOF, the parties hereto, have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

RAIL TRUSTS EQUIPMENT, INC.

By   
Gil Gibbs, Vice President

MARTIN MARIETTA MATERIALS, INC.

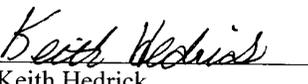
By   
Keith Hedrick  
Regional Vice President and General Manager –  
South Atlantic Region

EXHIBIT A TO MEMORANDUM OF LEASE

Description of Railcars

This is Exhibit A to the Memorandum of Lease between Rail Trusts Equipment, Inc. and Martin Marietta Materials, Inc.

<u>Owner of Cars:</u>	<u>Quantity:</u>	<u>Car Marks and Numbers:</u>
Rail Trusts Equipment, Inc.	Twenty-Six (26)	RTEX 60000 – RTEX 60025

STATE OF FLORIDA        )  
  ) ss:  
COUNTY OF DUVAL        )

On this 13<sup>th</sup> day of AUGUST, 2004, before me personally appeared GIL GIBBS, to me personally known, who, being by me duly sworn, says that he/she is VICE PRESIDENT of Rail Trusts Equipment, Inc., and that he/she executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

My commission expires:



Kenneth G Salsburg  
My Commission DD026198  
Expires June 22, 2005

Kenneth G Salsburg  
NOTARY PUBLIC

Georgia  
STATE OF SOUTH CAROLINA        )  
  ) ss:  
COUNTY OF Columbia        )

On this 16<sup>th</sup> day of August, 2004, before me personally appeared Keith Hedrick, to me personally known, who, being by me duly sworn, says that he/she is Regional Vice President and General Manager – South Atlantic Region of Martin Marietta Materials, Inc., and that he/she executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

My commission expires:

Dane S. Norman  
NOTARY PUBLIC

**My Commission Expires Sept. 18th, 2007.**