

RECORDATION NO. 25752-A FILED

AUG 18 '04 3-00 PM

SURFACE TRANSPORTATION BOARD

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

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 Assignment of Lease Agreement, dated August 1, 2004, 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 is being filed with the Board under Recordation Number _____.

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

Assignor:	Rail Trust Equipment, Inc. 1661 Beach Blvd Jacksonville, FL 32250
Assignee:	Leasing One Corporation 201 West Main Street Frankfort, KY 40602

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

Memorandum of Assignment of 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,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25152-A FILED

AUG 18 '04 3-00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (the "Assignment"), is entered into as of August 1, 2004 by and between Rail Trusts Equipment, Inc., ("Assignor"), and Leasing One Corporation, ("Assignee").

WHEREAS, Rail Trusts Equipment, Inc., as Lessor, and Martin Marietta Materials, Inc., as Lessee, have heretofore entered into that certain Equipment Lease Agreement, 001-0001535-001, dated as of July 1, 2004 (the "Lease") pertaining to twenty-six (26) railcars RTEX 60000 - RTEX 60025. Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. 11301 and assigned recordation number _____.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts the Assignment.

This Assignment may be executed in counterparts.

IN WITNESS WHEREOF, the Parties have executed or caused this Assignment to be executed by their respective corporate officers as of the day and year first above written.

ASSIGNOR:

ASSIGNEE:

RAIL TRUSTS EQUIPMENT, INC.

LEASING ONE CORPORATION

By: [Signature]

By: [Signature]

Name: Gil Gibbs

Name: MARK W LESTER

Title: Vice President

Title: VP

STATE OF FLORIDA)
) ss:
COUNTY OF Duval)

On this 17th 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

STATE OF KENTUCKY)
) ss:
COUNTY OF Franklin)

On this 16 day of Aug, 2004, before me personally appeared Mark Webster, to me personally known, who, being by me duly sworn, says that he/she is Vice President of Leasing One Corporation, 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:

Melissa K. McAnelly
NOTARY PUBLIC

Melissa K. McAnelly, Notary Public
State at Large, Kentucky
My Commission Expires 9/18/2005