

RECORDATION NO. 25249 FILED

OCT 21 '04 4-21 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

October 21, 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 Lease, dated as of July 2, 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:	Railcar, Ltd. (acting as agent for Progress Rail Services Corporation) 1819 Peachtree Road NE, Suite 425 Atlanta Georgia 30309
Lessee:	Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc. 3019 Riverwatch Parkway Augusta, Georgia 30907

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

100 open top hopper cars: PRSX 2000 – PRSX 2099.

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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MEMORANDUM OF LEASE
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE dated as of July 2, 2004 is between Railcar Ltd (acting as agent for Progress Rail Services Corporation) ("Railcar") and Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc. ("Martin Marietta").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Railcar, as agent for Progress Rail Services Corporation, has leased to Martin Marietta the railroad cars more particularly described on Schedule 1 attached hereto (the "Cars") pursuant to that certain Lease Agreement dated as of July 15, 1997 and related Exhibit A-3 dated as of May 19, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

Schedule 1

Description of Equipment

100 used IC, 3600 cubic foot, 100-ton (263,000 lb Gross Weight on Rail) four pocket open top hopper railcars with 45-degree slope sheets, bearing reporting marks and numbers: PRSX 2000 through PRSX 2099 (inclusive).

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: October 21, 2004



Robert W. Alvord