



The David J. Joseph Company



July 24, 2006

RECORDATION NO. 26473 FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

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SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of June 12, 2006 between the following parties:

Lessee: Martin Marietta Materials, Inc.
3019 Riverwatch Parkway
Augusta, Georgia 30907

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (46) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of June 12, 2006 related to forty-six (46) railcars bearing reporting marks: JTSX 30000 - 30075, sporadic.

Please file this agreement as a primary document. The amount of \$34.00 is included on the enclosed check No. 581594 for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard
Documentation Coordinator

Enclosures

JUL 2 6 '06

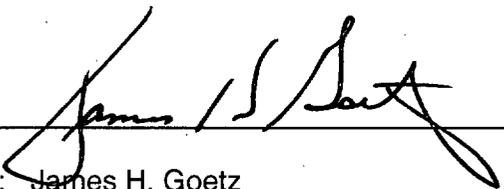
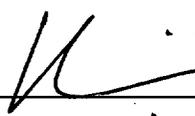
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**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 12th day of June, 2006, is intended to evidence the lease dated as of June 12, 2006 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **MARTIN MARIETTA MATERIALS, INC.**, a North Carolina corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the forty-six (46) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY**MARTIN MARIETTA MATERIALS, INC.**By: By: Name: James H. GoetzName: WILLIAM LOWISHTitle: Executive Vice President & CFOTitle: UP/GM S.G.A DISTRICTDate: June 12, 2006Date: 6/15/06

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 12th day of June, 2006, by James H. Goetz, the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF _____)
)
COUNTY OF _____)

SS:

The foregoing instrument was acknowledged before me this 15th day of June, 2006, by William Lowish, the Vice President / General Manager of Martin Marietta, a _____ corporation, on behalf of the corporation.

Ran J. Now
Notary Public

My Commission expires:

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

EXHIBIT A

To the Memorandum of Lease dated June 12, 2006, between The David J. Joseph Company and Martin Marietta Materials, Inc.

DESCRIPTION OF UNITS

Forty-six (46) railcars bearing reporting marks:

JTSX	30000	JTSX	30036
JTSX	30003	JTSX	30039
JTSX	30004	JTSX	30040
JTSX	30005	JTSX	30041
JTSX	30006	JTSX	30043
JTSX	30008	JTSX	30044
JTSX	30010	JTSX	30046
JTSX	30013	JTSX	30050
JTSX	30014	JTSX	30051
JTSX	30019	JTSX	30052
JTSX	30020	JTSX	30053
JTSX	30021	JTSX	30054
JTSX	30022	JTSX	30056
JTSX	30023	JTSX	30057
JTSX	30024	JTSX	30059
JTSX	30025	JTSX	30060
JTSX	30026	JTSX	30061
JTSX	30027	JTSX	30062
JTSX	30028	JTSX	30068
JTSX	30030	JTSX	30069
JTSX	30031	JTSX	30071
JTSX	30033	JTSX	30073
JTSX	30034	JTSX	30075