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SURFACE TRANSPORTATION BOARD



January 8, 2008

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W., Suite 715  
Washington, DC 20423-0006

Dear Mr. Williams:

Please find attached one (1) original of the Memorandum of Railroad Equipment Lease Agreement dated as of November 6, 2007 between the following parties:

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

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

Please see Exhibit A for the equipment, (28) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of November 6, 2007 related to twenty-eight (28) railcars bearing reporting marks: DJJX 424, 426-430, 432-453.

Please file this agreement as a primary document. The filing fee in amount of \$35.00 can be charged to our account. 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,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

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SURFACE TRANSPORTATION BOARD

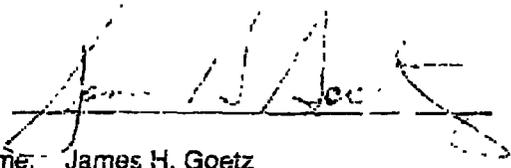
**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

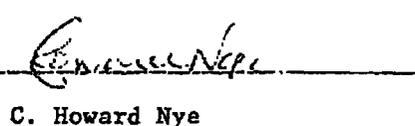
This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 6<sup>th</sup> day of November, 2007, is intended to evidence the lease dated as of November 6, 2007 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Lessor"), and MARTIN MARIETTA MATERIALS, 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 twenty-eight (28) 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. Goetz

Name: C. Howard Nye

Title: Executive Vice President & CFO

Title: President and COO

Date: November 6, 2007

Date: December 20, 2007

STATE OF OHIO            )  
                                  )  
COUNTY OF HAMILTON )       SS:

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of November, 2007, by James H. Goetz, the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

\_\_\_\_\_  
Notary Public

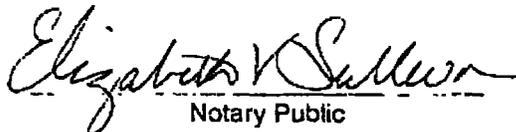
My Commission expires:

\_\_\_\_\_

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 North Carolina    )  
                                  )  
COUNTY OF Wake            )       SS:

The foregoing instrument was acknowledged before me this 20th day of December \_\_\_\_\_, 2007, by C. Howard Nye, the President and COO \_\_\_\_\_ of Martin Marietta Materials, Inc., a North Carolina corporation, on behalf of the corporation.

  
Notary Public

Elizabeth V. Sullivan

My Commission expires:  
April 29, 2008  
\_\_\_\_\_

**EXHIBIT A**

To the Memorandum of Lease dated November 6, 2007, between The David J. Joseph Company and Martin Marietta Materials, Inc.

**DESCRIPTION OF UNITS**

Twenty-eight (28) railcars bearing reporting marks:

DJXX000424  
DJXX000426  
DJXX000427  
DJXX000428  
DJXX000429  
DJXX000430  
DJXX000432  
DJXX000433  
DJXX000434  
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