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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
J. R. B. A. LESTER

August 22, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Lease, dated as of August 2, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 23872.

The name and address of the party to the enclosed document are:

Lessor: Mitsui Rail Capital, LLC
(formerly MRC Rail Services, LLC)
71 South Wacker Drive, Suite 1800
Chicago, Illinois 60606

[Lessee: Martin Marietta Materials, Inc.
Martin Marietta Materials Southwest, Ltd.
1160 James Drive East
Suite 200
St. Rose, Louisiana 70087]

Anne K. Quinlan, Esq.
August 22, 2008
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A description of the railroad equipment covered by the enclosed document is:

40 gondola railcars within the series MBKX 286525 – MBKX 286624.

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

Memorandum of Termination of Lease.

Also enclosed is a check in the amount of \$41.00 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/sem
Enclosures

MEMORANDUM OF TERMINATION OF LEASE

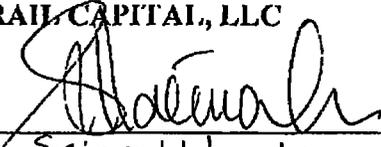
Memorandum of Termination of Lease dated as of August 2, 2008, by Mitsui Rail Capital, LLC, a Delaware limited liability company, formerly known as MRC Rail Services, LLC ("*Lessor*").

WITNESSETH:

1. Lessor and Martin Marietta Materials, Inc., Martin Marietta Materials Southwest LTD. (jointly, severally and collectively, the "*Lessee*") are parties to that certain Lease Agreement dated as of December 13, 2001 (the "*Lease Agreement*"), and Schedule 1 thereto dated as of December 13, 2001 (as amended, the "*Schedule*"), whereby Lessor leased to the Lessee and the Lessee leased from Lessor certain railroad cars described in such Schedule. (The Schedule, incorporating the terms of the Lease Agreement, is herein referred to as the "*Lease*.")
2. Notice of the Lease has been put of record by the filing of a Memorandum of Lease Agreement dated as of December 13, 2001, with the Surface Transportation Board on February 22, 2002 under Recordation Number 23872.
3. The Lease has been terminated.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

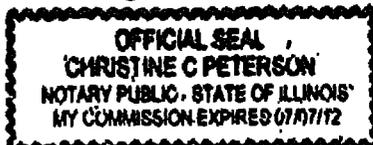
MTSUI RAIL CAPITAL, LLC

By: 
 Name: Seigo Watanabe
 Title: CEO

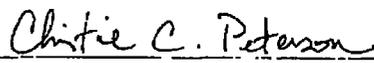
STATE OF ILLINOIS

COUNTY OF COOK

On this 22nd day of August, 2008, before me personally appeared Seigo Watanabe, to me personally known, who being by me duly sworn, says that he is the CEO of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



My commission expires:


 NOTARY PUBLIC

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: 8/22/08



Robert W. Alvord