

RECORDATION NO. 29330 FILED

JUN 29 '10 -11 05 AM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

June 29, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

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 19 January, 2010 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:	Narcat LLC 480 W. Dussel Drive, Suite R Maumee, OH 43537
Lessee:	Martin Marietta Materials, Inc. 2710 Wycliff Road Raleigh, North Carolina 27607

Section Chief  
June 29, 2010  
Page 2

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

92 gondola railcars: RMGX 9134 and within the series RMGX 4201 - RMGX 5072 as more particularly set forth in the attachment to the document

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

Memorandum 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

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE**

**WITNESSETH**

This Memorandum of Lease is entered into as of the 19<sup>th</sup> day of January, 2010, by and between NARCAT LLC, a Delaware limited liability company, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, Ohio 43537 (hereinafter "Lessor") and Martin Marietta Materials, Inc., a North Carolina corporation, having its principal place of business at 2710 Wycliff Road, Raleigh, North Carolina 27607 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated effective as of January 1, 2006 (the "Master Lease"), and Rider Deal #C01488 dated effective as of January 1, 2010 (the "Schedule"), whereby Lessor leases to Lessee ninety-two (92) railcars bearing railroad reporting marks as noted on attached Exhibit A.
2. The parties desire to execute this Memorandum of Lease for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Pages to Follow]***

Each party, pursuant to due corporate authority, has caused this Lease to be executed by its authorized officer or other employee, and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below, that the execution of this Lease was the free act of the corporation, the foregoing is true and correct and that this Lease was executed on the date indicated below.

**Lessee**

**MARTIN MARIETTA MATERIALS, INC.**

By: [Signature]  
Printed Name: WENY C. SCOTT  
Title: V.P. / CH. NORTH CAROLINA  
Date: 1/14/2010

STATE OF LA  
COUNTY OF S. TARRANT SS:

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of January, 2010, by WENY C. SCOTT, the V.P. / CH. NORTH CAROLINA of Martin Marietta Materials, Inc, a North Carolina corporation, on behalf of the corporation.

[Signature]  
Notary Public

LESSOR:

NARCAT LLC

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

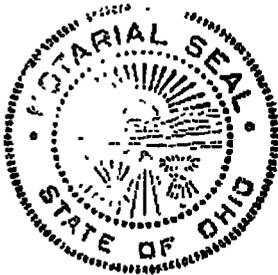
Title: Manager

Date: 1/19/2010

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of January, 2010, by Rasesh H. Shah, the Manager of NARCAT LLC, a Delaware limited liability company, on behalf of the company.



Julie Ann Dibble  
Julie Ann Dibble  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010

**EXHIBIT A**

**Car List  
Ninety-Two (92) Gondola Cars**

1	RMGX004201	26	RMGX004281	51	RMGX005029	76	RMGX005054
2	RMGX004202	27	RMGX004282	52	RMGX005030	77	RMGX005055
3	RMGX004205	28	RMGX004287	53	RMGX005031	78	RMGX005056
4	RMGX004207	29	RMGX004288	54	RMGX005032	79	RMGX005057
5	RMGX004208	30	RMGX004290	55	RMGX005033	80	RMGX005058
6	RMGX004211	31	RMGX004291	56	RMGX005034	81	RMGX005059
7	RMGX004212	32	RMGX004292	57	RMGX005035	82	RMGX005060
8	RMGX004214	33	RMGX004293	58	RMGX005036	83	RMGX005061
9	RMGX004216	34	RMGX004297	59	RMGX005037	84	RMGX005062
10	RMGX004218	35	RMGX005013	60	RMGX005038	85	RMGX005063
11	RMGX004220	36	RMGX005014	61	RMGX005039	86	RMGX005064
12	RMGX004221	37	RMGX005015	62	RMGX005040	87	RMGX005065
13	RMGX004222	38	RMGX005016	63	RMGX005041	88	RMGX005066
14	RMGX004223	39	RMGX005017	64	RMGX005042	89	RMGX005068
15	RMGX004225	40	RMGX005018	65	RMGX005043	90	RMGX005069
16	RMGX004231	41	RMGX005019	66	RMGX005044	91	RMGX005072
17	RMGX004232	42	RMGX005020	67	RMGX005045	92	RMGX009134
18	RMGX004239	43	RMGX005021	68	RMGX005046		
19	RMGX004241	44	RMGX005022	69	RMGX005047		
20	RMGX004242	45	RMGX005023	70	RMGX005048		
21	RMGX004245	46	RMGX005024	71	RMGX005049		
22	RMGX004270	47	RMGX005025	72	RMGX005050		
23	RMGX004273	48	RMGX005026	73	RMGX005051		
24	RMGX004274	49	RMGX005027	74	RMGX005052		
25	RMGX004277	50	RMGX005028	75	RMGX005053		

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: 6/29/10



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Robert W. Alvord