

RECORDATION NO. 27656 A FILED

JUL 21 '10 -3 30 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

July 20, 2010

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated June 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 27656.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Vulcan Materials Company
1200 Urban Center Drive
Birmingham, AL 35242

A description of the railroad equipment covered by the enclosed document is for forty (40) 2300 cubic foot open top hopper cars having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: 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 one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures

(VULC006)

ASSGN. NO.: VULC006

JUL 21 '10 -3 30 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of JULY, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Vulcan Materials Company ("Lessee"), a New Jersey corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 2, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

By: Susan Grokulsky

Title: _____

Name: SUSAN GROKULSKY
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 9th day of July, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of July, 2010

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

VULCAN MATERIALS COMPANY

ATTEST:

By: [Signature]

Name: Edward Van Poucke

Title: General Manager

By: _____

Name: _____

Title: _____

Executed on this 11 day of June, 2010.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF DUPAGE

I, JULIE A. WYATT, a Notary Public of the County and State aforesaid, certify that EDWARD VAN POUCKE personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of June, 2010.

[Signature]
Notary Public

Commission Expires:

6/24/14
(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty (40)

DESCRIPTION OF CARS: 2300 cubic foot Open Top Hoppers with manual discharge gates,
268 GRL (Car type H350)

CAR NUMBERS:

FURX 911003	FURX 911077
FURX 911004	FURX 911083
FURX 911005	FURX 911084
FURX 911008	FURX 911091
FURX 911011	FURX 911094
FURX 911018	FURX 911097
FURX 911019	FURX 911102
FURX 911024	FURX 911111
FURX 911025	FURX 911115
FURX 911028	FURX 911131
FURX 911036	FURX 911141
FURX 911043	FURX 911149
FURX 911050	FURX 911157
FURX 911054	FURX 911158
FURX 911059	FURX 911163
FURX 911062	FURX 911168
FURX 911063	FURX 911169
FURX 911065	FURX 911178
FURX 911068	FURX 911184
FURX 911072	Count: 40
FURX 911074	