

RECORDATION NO. 29526 FILED

NOV 12 2010 -2 20 PM

SURFACE TRANSPORTATION BOARD

NOV 12 2010

RECEIVED

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

November 10, 2010

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 October 20, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. 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: Martin Marietta Magnesia Specialties, LLC
103 Cheseapeake Park Plaza, Bldg. E
Baltimore, MD 21220

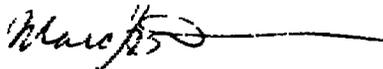
A description of the railroad equipment covered by the enclosed document is for thirteen (13) covered hopper cars having FURX and NAHX marks (see Exhibit A for car numbers).

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 Rail Documentation Specialist

Enclosure

(MAMA009)

NOV 12 '10 -2 20 PM

ASSGN. NO.: MAMA009

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 20 day of October, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Martin Marietta Magnesia Specialties, LLC ("Lessee"), a Maryland corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 8, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of August 1, 2009, 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

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
VICE PRESIDENT

Title: _____

ATTEST:

By: Susan Gokulsky
Name: SUSAN GOKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 4th day of November, 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 4th day of November, 2010

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

MARTIN MARIETTA MAGNESIA SPECIALTIES, LLC

ATTEST:

By: *Jim Reithel*

Name: *Jim Reithel*

Title: *VP Chemical Operations*

By: _____

Name: _____

Title: _____

Executed on this *20* day of *October*, *2010*.

[CORPORATE SEAL]

STATE OF *Michigan*

COUNTY OF *Manistee*

I, *Kim Malstrom*, a Notary Public of the County and State aforesaid, certify that *Jim Reithel* 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 *20* day of *October*, *2010*.

Kim Malstrom
Notary Public

Commission Expires: *3/30/2012*

Kim Malstrom
(Notary Public)

**KIM MALSTROM
NOTARY PUBLIC
MANISTEE COUNTY MI
MY COMMISSION EXPIRES MARCH 30, 20____**

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirteen (13)

DESCRIPTION OF CARS: 5150 cu. ft. capacity covered hopper pressure differential cars.

CAR NUMBERS:

FURX 894042
FURX 894045
FURX 894048

Old Car Initial	Old Car Number	New Car Initial	New Car Number
*NAHX	551115	FURX	894043
*NAHX	551116	FURX	894044
*NAHX	551118	FURX	894046
*NAHX	551119	FURX	894047
*NAHX	551121	FURX	894049
*NAHX	551122	FURX	894050
*NAHX	551123	FURX	894051
*NAHX	551124	FURX	894052
*NAHX	551125	FURX	894053
*NAHX	551126	FURX	894054

** 10 NAHX cars to be remarked.