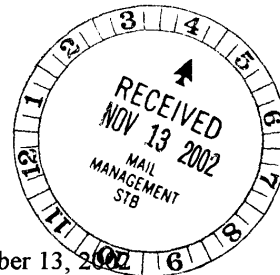


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LAW OFFICES
FRITZ R. KAHN, P.C.
EIGHTH FLOOR
1920 N STREET, N.W.
WASHINGTON, D.C. 20036-1601

(202) 263-4152
FAX (202) 331-8330
e-mail: xicgc@worldnet.att.net

ORIGINAL



November 13, 2002

DID# 0102071001

VIA HAND DELIVERY - RETURN COPY

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, NW (7th fl.)
Washington, DC 20423-0001

FEE RECEIVED

NOV 13 2002

**SURFACE
TRANSPORTATION BOARD**

Dear Secretary Williams:

Enclosed for filing in STB Finance Docket No. 34266, Martin Marietta Materials, Inc.-Continuance in Control Exemption-Alamo North Texas Railroad Corporation, are the original and ten copies of the Verified Notice of Exemption of Martin Marietta Materials, Inc., a non-carrier.

This firm's check for \$1,000 in payment of the filing fee is attached.

Additional copies of this letter and of the Notice are enclosed for you to stamp to acknowledge your receipt of them and to return to me via the messenger.

If you have any question concerning the foregoing which you believe I may be able to answer or if I otherwise can be of assistance, please let me know.

ENTERED
Office of Proceedings

NOV 13 2002

Part of
Public Record

Sincerely yours,

Fritz R. Kahn

enc.

cc: Karen M. Albright, Esq.
Richard A. Allen, Esq.

FILED

NOV 13 2002

**SURFACE
TRANSPORTATION BOARD**

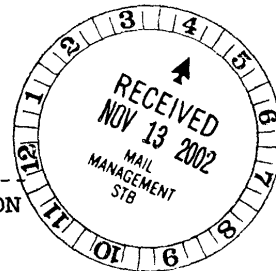
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BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

ORIGINAL

STB Finance Docket No. 34266

MARTIN MARIETTA MATERIALS, INC.
-- CONTINUANCE IN CONTROL EXEMPTION --
ALAMO NORTH TEXAS RAILROAD CORPORATION



VERIFIED NOTICE OF EXEMPTION
OF
MARTIN MARIETTA MATERIALS, INC.

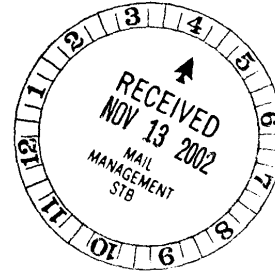
Fritz R. Kahn
Fritz R. Kahn, P.C.
1920 N Street, NW (8th fl.)
Washington, DC 20036-1601
Tel.: (202) 263-4152

Attorney for

MARTIN MARIETTA MATERIALS, INC.

Dated: November 13, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.



STB Finance Docket No. 34266

MARTIN MARIETTA MATERIALS, INC.
-- CONTINUANCE IN CONTROL EXEMPTION --
ALAMO NORTH TEXAS RAILROAD CORPORATION

VERIFIED NOTICE OF EXEMPTION
OF
MARTIN MARIETTA MATERIALS, INC.

Martin Marietta Materials, Inc., of Raleigh, NC (MMM),
pursuant to 49 C.F.R. 1180.2(d)(2) and 1180.4(g), states, as
follows:

1. The name and address of the Applicant is:

Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, NC 27607
Tel.: (919) 783-4675

2. The name and address of the Applicant's representative
to whom correspondence should be addressed are:

Fritz R. Kahn
Fritz R. Kahn, P.C.
1920 N Street, NW (8th fl.)
Washington, DC 20036-1601
Tel.: (202) 263-4152

3. The proposed transaction is expected to be consummated
on or after seven days from the date of filing hereof.

4. MMM indirectly controls Alamo North Texas Railroad
Corporation, which by Decision of the Board in STB Finance Docket

No. 34003, Alamo North Texas Railroad Corporation - Construction and Operation Exemption - Wise County, TX, served September 3, 2002, was authorized to construct and operate a 2.25-mile railroad near Chico, Wise County, Texas. MMM indirectly controls two railroads, Fredonia Valley Railroad, Inc., in Kentucky and Alamo Gulf Coast Railroad Co. in Texas,^{1/} and therefore, MMM requires the Board's authorization, pursuant to the class exemption of 49 C.F.R. 1180.2(d)(2), to continue in control of Alamo North Texas Railroad Corporation upon its becoming a railroad subject to Board jurisdiction.

5. Applicant states that (1) the rail lines of Alamo North Texas Railroad Corporation, the lines of which are located in Wise County, TX, do not connect with the lines of Fredonia Valley Railroad, Inc., the lines of which are located in Caldwell County, KY, or with the lines of Alamo Gulf Coast Railroad Company, the lines of which are located in Bexar County, TX, or with those of any other railroad within MMM's corporate family; (2) the proposed continuance in control of Alamo North Texas Railroad Corporation is not part of a series of anticipated transactions that would connect the railroads with Fredonia Valley Railroad, Inc., Alamo Gulf Coast Railroad Company or any railroad in Applicant's corporate family; and (3) the proposed transaction does not involve a Class I railroad. The proposed

1. See, STB Finance Docket No. 34163, Martin Marietta Materials, Inc. - Continuance in Control Exemption - Fredonia Valley Railroad, Inc., served January 28, 2002.

transaction, pursuant to 49 C.F.R. 1180.2(d)(2), accordingly, is exempt from the prior approval requirements of 49 U.S.C. 11323.

6. Alamo North Texas Railroad Corporation will operate as a common carrier railroad in Wise County, TX.

7. Maps showing the location of the lines of the three railroads are attached.

8. The proposed transaction involves only Class III rail carriers, and, thus, pursuant to 49 U.S.C. 11326(c), no provision need be made for affected employees.

9. There are no executed or draft contracts or other written instruments pertaining to proposed transaction.

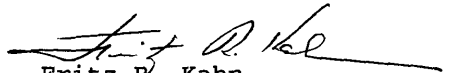
10. Since the proposed transaction, seeking an exemption to permit the continuance in control otherwise subject to the provisions of 49 U.S.C. 11323, will result in no significant changes in railroad operations, that is, no increase in rail traffic of more than fifty percent or three trains a day on any segment of rail line or a twenty percent increase in rail yard activity, no environmental documentation is required, pursuant to 49 C.F.R. 1105.6(c)(2). Similarly, since the proposed transaction requires no environmental documentation, no historic report is required, pursuant to 49 C.F.R. 1105.8(a).

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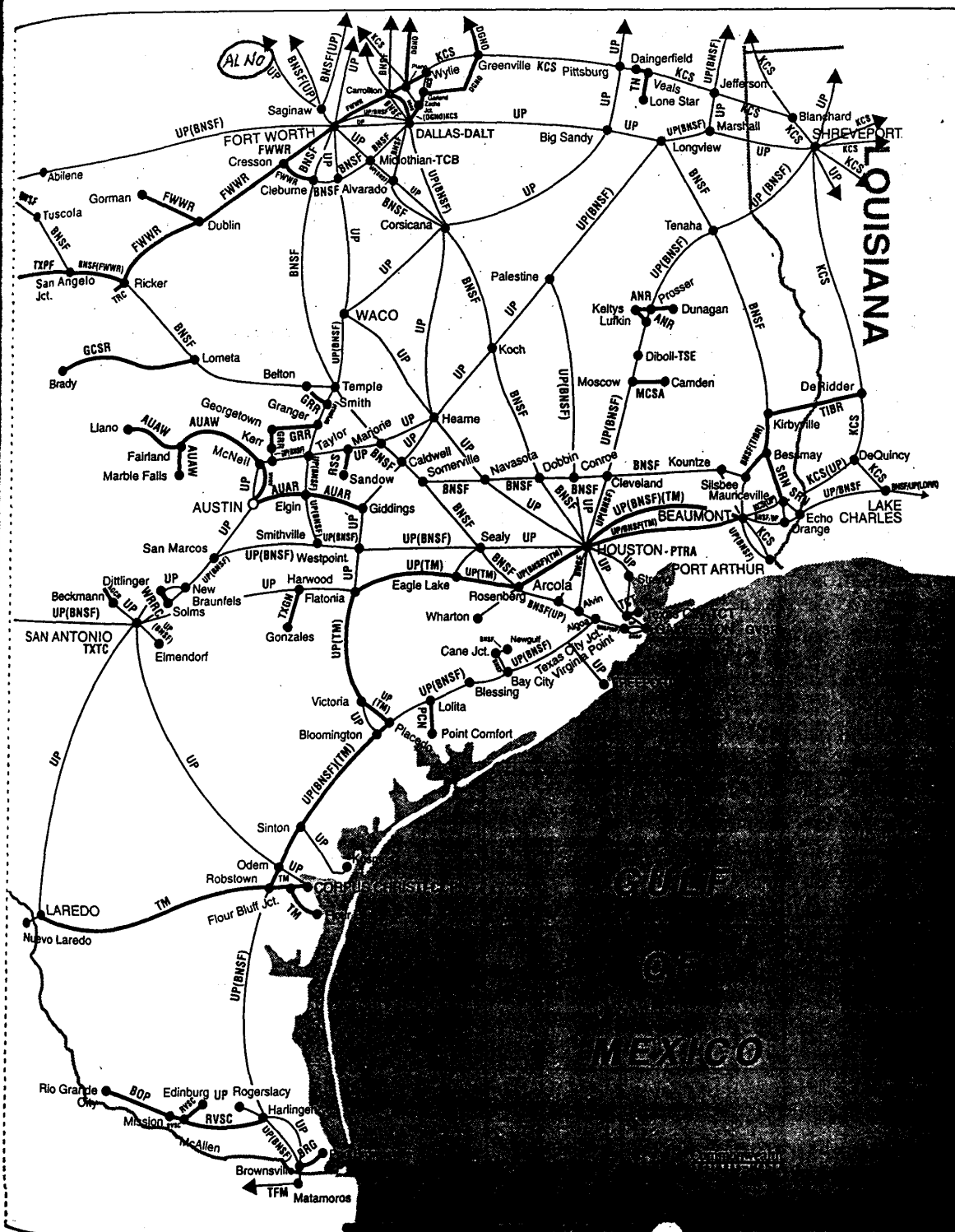
Respectfully submitted,

MARTIN MARIETTA MATERIALS, INC.

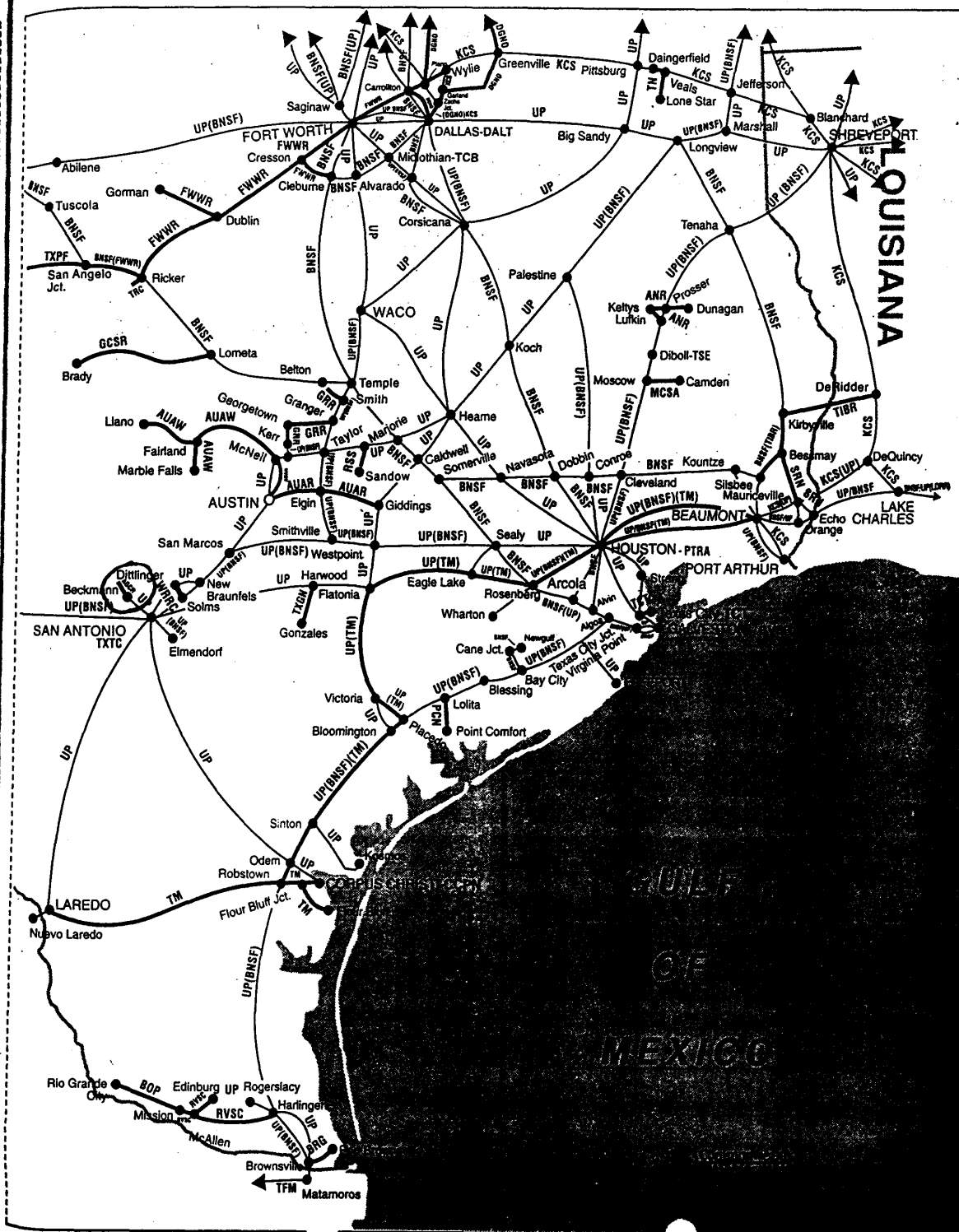
By its attorney,


Fritz R. Kahn
Fritz R. Kahn, P.C.
1920 N Street, NW (8th fl.)
Washington, DC 20036-1601
Tel.: (202) 263-4152

Dated: November 13, 2002







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MARTIN MARIETTA

FAX NO. 504 468 3596

P. 02/02
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VERIFICATION

I, Jay M. Moreau, being the VP/IGM of Martin Marietta Materials, Inc., and being authorized to make this representation on its behalf, declare under penalty of perjury in accordance with 18 U.S.C. 1621 that I have read the foregoing Verified Notice of Exemption of Martin Marietta Materials, Inc., and attest that its factual assertions are true and correct to the best of my knowledge, information and belief.

Dated at Raleigh, NC, this 11th day of October 2002.



OCT 03 2002 15:14 FR THOMPSON MINE LLP 202 331 8330 TO *04152*049936000 P.10/10

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