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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

October 31, 2016

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 Partial Assignment, dated as of October 31, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 32261.

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

Assignor: PNC Equipment Finance, LLC  
One PNC Plaza, 10th Floor  
249 Fifth Avenue  
Pittsburgh, PA 15222

Assignee: JPMorgan Chase Bank, N.A.  
1111 Polaris Parkway, Suite A3  
Columbus, Ohio 43240

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

152 railcars:  
MWAX 1943  
MWAX 1953  
MWAX 1974  
MWAX 1978  
MWAX 3406  
MWAX 3408 - MWAX 3413, inclusive

MWAX 3415  
MWAX 3416  
MWAX 3417  
MWAX 3437  
MWAX 3442  
MWAX 3443  
MWAX 3444  
MWAX 3447  
MWAX 3449 - MWAX 3496, inclusive  
MWAX 3498  
MWAX 3500 - MWAX 3506, inclusive  
MWAX 3508  
MWAX 3509  
MWAX 3510  
MWAX 3512  
MWAX 3515  
MWAX 3517  
MWAX 3520  
MWAX 3524  
MWAX 3525  
MWAX 3632  
MWAX 3634  
MWAX 3635  
MWAX 3636  
MWAX 3638  
MWAX 3651  
MWAX 3658  
MWAX 3668  
MWAX 3669  
MWAX 3673  
MWAX 3679  
MWAX 3681  
MWAX 3690  
MWAX 3692  
MWAX 3707  
MWAX 3744  
MWAX 3817  
MWAX 3819  
MWAX 3820  
MWAX 3824  
MWAX 3825  
MWAX 3832  
MWAX 5542  
MWAX 5546  
MWAX 5549  
MWAX 5605

Section Chief  
October 31, 2016  
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MWAX 5655  
MWAX 5657  
MWAX 5681  
MWAX 5722  
MWAX 5723  
MWAX 5746  
MWAX 5765  
MWAX 5780  
MWAX 5781  
MWAX 5800  
MWAX 6008  
MWAX 6009  
MWAX 6011  
MWAX 6016  
MWAX 6018  
MWAX 6024 - MWAX 6029, inclusive  
MWAX 6031  
MWAX 6033  
MWAX 6037  
MWAX 6043  
MWAX 6047 - MWAX 6056, inclusive  
MWAX 6058  
MWAX 6060  
MWAX 6062 - MWAX 6067, inclusive

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

Memorandum of Partial Assignment.

Also enclosed is a check in the amount of \$45.00 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,

A handwritten signature in blue ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT

dated as of October ~~31~~ 2016

between

PNC EQUIPMENT FINANCE, LLC  
as Assignor

and

JPMORGAN CHASE BANK, N.A.  
as Assignee

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO  
49 U.S.C. §11301 on October \_\_\_\_, 2016 at \_\_\_\_:\_\_\_\_.m.

MEMORANDUM OF PARTIAL ASSIGNMENT

THIS MEMORANDUM OF PARTIAL ASSIGNMENT is made and entered into as of October 31, 2016, by and between PNC EQUIPMENT FINANCE, LLC (the "Assignor") and JPMORGAN CHASE BANK, N.A. (the "Assignee"), with reference to the following:

Assignor, as Lessor, and MARTIN MARIETTA MATERIALS, INC., as Lessee, have heretofore executed one or more Schedules (the "Schedule") to that certain Railcar Lease Agreement dated as of March 13, 2014 (the "Agreement"), pertaining to the railcars described in the Schedule (the "Railcars"). The Schedule incorporates by reference the terms and conditions of the Agreement and constitutes a separate instrument of lease. The Agreement, and, to the extent incorporated therein by reference, the Schedule, are collectively referred to herein as, the "Lease". A Memorandum of Lease Agreement with respect to the Lease and the Railcars was duly filed and recorded as Recordation No. 32261 with the Surface Transportation Board on July 27, 2016.

Assignor, as assignor, and Assignee, as assignee, have executed that certain Specification of Purchased Assets dated as of the date hereof to that certain Master Assignment Agreement dated as of June 30, 2010 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of its rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's obligations under the Lease solely with respect to the Railcars identified on Exhibit No. 1 hereto (the "Assigned Railcars"), and (b) Assignor has sold the Assigned Railcars to Assignee.

The parties hereto wish to show for public record this Memorandum of Partial Assignment to provide notice of the sale of the Assigned Railcars and assignment of the Lease as it pertains to the Assigned Railcars.

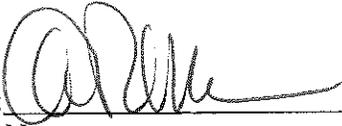
This Memorandum of Partial Assignment relates only to the sale by Assignor to Assignee of the Assigned Railcars and the assignment by Assignor of the Lease as it pertains to the Assigned Railcars.

This Memorandum of Partial Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Partial Assignment.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Partial Assignment to be executed as of the date first above written.

PNC EQUIPMENT FINANCE, LLC

By:   
Name: **Cheree F. Kurela**  
Title: **Vice President**

JPMORGAN CHASE BANK, N.A.

By:   
Name: Cherie L. Oliveira  
Title: Authorized Officer



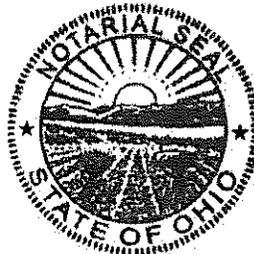
STATE OF Ohio )  
 ) ss.  
COUNTY OF Franklin )

I HEREBY CERTIFY, that on this 31<sup>st</sup> day of October, 2016, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Cheryl L. Oliveira, who acknowledged ~~himself~~ <sup>herself</sup> to be the Authorized Officer of JPMORGAN CHASE BANK, N.A., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that ~~he~~ <sup>she</sup> executed the same for the purposes therein contained as the duly authorized Officer of said company by signing the name of the company by ~~himself~~ <sup>herself</sup> as the Authorized Officer.

AS WITNESS my hand and notarial seal.

Kelsey A. Bruck  
Notary Public

My commission expires: 10-13-19.



**Kelsey A. Bruck**  
Notary Public, State of Ohio  
My Commission Expires 10-13-19

EXHIBIT NO. 1  
TO MEMORANDUM OF PARTIAL ASSIGNMENT

DESCRIPTION OF ASSIGNED RAILCARS

Trinity Rail Gondola Rail Car	MWAX 1943
Trinity Rail Gondola Rail Car	MWAX 1953
Trinity Rail Gondola Rail Car	MWAX 1974
Trinity Rail Gondola Rail Car	MWAX 1978
Trinity Rail Gondola Rail Car	MWAX 3406
Trinity Rail Gondola Rail Car	MWAX 3408
Trinity Rail Gondola Rail Car	MWAX 3409
Trinity Rail Gondola Rail Car	MWAX 3410
Trinity Rail Gondola Rail Car	MWAX 3412
Trinity Rail Gondola Rail Car	MWAX 3413
Trinity Rail Gondola Rail Car	MWAX 3415
Trinity Rail Gondola Rail Car	MWAX 3416
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Trinity Rail Gondola Rail Car	MWAX 3437
Trinity Rail Gondola Rail Car	MWAX 3442
Trinity Rail Gondola Rail Car	MWAX 3443
Trinity Rail Gondola Rail Car	MWAX 3444
Trinity Rail Gondola Rail Car	MWAX 3447
Trinity Rail Gondola Rail Car	MWAX 3449
Trinity Rail Gondola Rail Car	MWAX 3450
Trinity Rail Gondola Rail Car	MWAX 3451
Trinity Rail Gondola Rail Car	MWAX 3452
Trinity Rail Gondola Rail Car	MWAX 3453
Trinity Rail Gondola Rail Car	MWAX 3454
Trinity Rail Gondola Rail Car	MWAX 3455
Trinity Rail Gondola Rail Car	MWAX 3456
Trinity Rail Gondola Rail Car	MWAX 3457
Trinity Rail Gondola Rail Car	MWAX 3458
Trinity Rail Gondola Rail Car	MWAX 3459
Trinity Rail Gondola Rail Car	MWAX 3460
Trinity Rail Gondola Rail Car	MWAX 3461
Trinity Rail Gondola Rail Car	MWAX 3462
Trinity Rail Gondola Rail Car	MWAX 3463
Trinity Rail Gondola Rail Car	MWAX 3464
Trinity Rail Gondola Rail Car	MWAX 3465
Trinity Rail Gondola Rail Car	MWAX 3466
Trinity Rail Gondola Rail Car	MWAX 3467

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Trinity Rail Gondola Rail Car	MWAX 3468
Trinity Rail Gondola Rail Car	MWAX 3469
Trinity Rail Gondola Rail Car	MWAX 3470
Trinity Rail Gondola Rail Car	MWAX 3471
Trinity Rail Gondola Rail Car	MWAX 3472
Trinity Rail Gondola Rail Car	MWAX 3473
Trinity Rail Gondola Rail Car	MWAX 3474
Trinity Rail Gondola Rail Car	MWAX 3475
Trinity Rail Gondola Rail Car	MWAX 3476
Trinity Rail Gondola Rail Car	MWAX 3477
Trinity Rail Gondola Rail Car	MWAX 3478
Trinity Rail Gondola Rail Car	MWAX 3479
Trinity Rail Gondola Rail Car	MWAX 3480
Trinity Rail Gondola Rail Car	MWAX 3481
Trinity Rail Gondola Rail Car	MWAX 3482
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Trinity Rail Gondola Rail Car	MWAX 3488
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Trinity Rail Gondola Rail Car	MWAX 3490
Trinity Rail Gondola Rail Car	MWAX 3491
Trinity Rail Gondola Rail Car	MWAX 3492
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Trinity Rail Gondola Rail Car	MWAX 3500
Trinity Rail Gondola Rail Car	MWAX 3501
Trinity Rail Gondola Rail Car	MWAX 3502
Trinity Rail Gondola Rail Car	MWAX 3503
Trinity Rail Gondola Rail Car	MWAX 3504
Trinity Rail Gondola Rail Car	MWAX 3505
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Trinity Rail Gondola Rail Car	MWAX 3524
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Trinity Rail Gondola Rail Car	MWAX 3673
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Trinity Rail Gondola Rail Car	MWAX 3692
Trinity Rail Gondola Rail Car	MWAX 3707
Trinity Rail Gondola Rail Car	MWAX 3744
Trinity Rail Gondola Rail Car	MWAX 3817
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Trinity Rail Gondola Rail Car	MWAX 5605
Trinity Rail Gondola Rail Car	MWAX 5655
Trinity Rail Gondola Rail Car	MWAX 5657
Trinity Rail Gondola Rail Car	MWAX 5681
Trinity Rail Gondola Rail Car	MWAX 5722
Trinity Rail Gondola Rail Car	MWAX 5723
Trinity Rail Gondola Rail Car	MWAX 5746
Trinity Rail Gondola Rail Car	MWAX 5765
Trinity Rail Gondola Rail Car	MWAX 5780
Trinity Rail Gondola Rail Car	MWAX 5781
Trinity Rail Gondola Rail Car	MWAX 5800
Trinity Rail Gondola Rail Car	MWAX 6008
Trinity Rail Gondola Rail Car	MWAX 6009
Trinity Rail Gondola Rail Car	MWAX 6011
Trinity Rail Gondola Rail Car	MWAX 6016

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Trinity Rail Gondola Rail Car	MWAX 6018
Trinity Rail Gondola Rail Car	MWAX 6024
Trinity Rail Gondola Rail Car	MWAX 6025
Trinity Rail Gondola Rail Car	MWAX 6026
Trinity Rail Gondola Rail Car	MWAX 6027
Trinity Rail Gondola Rail Car	MWAX 6028
Trinity Rail Gondola Rail Car	MWAX 6029
Trinity Rail Gondola Rail Car	MWAX 6031
Trinity Rail Gondola Rail Car	MWAX 6033
Trinity Rail Gondola Rail Car	MWAX 6037
Trinity Rail Gondola Rail Car	MWAX 6043
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Trinity Rail Gondola Rail Car	MWAX 6062
Trinity Rail Gondola Rail Car	MWAX 6063
Trinity Rail Gondola Rail Car	MWAX 6064
Trinity Rail Gondola Rail Car	MWAX 6065
Trinity Rail Gondola Rail Car	MWAX 6066
Trinity Rail Gondola Rail Car	MWAX 6067

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: October 31, 2016

*Edward M Luria*

\_\_\_\_\_  
Edward M. Luria