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November 30, 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 November 30, 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: Banc of America Leasing & Capital, LLC
11333 McCormick Road
Hunt Valley, MD 21031

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

134 railcars:
MWAX3507
MWAX3513
MWAX3514
MWAX3526
MWAX3527
MWAX3528

MWAX3529
MWAX3530
MWAX3531
MWAX3532
MWAX3533
MWAX3534
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MWAX3891
MWAX3892
MWAX3893
MWAX3895
MWAX3896
MWAX3902
MWAX3915
MWAX3921
MWAX3924
MWAX3925
MWAX3927
MWAX5628

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

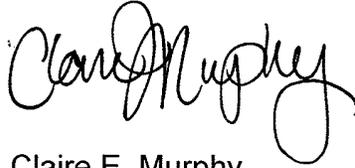
Memorandum of Partial Assignment.

Section Chief
November 30, 2016
Page 5

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 black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "y" at the end.

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT

dated as of November 30 2016

between

PNC EQUIPMENT FINANCE, LLC
as Assignor

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Assignee

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

MEMORANDUM OF PARTIAL ASSIGNMENT

THIS MEMORANDUM OF PARTIAL ASSIGNMENT is made and entered into as of November 30, 2016, by and between PNC EQUIPMENT FINANCE, LLC (the "Assignor") and BANC OF AMERICA LEASING & CAPITAL, LLC (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 February 2, 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.

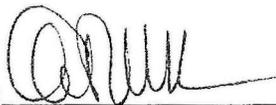
This Memorandum of Partial Assignment relates only to the sale by Assignor to Assignee of the Assigned Railcars and the assignment by Assignor of the Lease as it pertains to the Assigned Railcars.

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 

Name:

Pamela L. Holz

Title:

Vice President

STATE OF GEORGIA)
) ss.
COUNTY OF DEKALB)

I HEREBY CERTIFY, that on this 30th day of November, 2016, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Pamela L. Holz, who acknowledged herself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by herself as the Vice President.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: _____

TANJA BARNER
NOTARY PUBLIC
Cobb County
State of Georgia
My Comm. Expires Aug. 24, 2020

EXHIBIT NO. 1
TO MEMORANDUM OF PARTIAL ASSIGNMENT

DESCRIPTION OF ASSIGNED RAILCARS

Trinity Rail 2480cf Gondola Rail Car	MWAX3527
Trinity Rail 2480cf Gondola Rail Car	MWAX3528
Trinity Rail 2480cf Gondola Rail Car	MWAX3547
Trinity Rail 2480cf Gondola Rail Car	MWAX3548
Trinity Rail 2480cf Gondola Rail Car	MWAX3549
Trinity Rail 2480cf Gondola Rail Car	MWAX3556
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Trinity Rail 2480cf Gondola Rail Car	MWAX3677
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Trinity Rail 2480cf Gondola Rail Car	MWAX3687
Trinity Rail 2480cf Gondola Rail Car	MWAX3693
Trinity Rail 2480cf Gondola Rail Car	MWAX3694
Trinity Rail 2480cf Gondola Rail Car	MWAX3699
Trinity Rail 2480cf Gondola Rail Car	MWAX3700
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CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: November 30, 2016



Claire E. Murphy