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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: The Huntington National Bank
525 Vine Street, 14th Floor
Cincinnati, OH 45202

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

30 railcars:

MWAX 3497
MWAX 3518
MWAX 3519
MWAX 3521

Section Chief
October 31, 2016
Page 2

MWAX 3522
MWAX 3523
MWAX 3631
MWAX 3633
MWAX 3637
MWAX 3639
MWAX 3640 – MWAX 3647, inclusive
MWAX 3649
MWAX 3652
MWAX 3655
MWAX 3657
MWAX 3660
MWAX 3661
MWAX 3662
MWAX 3664
MWAX 3680
MWAX 3682
MWAX 3683
MWAX 3686

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT

dated as of October 31 2016

between

PNC EQUIPMENT FINANCE, LLC
as Assignor

and

THE HUNTINGTON NATIONAL BANK
as Assignee

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 THE HUNTINGTON NATIONAL BANK (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 7, 2011 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.

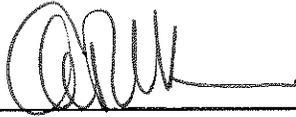
This Memorandum of Partial Assignment relates only to the sale by Assignor to Assignee of the Assigned Railcars and the assignment by Assignor of the Lease as it pertains to the Assigned Railcars.

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:

Title:

Cheree F. Kurela
Vice President

THE HUNTINGTON NATIONAL BANK

By: 

Name:

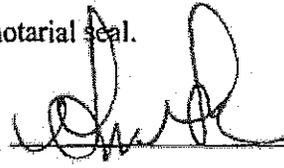
Title:

Stephanie McDole
Staff officer

STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

I HEREBY CERTIFY, that on this 31st day of October, 2016, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Stephanie Mudd, who acknowledged himself to be the staff officer of THE HUNTINGTON NATIONAL BANK, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized staff officer of said company by signing the name of the company by himself as the staff officer.

AS WITNESS my hand and notarial seal.



Notary Public

My commission expires: 10/20/20



GINA GORSEK
Notary Public, State of Ohio
My Comm. Expires Oct. 20, 2020
Recorded in Hamilton County

EXHIBIT NO. 1
TO MEMORANDUM OF PARTIAL ASSIGNMENT

DESCRIPTION OF ASSIGNED RAILCARS

Trinity Rail Gondola Rail Car	MWAX 3497
Trinity Rail Gondola Rail Car	MWAX 3518
Trinity Rail Gondola Rail Car	MWAX 3519
Trinity Rail Gondola Rail Car	MWAX 3521
Trinity Rail Gondola Rail Car	MWAX 3522
Trinity Rail Gondola Rail Car	MWAX 3523
Trinity Rail Gondola Rail Car	MWAX 3631
Trinity Rail Gondola Rail Car	MWAX 3633
Trinity Rail Gondola Rail Car	MWAX 3637
Trinity Rail Gondola Rail Car	MWAX 3639
Trinity Rail Gondola Rail Car	MWAX 3640
Trinity Rail Gondola Rail Car	MWAX 3641
Trinity Rail Gondola Rail Car	MWAX 3642
Trinity Rail Gondola Rail Car	MWAX 3643
Trinity Rail Gondola Rail Car	MWAX 3644
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Trinity Rail Gondola Rail Car	MWAX 3646
Trinity Rail Gondola Rail Car	MWAX 3647
Trinity Rail Gondola Rail Car	MWAX 3649
Trinity Rail Gondola Rail Car	MWAX 3652
Trinity Rail Gondola Rail Car	MWAX 3655
Trinity Rail Gondola Rail Car	MWAX 3657
Trinity Rail Gondola Rail Car	MWAX 3660
Trinity Rail Gondola Rail Car	MWAX 3661
Trinity Rail Gondola Rail Car	MWAX 3662
Trinity Rail Gondola Rail Car	MWAX 3664
Trinity Rail Gondola Rail Car	MWAX 3680
Trinity Rail Gondola Rail Car	MWAX 3682
Trinity Rail Gondola Rail Car	MWAX 3683
Trinity Rail Gondola Rail Car	MWAX 3686

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