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July 29, 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 July 29, 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-A.

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: Bridge Funding Group, Inc.  
215 Schilling Circle  
Hunt Valley, MD 21031

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

155 railcars within the series MWAX 3701 – MWAX 3760 and MWAX 5501 – MWAX 5969 as more particularly set forth on the attachment to the document.

Section Chief  
July 29, 2016  
Page 2

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 \$43.00 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 "M".

Claire E. Murphy

CEM  
Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT

dated as of July 29 2016

between

PNC EQUIPMENT FINANCE, LLC  
as Assignor

and

BRIDGE FUNDING GROUP, INC.  
as Assignee

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

MEMORANDUM OF PARTIAL ASSIGNMENT

THIS MEMORANDUM OF PARTIAL ASSIGNMENT is made and entered into as of July \_\_, 2016, by and between PNC EQUIPMENT FINANCE, LLC (the "Assignor") and BRIDGE FUNDING GROUP, INC. (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 July 10, 2014 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.

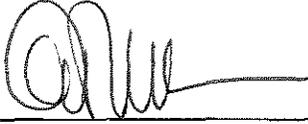
This Memorandum of Partial Assignment relates only to the sale by Assignor to Assignee of the Assigned Railcars and the assignment by Assignor of the Lease as it pertains to the Assigned Railcars.

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**

BRIDGE FUNDING GROUP, INC.

By: 

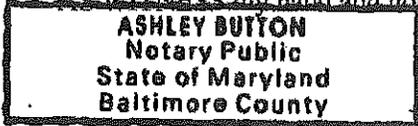
Name: **Gregory Faherty**  
Title: **Senior Vice President**



STATE OF Maryland )  
 ) ss.  
COUNTY OF Baltimore )

I HEREBY CERTIFY, that on this \_\_\_\_ day of July, 2016, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Gregory J. Faherty who acknowledged himself to be the Sr. Vice President of BRIDGE FUNDING GROUP, INC., 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 Sr. Vice President of said company by signing the name of the company by himself as the Sr. Vice President.

AS WITNESS my hand and notarial seal.



*AButton*

Notary Public

My commission expires: 12/21/16.

EXHIBIT NO. 1  
TO MEMORANDUM OF PARTIAL ASSIGNMENT

DESCRIPTION OF ASSIGNED RAILCARS

Trinity Rail Gondola Rail Car	MWAX 3708
Trinity Rail Gondola Rail Car	MWAX 3711
Trinity Rail Gondola Rail Car	MWAX 3712
Trinity Rail Gondola Rail Car	MWAX 3713
Trinity Rail Gondola Rail Car	MWAX 3714
Trinity Rail Gondola Rail Car	MWAX 3715
Trinity Rail Gondola Rail Car	MWAX 3717
Trinity Rail Gondola Rail Car	MWAX 3709
Trinity Rail Gondola Rail Car	MWAX 3710
Trinity Rail Gondola Rail Car	MWAX 3718
Trinity Rail Gondola Rail Car	MWAX 3719
Trinity Rail Gondola Rail Car	MWAX 3722
Trinity Rail Gondola Rail Car	MWAX 3739
Trinity Rail Gondola Rail Car	MWAX 3740
Trinity Rail Gondola Rail Car	MWAX 3741
Trinity Rail Gondola Rail Car	MWAX 3742
Trinity Rail Gondola Rail Car	MWAX 3743
Trinity Rail Gondola Rail Car	MWAX 3749
Trinity Rail Gondola Rail Car	MWAX 3750
Trinity Rail Gondola Rail Car	MWAX 3752
Trinity Rail Gondola Rail Car	MWAX 3753
Trinity Rail Gondola Rail Car	MWAX 3754
Trinity Rail Gondola Rail Car	MWAX 3755
Trinity Rail Gondola Rail Car	MWAX 3756
Trinity Rail Gondola Rail Car	MWAX 3726
Trinity Rail Gondola Rail Car	MWAX 3727
Trinity Rail Gondola Rail Car	MWAX 3735
Trinity Rail Gondola Rail Car	MWAX 3736
Trinity Rail Gondola Rail Car	MWAX 3745
Trinity Rail Gondola Rail Car	MWAX 3746
Trinity Rail Gondola Rail Car	MWAX 3748
Trinity Rail Gondola Rail Car	MWAX 3751
Trinity Rail Gondola Rail Car	MWAX 3757
Trinity Rail Gondola Rail Car	MWAX 3758
Trinity Rail Gondola Rail Car	MWAX 5510
Trinity Rail Gondola Rail Car	MWAX 5511
Trinity Rail Gondola Rail Car	MWAX 5514

Trinity Rail Gondola Rail Car	MWAX 5515
Trinity Rail Gondola Rail Car	MWAX 5516
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Trinity Rail Gondola Rail Car	MWAX 5521
Trinity Rail Gondola Rail Car	MWAX 5522
Trinity Rail Gondola Rail Car	MWAX 5523
Trinity Rail Gondola Rail Car	MWAX 5526
Trinity Rail Gondola Rail Car	MWAX 5528
Trinity Rail Gondola Rail Car	MWAX 5530
Trinity Rail Gondola Rail Car	MWAX 3701
Trinity Rail Gondola Rail Car	MWAX 3702
Trinity Rail Gondola Rail Car	MWAX 3728
Trinity Rail Gondola Rail Car	MWAX 3729
Trinity Rail Gondola Rail Car	MWAX 3730
Trinity Rail Gondola Rail Car	MWAX 3732
Trinity Rail Gondola Rail Car	MWAX 3734
Trinity Rail Gondola Rail Car	MWAX 3737
Trinity Rail Gondola Rail Car	MWAX 5541
Trinity Rail Gondola Rail Car	MWAX 5544
Trinity Rail Gondola Rail Car	MWAX 5554
Trinity Rail Gondola Rail Car	MWAX 5556
Trinity Rail Gondola Rail Car	MWAX 3725
Trinity Rail Gondola Rail Car	MWAX 5525
Trinity Rail Gondola Rail Car	MWAX 5531
Trinity Rail Gondola Rail Car	MWAX 5533
Trinity Rail Gondola Rail Car	MWAX 5540
Trinity Rail Gondola Rail Car	MWAX 5557
Trinity Rail Gondola Rail Car	MWAX 5559
Trinity Rail Gondola Rail Car	MWAX 5560
Trinity Rail Gondola Rail Car	MWAX 3705
Trinity Rail Gondola Rail Car	MWAX 5520
Trinity Rail Gondola Rail Car	MWAX 5536
Trinity Rail Gondola Rail Car	MWAX 5545
Trinity Rail Gondola Rail Car	MWAX 5701
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Trinity Rail Gondola Rail Car	MWAX 5761
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Trinity Rail Gondola Rail Car	MWAX 5753
Trinity Rail Gondola Rail Car	MWAX 5762
Trinity Rail Gondola Rail Car	MWAX 5764
Trinity Rail Gondola Rail Car	MWAX 5759
Trinity Rail Gondola Rail Car	MWAX 5767
Trinity Rail Gondola Rail Car	MWAX 5769
Trinity Rail Gondola Rail Car	MWAX 5772
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Trinity Rail Gondola Rail Car	MWAX 5783

Trinity Rail Gondola Rail Car	MWAX 5784
Trinity Rail Gondola Rail Car	MWAX 5791
Trinity Rail Gondola Rail Car	MWAX 5785
Trinity Rail Gondola Rail Car	MWAX 5771
Trinity Rail Gondola Rail Car	MWAX 5778
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Trinity Rail Gondola Rail Car	MWAX 5789
Trinity Rail Gondola Rail Car	MWAX 5793
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Trinity Rail Gondola Rail Car	MWAX 5798
Trinity Rail Gondola Rail Car	MWAX 3759
Trinity Rail Gondola Rail Car	MWAX3747
Trinity Rail Gondola Rail Car	MWAX3760
Trinity Rail Gondola Rail Car	MWAX5501
Trinity Rail Gondola Rail Car	MWAX5502
Trinity Rail Gondola Rail Car	MWAX5505
Trinity Rail Gondola Rail Car	MWAX5506
Trinity Rail Gondola Rail Car	MWAX5507
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Trinity Rail Gondola Rail Car	MWAX5529
Trinity Rail Gondola Rail Car	MWAX5539
Trinity Rail Gondola Rail Car	MWAX5553
Trinity Rail Gondola Rail Car	MWAX5555
Trinity Rail Gondola Rail Car	MWAX5558
Trinity Rail Gondola Rail Car	MWAX3724

**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: August 2, 2016

  
\_\_\_\_\_  
Claire E. Murphy