

ALVORD AND ALVORD PLLC
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

RECORDATION NO. 32261-B FILED
August 31, 2016 2:00 PM
SURFACE TRANSPORTATION BOARD

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

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

August 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 August 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-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:

172 railcars:

MWAX 1941
MWAX 1944
MWAX 1945
MWAX 1946

MWAX 3720
MWAX 3721
MWAX 3723
MWAX 3731
MWAX 3761
MWAX 3762
MWAX 3763
MWAX 3764
MWAX 3765
MWAX 3766
MWAX 3767
MWAX 3768
MWAX 3769
MWAX 3770
MWAX 3772
MWAX 3773
MWAX 3774
MWAX 3775
MWAX 3776
MWAX 3777
MWAX 3778
MWAX 3779
MWAX 3780
MWAX 3782
MWAX 3783
MWAX 3784
MWAX 3785
MWAX 3789
MWAX 3795
MWAX 3797
MWAX 3806
MWAX 3807
MWAX 3809
MWAX 3810
MWAX 3811
MWAX 3812
MWAX 3813
MWAX 3815
MWAX 3816
MWAX 3821
MWAX 3822
MWAX 3823
MWAX 3826
MWAX 3828

MWAX 3829
MWAX 3830
MWAX 3831
MWAX 3833
MWAX 3834
MWAX 3835
MWAX 5504
MWAX 5508
MWAX 5512
MWAX 5532
MWAX 5534
MWAX 5537
MWAX 5543
MWAX 5547
MWAX 5548
MWAX 5551
MWAX 5591
MWAX 5592
MWAX 5594
MWAX 5595
MWAX 5596
MWAX 5597
MWAX 5598
MWAX 5600
MWAX 5601
MWAX 5606
MWAX 5607
MWAX 5608
MWAX 5609
MWAX 5610
MWAX 5611
MWAX 5612
MWAX 5613
MWAX 5614
MWAX 5615
MWAX 5616
MWAX 5617
MWAX 5618
MWAX 5619
MWAX 5620
MWAX 5621
MWAX 5622
MWAX 5623
MWAX 5624

MWAX 5625
MWAX 5626
MWAX 5627
MWAX 5629
MWAX 5630
MWAX 5631
MWAX 5632
MWAX 5633
MWAX 5634
MWAX 5635
MWAX 5636
MWAX 5637
MWAX 5638
MWAX 5639
MWAX 5640
MWAX 5641
MWAX 5642
MWAX 5643
MWAX 5644
MWAX 5645
MWAX 5646
MWAX 5647
MWAX 5648
MWAX 5649
MWAX 5651
MWAX 5653
MWAX 5658
MWAX 5659
MWAX 5660
MWAX 5661
MWAX 5662
MWAX 5663
MWAX 5664
MWAX 5665
MWAX 5666
MWAX 5667
MWAX 5668
MWAX 5669
MWAX 5671
MWAX 5672
MWAX 5673
MWAX 5674
MWAX 5675
MWAX 5676

MWAX 5677
MWAX 5678
MWAX 5679
MWAX 5682
MWAX 5683
MWAX 5684
MWAX 5685
MWAX 5686
MWAX 5687
MWAX 5688
MWAX 5689
MWAX 5690
MWAX 5691
MWAX 5692
MWAX 5693
MWAX 5694
MWAX 5695
MWAX 5696
MWAX 5697
MWAX 5698
MWAX 5699
MWAX 5700
MWAX 5712
MWAX 5713
MWAX 5728
MWAX 5736
MWAX 5743
MWAX 5744
MWAX 5747
MWAX 5748
MWAX 5758
MWAX 5760
MWAX 5763
MWAX 5766
MWAX 5770
MWAX 5792

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

Memorandum of Partial Assignment.

Section Chief
August 31, 2016
Page 6

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF PARTIAL ASSIGNMENT

dated as of August 31 2016

between

PNC EQUIPMENT FINANCE, LLC
as Assignor

and

BRIDGE FUNDING GROUP, INC.
as Assignee

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

MEMORANDUM OF PARTIAL ASSIGNMENT

THIS MEMORANDUM OF PARTIAL ASSIGNMENT is made and entered into as of August 31, 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.

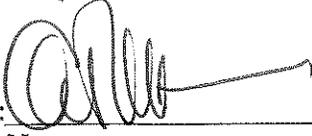
This Memorandum of Partial Assignment relates only to the sale by Assignor to Assignee of the Assigned Railcars and the assignment by Assignor of the Lease as it pertains to the Assigned Railcars.

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]

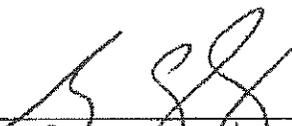
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Partial Assignment to be executed as of the date first above written.

PNC EQUIPMENT FINANCE, LLC

By: 

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

BRIDGE FUNDING GROUP, INC.

By: 

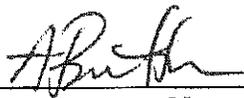
Name: **Gregory D. Faherty**
Title: **Sr. Vice President**

STATE OF Maryland)
) ss.
COUNTY OF Baltimore)

I HEREBY CERTIFY, that on this 31 day of August, 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.

ASHLEY BUTTON
Notary Public
State of Maryland
Baltimore County



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 5534
Trinity Rail Gondola Rail Car	MWAX 5504
Trinity Rail Gondola Rail Car	MWAX 5512
Trinity Rail Gondola Rail Car	MWAX 5532
Trinity Rail Gondola Rail Car	MWAX 5547
Trinity Rail Gondola Rail Car	MWAX 5551
Trinity Rail Gondola Rail Car	MWAX 5601
Trinity Rail Gondola Rail Car	MWAX 5606
Trinity Rail Gondola Rail Car	MWAX 5608
Trinity Rail Gondola Rail Car	MWAX 5609
Trinity Rail Gondola Rail Car	MWAX 5610
Trinity Rail Gondola Rail Car	MWAX 5611
Trinity Rail Gondola Rail Car	MWAX 5612
Trinity Rail Gondola Rail Car	MWAX 5613
Trinity Rail Gondola Rail Car	MWAX 5614
Trinity Rail Gondola Rail Car	MWAX 5615
Trinity Rail Gondola Rail Car	MWAX 5616
Trinity Rail Gondola Rail Car	MWAX 5617
Trinity Rail Gondola Rail Car	MWAX 5618
Trinity Rail Gondola Rail Car	MWAX 5619
Trinity Rail Gondola Rail Car	MWAX 5620
Trinity Rail Gondola Rail Car	MWAX 5622
Trinity Rail Gondola Rail Car	MWAX 5623
Trinity Rail Gondola Rail Car	MWAX 5624
Trinity Rail Gondola Rail Car	MWAX 5625
Trinity Rail Gondola Rail Car	MWAX 5626
Trinity Rail Gondola Rail Car	MWAX 5627
Trinity Rail Gondola Rail Car	MWAX 5629
Trinity Rail Gondola Rail Car	MWAX 5630
Trinity Rail Gondola Rail Car	MWAX 5631
Trinity Rail Gondola Rail Car	MWAX 5632
Trinity Rail Gondola Rail Car	MWAX 5633
Trinity Rail Gondola Rail Car	MWAX 5634
Trinity Rail Gondola Rail Car	MWAX 5635
Trinity Rail Gondola Rail Car	MWAX 5636
Trinity Rail Gondola Rail Car	MWAX 5637
Trinity Rail Gondola Rail Car	MWAX 5638

Trinity Rail Gondola Rail Car	MWAX 5639
Trinity Rail Gondola Rail Car	MWAX 5640
Trinity Rail Gondola Rail Car	MWAX 5641
Trinity Rail Gondola Rail Car	MWAX 5642
Trinity Rail Gondola Rail Car	MWAX 5643
Trinity Rail Gondola Rail Car	MWAX 5644
Trinity Rail Gondola Rail Car	MWAX 5645
Trinity Rail Gondola Rail Car	MWAX 5646
Trinity Rail Gondola Rail Car	MWAX 5647
Trinity Rail Gondola Rail Car	MWAX 5648
Trinity Rail Gondola Rail Car	MWAX 5649
Trinity Rail Gondola Rail Car	MWAX 5651
Trinity Rail Gondola Rail Car	MWAX 5653
Trinity Rail Gondola Rail Car	MWAX 5658
Trinity Rail Gondola Rail Car	MWAX 5659
Trinity Rail Gondola Rail Car	MWAX 5660
Trinity Rail Gondola Rail Car	MWAX 5661
Trinity Rail Gondola Rail Car	MWAX 5663
Trinity Rail Gondola Rail Car	MWAX 5664
Trinity Rail Gondola Rail Car	MWAX 5665
Trinity Rail Gondola Rail Car	MWAX 5666
Trinity Rail Gondola Rail Car	MWAX 5667
Trinity Rail Gondola Rail Car	MWAX 5668
Trinity Rail Gondola Rail Car	MWAX 5669
Trinity Rail Gondola Rail Car	MWAX 5672
Trinity Rail Gondola Rail Car	MWAX 5677
Trinity Rail Gondola Rail Car	MWAX 5678
Trinity Rail Gondola Rail Car	MWAX 5713
Trinity Rail Gondola Rail Car	MWAX 5736
Trinity Rail Gondola Rail Car	MWAX 5743
Trinity Rail Gondola Rail Car	MWAX 5744
Trinity Rail Gondola Rail Car	MWAX 5747
Trinity Rail Gondola Rail Car	MWAX 5748
Trinity Rail Gondola Rail Car	MWAX 5758
Trinity Rail Gondola Rail Car	MWAX 5760
Trinity Rail Gondola Rail Car	MWAX 3723
Trinity Rail Gondola Rail Car	MWAX 3720
Trinity Rail Gondola Rail Car	MWAX 3731
Trinity Rail Gondola Rail Car	MWAX 3763
Trinity Rail Gondola Rail Car	MWAX 5688
Trinity Rail Gondola Rail Car	MWAX 5508
Trinity Rail Gondola Rail Car	MWAX 5543
Trinity Rail Gondola Rail Car	MWAX 5671

Trinity Rail Gondola Rail Car	MWAX 5673
Trinity Rail Gondola Rail Car	MWAX 5690
Trinity Rail Gondola Rail Car	MWAX 5692
Trinity Rail Gondola Rail Car	MWAX 5693
Trinity Rail Gondola Rail Car	MWAX 5694
Trinity Rail Gondola Rail Car	MWAX 5674
Trinity Rail Gondola Rail Car	MWAX 5675
Trinity Rail Gondola Rail Car	MWAX 5676
Trinity Rail Gondola Rail Car	MWAX 5682
Trinity Rail Gondola Rail Car	MWAX 5684
Trinity Rail Gondola Rail Car	MWAX 5685
Trinity Rail Gondola Rail Car	MWAX 5686
Trinity Rail Gondola Rail Car	MWAX 5687
Trinity Rail Gondola Rail Car	MWAX 5695
Trinity Rail Gondola Rail Car	MWAX 5696
Trinity Rail Gondola Rail Car	MWAX 5698
Trinity Rail Gondola Rail Car	MWAX 5699
Trinity Rail Gondola Rail Car	MWAX 5700
Trinity Rail Gondola Rail Car	MWAX 5712
Trinity Rail Gondola Rail Car	MWAX 5792
Trinity Rail Gondola Rail Car	MWAX 5728
Trinity Rail Gondola Rail Car	MWAX 3761
Trinity Rail Gondola Rail Car	MWAX 3762
Trinity Rail Gondola Rail Car	MWAX 3764
Trinity Rail Gondola Rail Car	MWAX 3765
Trinity Rail Gondola Rail Car	MWAX 3766
Trinity Rail Gondola Rail Car	MWAX 3767
Trinity Rail Gondola Rail Car	MWAX 3768
Trinity Rail Gondola Rail Car	MWAX 3769
Trinity Rail Gondola Rail Car	MWAX 3770
Trinity Rail Gondola Rail Car	MWAX 3773
Trinity Rail Gondola Rail Car	MWAX 3774
Trinity Rail Gondola Rail Car	MWAX 3776
Trinity Rail Gondola Rail Car	MWAX 5548
Trinity Rail Gondola Rail Car	MWAX 5763
Trinity Rail Gondola Rail Car	MWAX 3772
Trinity Rail Gondola Rail Car	MWAX 3775
Trinity Rail Gondola Rail Car	MWAX 3777
Trinity Rail Gondola Rail Car	MWAX 3778
Trinity Rail Gondola Rail Car	MWAX 3779
Trinity Rail Gondola Rail Car	MWAX 3780
Trinity Rail Gondola Rail Car	MWAX 3782
Trinity Rail Gondola Rail Car	MWAX 3783

Trinity Rail Gondola Rail Car	MWAX 3784
Trinity Rail Gondola Rail Car	MWAX 3785
Trinity Rail Gondola Rail Car	MWAX 3789
Trinity Rail Gondola Rail Car	MWAX 5537
Trinity Rail Gondola Rail Car	MWAX 5591
Trinity Rail Gondola Rail Car	MWAX 5592
Trinity Rail Gondola Rail Car	MWAX 5594
Trinity Rail Gondola Rail Car	MWAX 5595
Trinity Rail Gondola Rail Car	MWAX 5596
Trinity Rail Gondola Rail Car	MWAX 5597
Trinity Rail Gondola Rail Car	MWAX 5598
Trinity Rail Gondola Rail Car	MWAX 5679
Trinity Rail Gondola Rail Car	MWAX 5683
Trinity Rail Gondola Rail Car	MWAX 5689
Trinity Rail Gondola Rail Car	MWAX 5691
Trinity Rail Gondola Rail Car	MWAX 5697
Trinity Rail Gondola Rail Car	MWAX 5600
Trinity Rail Gondola Rail Car	MWAX 5662
Trinity Rail Gondola Rail Car	MWAX 3795
Trinity Rail Gondola Rail Car	MWAX 3797
Trinity Rail Gondola Rail Car	MWAX 3806
Trinity Rail Gondola Rail Car	MWAX 3807
Trinity Rail Gondola Rail Car	MWAX 3809
Trinity Rail Gondola Rail Car	MWAX 3810
Trinity Rail Gondola Rail Car	MWAX 3811
Trinity Rail Gondola Rail Car	MWAX 3812
Trinity Rail Gondola Rail Car	MWAX 3813
Trinity Rail Gondola Rail Car	MWAX 3815
Trinity Rail Gondola Rail Car	MWAX 3816
Trinity Rail Gondola Rail Car	MWAX 3821
Trinity Rail Gondola Rail Car	MWAX 3823
Trinity Rail Gondola Rail Car	MWAX 5621
Trinity Rail Gondola Rail Car	MWAX 5766
Trinity Rail Gondola Rail Car	MWAX 3721
Trinity Rail Gondola Rail Car	MWAX 1941
Trinity Rail Gondola Rail Car	MWAX 1944
Trinity Rail Gondola Rail Car	MWAX 1945
Trinity Rail Gondola Rail Car	MWAX 1946
Trinity Rail Gondola Rail Car	MWAX 3822
Trinity Rail Gondola Rail Car	MWAX 3826
Trinity Rail Gondola Rail Car	MWAX 3828
Trinity Rail Gondola Rail Car	MWAX 3829
Trinity Rail Gondola Rail Car	MWAX 3830

Trinity Rail Gondola Rail Car	MWAX 3831
Trinity Rail Gondola Rail Car	MWAX 3833
Trinity Rail Gondola Rail Car	MWAX 3834
Trinity Rail Gondola Rail Car	MWAX 3835
Trinity Rail Gondola Rail Car	MWAX 5607
Trinity Rail Gondola Rail Car	MWAX 5770

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: August 31, 2016

Edward M. Luria

Edward M. Luria