RECORDATION NO 26088-B FILED
June 29, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 28, 2012

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 Assignment of Lease Agreement, dated as of June 28, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Equipment Lease Agreement previously filed with the Board under Recordation Numbers 25983, 26088 and 26212.

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

Assignor: Bank of America, N.A.
555 California Street, 4th floor
San Francisco, CA 94104

Assignee: The Huntington National Bank
105 East Fourth Street, Suite 200C
Cincinnati, OH 45202

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

25983-B - 146 gondola railcars within the series MWAX 1001 - MWAX 1174;

26088-B - 193 centerbeam gondola cars within the series MWAX 1026 - MWAX 1347; and

26212-B - 61 gondola cars within the series MWAX 1316 - MWAX 1408

All as more particularly set forth in the schedules attached to the document.

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

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of $41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed document to the undersigned.

Very truly yours,

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO 26088-B FILED
June 29, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

dated as of June 28, 2012

between

BANK OF AMERICA, N.A.,
as Assignor

and

THE HUNTINGTON NATIONAL BANK
as Assignee

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C. §11301

on June ___, 2012 at ____:____ __.m.

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT is made and entered into as of June 28, 2012, by and between BANK OF AMERICA, N.A. ("Assignor") and THE HUNTINGTON NATIONAL BANK ("Assignee"), with reference to the following:

1. Assignor, as lessor, is a party to that certain Equipment Schedule No. 15814-11500-001 dated as of November 21, 2005 ("Schedule 01"), Equipment Schedule No. 15814-11500-002 dated as of December 28, 2005 ("Schedule 02"), and Equipment Schedule No. 15814-11500-003 dated as of February 21, 2006 ("Schedule 03") (collectively, the "Lease Schedules"), entered into pursuant to that certain Equipment Lease Agreement No. 15814-11500, dated as of October 25, 2005 (together with the Lease Schedules, the "Lease"), each between Martin Marietta Materials, Inc. (the "Lessee") and Bank of America, N.A. (as successor in interest to Banc of America Leasing & Capital, LLC, the "Lessor"). A Memorandum of Equipment Lease Agreement, dated as of November 21, 2005, was recorded at the Surface Transportation Board (the "Board") on November 23, 2005 at 10:06 a.m. under Recordation Number 25983 (with respect to Schedule 01); a Memorandum of Equipment Lease Agreement, dated as of December 28, 2005 was recorded at the Board on December 29, 2005 at 12:08 p.m. under Recordation Number 26088 (with respect to Schedule 02); a Memorandum of Equipment Lease Agreement, dated as of February 21, 2006 was recorded at the Board on February 22, 2006 at 4:46 p.m. under Recordation Number 26212 (with respect to Schedule 03) (collectively, the "Memoranda of Lease"). The Memoranda of Lease cover the Lease and those certain railcars described on Exhibit A attached hereto (the "Railcars").

2. Lessor previously assigned its interest in the Railcars and the Lease Schedules to Assignor, which is evidenced by a Memorandum of Assignment of Lease Agreement, dated as of June 22, 2012 recorded at the Board on June 25, 2012 at 8:00 A.M. under Recordation Number 25983-A.

3. Assignor and Assignee have entered into that certain Assignment and Specification of Assigned Lease Schedule, dated as of June 28, 2012, incorporating by reference that certain Master Assignment Agreement, dated as of March 6, 2003, whereby Assignor assigned its interest in the Railcars and the Lease Schedules to Assignee, which is evidenced by this Memorandum of Assignment of Lease Agreement with respect to the Railcars and the Lease Schedules.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

BANK OF AMERICA, N.A.
Assignor

By: Andy Capdarest
Name: Andy Capdarest
Title: Director

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On June 27, 2012 before me Lori Kerfus Notary Public personally appeared Andy Capdarest who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed this instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Lori Kerfus (Seal)

LORI KERFUS
Commission # 1967569
Notary Public - California
San Francisco County
My Comm. Expires Jan 27, 2016

THE HUNTINGTON NATIONAL BANK
Assignee

By: Jessica J. Gourash
Name: Jessica J. Gourash
Title: Authorized Signatory

STATE OF OHIO)
) ss.
COUNTY OF _____)

I HEREBY CERTIFY, that on this 27th day of June, 2012, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Jessica J. Gourash, who acknowledged himself to be the Authorized Signatory 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 Authorized Signatory of said company by signing the name of the company by himself as the Authorized Signatory.

AS WITNESS my hand and notarial seal.

Darlene Williams
Notary Public

My commission expires:_____

NOTARY PUBLIC STATE OF OHIO

DARLENE WILLIAMS
Notary Public, State of Ohio
My Commission Expires May 13, 2014

Exhibit A:

26212	02/22/2006 04:46 PM	Banc of America Leasing & Capital, LLC / Martin Marietta Materials, Inc.	- 61 gondola cars within the series MWAX 1316 - MWAX 1408
26088	12/29/2005 12:08 PM	Banc of America Leasing & Capital, LLC / Martin Marietta Materials, Inc.	- 193 gondola cars within the series MWAX 1099 - MWAX 1347 as more particularly set forth in the equipment schedule attached to the document.
25983	11/23/2005 10:06 AM	Banc of America Leasing & Capital, LLC / Martin Marietta Materials, Inc.	- 146 gondola cars within the series MWAX 1001 - MWAX 1174 as more particularly set forth in the equipment schedule attached to the document

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: 6/28/12

Edward M Luria

Edward M. Luria