

RECORDATION NO 26088-A FILED
June 25, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 25, 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 22, 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: Banc of America Leasing & Capital, LLC
One Financial Plaza
Providence, RI 02901

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

Section Chief
June 25, 2012
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A description of the railroad equipment covered by the enclosed document is:

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

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

26212-A - 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

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

dated as of June 22, 2012

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Assignor

and

BANK OF AMERICA, N.A.
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 22, 2012, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("Assignor") and BANK OF AMERICA, N.A. ("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 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. Assignor and Assignee have entered into that certain Assignment and Bill of Sale, dated as of February 28, 2006, whereby Assignor assigned its interest in the Railcars and the Lease Schedules, 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.

BANC OF AMERICA LEASING & CAPITAL, LLC
Assignor

By: Laurene D. Cockett
Name: Laurene Cockett
Title: Vice President

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

On June 22, 2012 before me LORI KERFUS ^{NOTARY PUBLIC} personally appeared Laurana Cockett, 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)



BANK OF AMERICA, N.A.
Assignee

By: Andy Capdarest
Name: Andy Capdarest
Title: Director

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

On June 22 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)

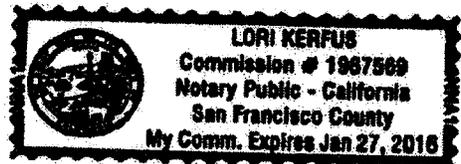


Exhibit A:

See Attached

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-001, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

CAR NUMBER

Vendor: National Steel Car Limited
600 Kenilworth Avenue
P.O. box 2450
Hamilton, Ontario, Canada
L8N3J4

The following Equipment is initially located at: 8200 IH 10 West, Suite 600
San Antonio, TX 78230

146 Gondola Cars

MWAX 1044
MWAX 1045
MWAX 1052
MWAX 1048
MWAX 1050
MWAX 1058
MWAX 1059
MWAX 1060
MWAX 1061
MWAX 1038
MWAX 1049
MWAX 1064
MWAX 1065
MWAX 1066
MWAX 1069
MWAX 1079
MWAX 1002
MWAX 1007
MWAX 1054
MWAX 1062
MWAX 1068
MWAX 1073
MWAX 1013
MWAX 1070

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-001, and UCC Financing Statement.

With: MARTIN MARIETTA MATERIALS, INC.

CAR NUMBER

MWAX 1074
MWAX 1075
MWAX 1076
MWAX 1078
MWAX 1080
MWAX 1071
MWAX 1077
MWAX 1084
MWAX 1086
MWAX 1087
MWAX 1088
MWAX 1090
MWAX 1092
MWAX 1056
MWAX 1057
MWAX 1067
MWAX 1081
MWAX 1085
MWAX 1089
MWAX 1091
MWAX 1096
MWAX 1046
MWAX 1051
MWAX 1053
MWAX 1055
MWAX 1063
MWAX 1072
MWAX 1082
MWAX 1094
MWAX 1095
MWAX 1097
MWAX 1098
MWAX 1083
MWAX 1093
MWAX 1100
MWAX 1103

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-001, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

CAR NUMBER

- MWAX 1104
- MWAX 1109
- MWAX 1110
- MWAX 1102
- MWAX 1108
- MWAX 1118
- MWAX 1120
- MWAX 1124
- MWAX 1125
- MWAX 1122
- MWAX 1123
- MWAX 1126
- MWAX 1127
- MWAX 1128
- MWAX 1129
- MWAX 1105
- MWAX 1111
- MWAX 1130
- MWAX 1131
- MWAX 1135
- MWAX 1137
- MWAX 1141
- MWAX 1146
- MWAX 1133
- MWAX 1134
- MWAX 1149
- MWAX 1150
- MWAX 1153
- MWAX 1155
- MWAX 1157
- MWAX 1132
- MWAX 1145
- MWAX 1148
- MWAX 1152
- MWAX 1154
- MWAX 1158

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-001, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

CAR NUMBER

MWAX 1161
MWAX 1142
MWAX 1143
MWAX 1144
MWAX 1147
MWAX 1151
MWAX 1163
MWAX 1165
MWAX 1166
MWAX 1172
MWAX 1174
MWAX 1001
MWAX 1003
MWAX 1005
MWAX 1008
MWAX 1010
MWAX 1018
MWAX 1022
MWAX 1023
MWAX 1024
MWAX 1028
MWAX 1015
MWAX 1019
MWAX 1020
MWAX 1021
MWAX 1011
MWAX 1012
MWAX 1025
MWAX 1027
MWAX 1029
MWAX 1030
MWAX 1031
MWAX 1033
MWAX 1032
MWAX 1035
MWAX 1006

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-001, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

CAR NUMBER

MWAX 1009
MWAX 1014
MWAX 1017
MWAX 1034
MWAX 1036
MWAX 1039
MWAX 1041
MWAX 1042
MWAX 1043
MWAX 1004
MWAX 1016
MWAX 1037
MWAX 1040
MWAX 1047

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-002, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**



Vendor: National Steel Car Limited
600 Kenilworth Avenue
P.O. box 2450
Hamilton, Ontario, Canada
L8N3J4

The following Equipment is initially located at: 8200 IH 10 West, Suite 600
San Antonio, TX 78230

193 Gondola Cars also described as "73 ft Centerbeam Cars"

Invoice #37148 Martin Marietta

<u>Car Number</u>	<u>Shop Number</u>
MWAX 1283	283
MWAX 1284	284
MWAX 1286	286
MWAX 1287	287
MWAX 1300	300
MWAX 1301	301
MWAX 1297	297
MWAX 1298	298
MWAX 1299	299
MWAX 1302	302
MWAX 1306	306
MWAX 1290	290
MWAX 1292	292
MWAX 1293	293
MWAX 1294	294
MWAX 1295	295
MWAX 1288	288
MWAX 1289	291
MWAX 1291	291
MWAX 1296	296

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-002, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

CAR NUMBER

MWAX 1310	310
MWAX 1311	311
MWAX 1303	303
MWAX 1304	304
MWAX 1305	305
MWAX 1312	312
MWAX 1313	313
MWAX 1314	314
MWAX 1307	307
MWAX 1308	308
MWAX 1321	321
MWAX 1322	322
MWAX 1323	323
MWAX 1327	327
MWAX 1328	328
MWAX 1324	324
MWAX 1329	329
MWAX 1330	330
MWAX 1331	331
MWAX 1333	333
MWAX 1334	334
MWAX 1335	335
MWAX 1309	309
MWAX 1315	315
MWAX 1317	317
MWAX 1318	318
MWAX 1336	336
MWAX 1337	337
MWAX 1340	340
MWAX 1339	339
MWAX 1341	341
MWAX 1342	342
MWAX 1343	343
MWAX 1344	344
MWAX 1346	346
MWAX 1347	347

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-002, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

CAR NUMBER

Invoice #37101

<u>Car Number</u>	<u>Shop Number</u>
MWAX 1171	171
MWAX 1178	178
MWAX 1179	179
MWAX 1138	138
MWAX 1173	173
MWAX 1177	177
MWAX 1180	180
MWAX 1187	187
MWAX 1167	167
MWAX 1168	168
MWAX 1169	169
MWAX 1182	182
MWAX 1188	188
MWAX 1189	189
MWAX 1181	181
MWAX 1183	183
MWAX 1185	185
MWAX 1186	186
MWAX 1190	190
MWAX 1193	193
MWAX 1156	156
MWAX 1170	170
MWAX 1184	184
MWAX 1200	200
MWAX 1201	201
MWAX 1202	202
MWAX 1099	99
MWAX 1101	101
MWAX 1106	106
MWAX 1107	107
MWAX 1112	112
MWAX 1113	113

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-002, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

CAR NUMBER

MWAX 1114	114
MWAX 1115	115
MWAX 1116	116
MWAX 1117	117
MWAX 1119	119
MWAX 1121	121
MWAX 1136	136
MWAX 1139	139
MWAX 1140	140
MWAX 1159	159
MWAX 1160	160
MWAX 1162	162
MWAX 1175	175
MWAX 1176	176
MWAX 1191	191
MWAX 1192	192
MWAX 1196	196
MWAX 1203	203
MWAX 1204	204
MWAX 1205	205
MWAX 1026	26
MWAX 1164	164
MWAX 1209	209
MWAX 1210	210
MWAX 1211	211
MWAX 1212	212
MWAX 1218	218
MWAX 1194	194
MWAX 1195	195
MWAX 1197	197
MWAX 1198	198
MWAX 1206	206
MWAX 1207	207
MWAX 1199	199
MWAX 1216	216
MWAX 1219	219

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-002, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

CAR NUMBER

MWAX 1220	220
MWAX 1221	221
MWAX 1222	222
MWAX 1214	214
MWAX 1215	215
MWAX 1217	217
MWAX 1223	223
MWAX 1224	224
MWAX 1225	225

Invoice #37122

<u>Car Number</u>	<u>Shop Number</u>
MWAX 1213	213
MWAX 1226	226
MWAX 1227	227
MWAX 1228	228
MWAX 1229	229
MWAX 1231	231
MWAX 1237	237
MWAX 1238	238
MWAX 1239	239
MWAX 1240	240
MWAX 1241	241
MWAX 1242	242
MWAX 1232	232
MWAX 1236	236
MWAX 1243	243
MWAX 1244	244
MWAX 1245	245

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-002, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

CAR NUMBER

MWAX 1247	247
MWAX 1230	230
MWAX 1233	233
MWAX 1234	234
MWAX 1235	235
MWAX 1246	246
MWAX 1248	248
MWAX 1249	249
MWAX 1250	250
MWAX 1251	251
MWAX 1254	254
MWAX 1255	255
MWAX 1260	260
MWAX 1262	262
MWAX 1264	264
MWAX 1265	265
MWAX 1267	267
MWAX 1268	268
MWAX 1269	269
MWAX 1261	261
MWAX 1270	270
MWAX 1271	271
MWAX 1273	273
MWAX 1274	274
MWAX 1275	275
MWAX 1252	252
MWAX 1253	253
MWAX 1257	257
MWAX 1258	258
MWAX 1259	259
MWAX 1272	272
MWAX 1256	256
MWAX 1263	263
MWAX 1266	266
MWAX 1276	276
MWAX 1277	277

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-002, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

CAR NUMBER

MWAX 1278	278
MWAX 1208	208
MWAX 1279	279
MWAX 1280	280
MWAX 1281	281
MWAX 1282	282
MWAX 1285	285

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-003, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

CAR NUMBER

Vendor: National Steel Car Limited

600 Kenilworth Avenue
P.O. box 2450

Hamilton, Ontario, Canada
L8N3J4

The following Equipment is initially located at: 8200 IH 10 West, Suite 600
San Antonio, TX 78230

61 Gondola Cars also described as "45 ft Gondola Cars"

Invoice #37202 Martin Marietta

<u>Car Number</u>	<u>Shop Number</u>
MWAX 1394	394
MWAX 1405	405
MWAX 1406	406
MWAX 1408	408

Invoice #37189 Martin Marietta

<u>Car Number</u>	<u>Shop Number</u>
MWAX 1316	316
MWAX 1319	319
MWAX 1320	320
MWAX 1325	325
MWAX 1326	326
MWAX 1338	338
MWAX 1345	345
MWAX 1348	348
MWAX 1349	349
MWAX 1350	350
MWAX 1351	351

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-003, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

CAR NUMBER

MWAX 1352	352
MWAX 1357	357
MWAX 1358	358
MWAX 1359	359
MWAX 1360	360
MWAX 1361	361
MWAX 1362	362
MWAX 1353	353
MWAX 1354	354
MWAX 1355	355
MWAX 1356	356
MWAX 1363	363
MWAX 1364	364
MWAX 1332	332
MWAX 1374	374
MWAX 1376	376
MWAX 1375	375
MWAX 1377	377
MWAX 1378	378
MWAX 1381	381
MWAX 1382	382
MWAX 1387	387
MWAX 1365	365
MWAX 1385	385
MWAX 1386	386
MWAX 1388	388
MWAX 1389	389
MWAX 1390	390
MWAX 1366	366
MWAX 1367	367
MWAX 1368	368
MWAX 1372	372
MWAX 1383	383
MWAX 1391	391
MWAX 1371	371
MWAX 1379	379

SCHEDULE OF EQUIPMENT

Attached hereto and made part of the following documents: Equipment Schedule No. 15814-11500-003, and UCC Financing Statement.

With: **MARTIN MARIETTA MATERIALS, INC.**

	CAR NUMBER
--	------------

MWAX 1380	380
MWAX 1384	384
MWAX 1392	392
MWAX 1400	400
MWAX 1393	393
MWAX 1395	395
MWAX 1396	396
MWAX 1399	399
MWAX 1401	401
MWAX 1407	407

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: 6/25/12

Edward M Luria
Edward M. Luria