

RECORDATION NO. 15009-I FILED

JAN 14 '09 9 00 AM

SURFACE TRANSPORTATION BOARD

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

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

January 14, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Amendment, dated as of December 15, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the document previously filed with the Board under Recordation Number 15009-G.

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

Lessor: Compass Rail VI Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111

Lessee: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75356

Anne K. Quinlan, Esquire
14 January, 2009
Page 2

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

36 tank cars within the series TILX 100051 - TILX 100159 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease Amendment.

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 the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

JAN 14 '09

-9 00 AM

MEMORANDUM OF LEASE AMENDMENT

As of December 15, 2008

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AMENDMENT is intended to evidence the amendment by COMPASS RAIL VI CORPORATION ("Lessor") and TRINITY INDUSTRIES LEASING COMPANY ("Lessee") of the Equipment Lease Agreement dated on or about July 25, 1986, as supplemented and as amended by First Amendment to Lease dated as of September 12, 2003, Second Amendment to Lease dated as of December 18, 2003, Third Amendment to Lease dated as of June 4, 2004 and Lease Assignment Agreement dated November 30, 2005 (the "Lease"). The Lessee leases the railcars specified on Schedule 1 hereto (the "Railcars") under the Lease. Documents with respect to the Railcars under the Lease have been previously filed with the Interstate Commerce Commission and the Surface Transportation Board under Recordation Number 15009.

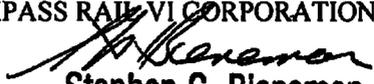
Lessor and Lessee have entered into Amendment No. 4 to the Lease dated as of the date hereof ("Amendment No. 4") which, among other amendments, extends the term of the Lease from and including January 1, 2009 to and including December 31, 2020 and gives the Lessee, among other rights, the right to renew the Lease further for five (5) renewals of one (1) year.

This Memorandum of Lease Assignment is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Memorandum of Lease Amendment to be executed as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

LESSOR:

COMPASS RAIL VI CORPORATION

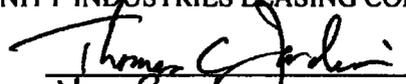
By: 
 Title: Stephen C. Bleneman
President

I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Lease Amendment was signed on behalf of Compass Rail VI Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of the company.

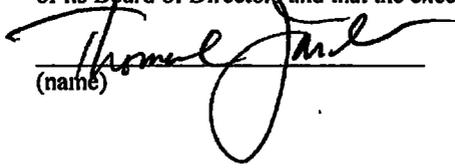

 (name)

LESSEE:

TRINITY INDUSTRIES LEASING COMPANY

By: 
 Title: Vice President

I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Lease Amendment of Lease was signed on behalf of Trinity Industries Leasing Company authority of its Board of Directors and that the execution of this instrument is the free act and deed of the company.


 (name)

SCHEDULE I
to Memorandum of Lease Amendment

The Railcars:

DOT 111A100W2 Sulphuric Acid (93%) Rail Tank Cars of 13,329 gallon capacity; 39'3.5" length over strikers; 28'4.5" length over truck centers; 14'4.5" height over rails; plate spec. A516/GR70; Plate and head thickness 9/16"; test psi 100; not insulated; no coils; 100 ton trucks; heresite P403 lining; double draft gear carriage; transdyne wear liners; ss vertical wear liner and center bowl; bolster pocket wear plates; roller bearing adaptors with hardened crowns and shoulders bearing the following Reporting Marks and Serial Numbers:

<u>Car#</u>	<u>Reporting Marks</u>	<u>Serial Number</u>
1	TILX100051	452520
2	TILX100052	452505
3	TILX100054	452506
4	TILX100056	452508
5	TILX100058	452573
6	TILX100059	452585
7	TILX100060	452509
8	TILX100082	452545
9	TILX100064	452554
10	TILX100065	452562
11	TILX100066	452582
12	TILX100068	452526
13	TILX100069	452553
14	TILX100082	452575
15	TILX100089	452552
16	TILX100091	452547
17	TILX100108	452580
18	TILX100109	452522
19	TILX100112	452519
20	TILX100113	452561
21	TILX100114	452530
22	TILX100116	452546
23	TILX100122	452569
24	TILX100123	452613
25	TILX100124	452620
26	TILX100128	452618
27	TILX100130	452615
28	TILX100132	452612
29	TILX100134	452567
30	TILX100137	452534
31	TILX100142	452619
32	TILX100144	452596
33	TILX100145	452601
34	TILX100150	452592
35	TILX100156	452594
36	TILX100159	452608