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February 13, 2009

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 27812-A FILED

FEB 13 '09 -12 0 0 PM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Subleases, a secondary document, dated as of February 13, 2009. The primary document to which this is connected is recorded under Recordation No. 27812. We request that this document be recorded under Recordation No. 27812-A.

The names and addresses of the parties to the Memorandum of Assignment of Subleases are:

Assignor:

Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Assignee:

Bank of Utah
200 E. South Temple, Suite 210
Salt Lake City, UT 84111

A description of the equipment covered by the Memorandum of Assignment of Subleases consists of 135 freight cars numbered TILX 43457-43550, inclusive, and 44501-44541, inclusive.

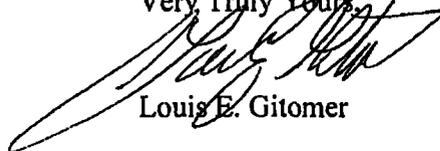
Honorable Anne K. Quinlan
February 13, 2009
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Memorandum of Assignment of Subleases between Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, TX 75207, and Bank of Utah, 200 E. South Temple, Suite 210, Salt Lake City, UT 84111, covering 135 freight cars numbered TILX 43457-43550, inclusive, and 44501-44541, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over a horizontal line.

Louis E. Gitomer

Enclosure

RECORDATION NO. 27812-A FILED

FEB 13 '09 -12 0 0 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

between

**TRINITY INDUSTRIES LEASING COMPANY,
as Lessee**

and

**BANK OF UTAH,
as Collateral Agent**

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. § 11301
on February __, 2009 at __:__.m.**

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of February 6, 2009, by and between **TRINITY INDUSTRIES LEASING COMPANY** ("Lessee") and **BANK OF UTAH**, as collateral agent ("Collateral Agent"), with reference to the following:

Lessee, as lessee, Banc of America Leasing & Capital, LLC ("BALC"), as lessor, and the Collateral Agent, as collateral agent under that certain Collateral Agency Agreement dated as of February 6, 2009 by and among Lessee, BALC, the Collateral Agent and other Lessor Parties a party thereto from time to time (the "Collateral Agency Agreement"), are parties to that certain Subleasing Consent and Amendment dated as of February 6, 2009 (the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to the Collateral Agent, for the benefit of BALC and other Lessor Parties (under and as defined in the Collateral Agency Agreement) a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

[signatures appear on next page]

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

Bank of Utah, as Collateral Agent

Trinity Industries Leasing Company

By: _____
Name: Nancy M. Dahl
Title: Vice President

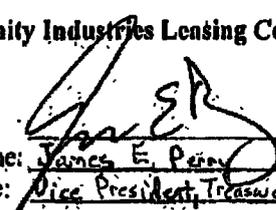
By: _____
Name: _____
Title: _____

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

Bank of Utah, as Collateral Agent

Trinity Industries Leasing Company

By: _____
Name: _____
Title: _____

By:  _____
Name: James E. Perry
Title: Vice President, Treasurer and Asst. Sec.

STATE OF Texas COUNTY OF Dallas TO WIT:

On this 11th day of February 2009 before me appeared James E. Perry, to me personally known, who being by me duly sworn, says that he is the Vice President, Texas and Asst Sec. of TRINITY INDUSTRIES LEASING COMPANY, that said instrument was signed on 2-11, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Danielle Henderson
Notary Public

My commission expires: 6/9/2012

STATE OF _____ COUNTY OF _____ TO WIT:

On this _____ day of _____, 2009 before me appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of BANK OF UTAH, that said instrument was signed on _____, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

My commission expires:

STATE OF _____ COUNTY OF _____
TO WIT:

On this _____ day of _____, 2009 before me appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of TRINITY INDUSTRIES LEASING COMPANY, that said instrument was signed on _____, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

My commission expires:

STATE OF Utah COUNTY OF _____
Salt Lake TO WIT:

On this 10 day of FEB, 2009 before me appeared Nancy M. Dahl to me personally known, who being by me duly sworn, says that he is the Vice President of BANK OF UTAH, that said instrument was signed on FEB. 10, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Sharlee Mackworth
Notary Public

My commission expires:

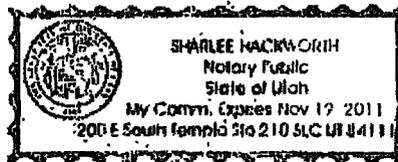


EXHIBIT A
DESCRIPTION OF UNITS

<u>Asset Mark</u>	<u>Car Type</u>	<u>Description of Assets</u>
TILX043457	Freight	4,402 CF Alum Coal - Gon
TILX043458	Freight	4,402 CF Alum Coal - Gon
TILX043459	Freight	4,402 CF Alum Coal - Gon
TILX043460	Freight	4,402 CF Alum Coal - Gon
TILX043461	Freight	4,402 CF Alum Coal - Gon
TILX043462	Freight	4,402 CF Alum Coal - Gon
TILX043463	Freight	4,402 CF Alum Coal - Gon
TILX043464	Freight	4,402 CF Alum Coal - Gon
TILX043465	Freight	4,402 CF Alum Coal - Gon
TILX043466	Freight	4,402 CF Alum Coal - Gon
TILX043467	Freight	4,402 CF Alum Coal - Gon
TILX043468	Freight	4,402 CF Alum Coal - Gon
TILX043469	Freight	4,402 CF Alum Coal - Gon
TILX043470	Freight	4,402 CF Alum Coal - Gon
TILX043471	Freight	4,402 CF Alum Coal - Gon
TILX043472	Freight	4,402 CF Alum Coal - Gon
TILX043473	Freight	4,402 CF Alum Coal - Gon
TILX043474	Freight	4,402 CF Alum Coal - Gon
TILX043475	Freight	4,402 CF Alum Coal - Gon
TILX043476	Freight	4,402 CF Alum Coal - Gon
TILX043477	Freight	4,402 CF Alum Coal - Gon
TILX043478	Freight	4,402 CF Alum Coal - Gon
TILX043479	Freight	4,402 CF Alum Coal - Gon
TILX043480	Freight	4,402 CF Alum Coal - Gon
TILX043481	Freight	4,402 CF Alum Coal - Gon
TILX043482	Freight	4,402 CF Alum Coal - Gon
TILX043483	Freight	4,402 CF Alum Coal - Gon
TILX043484	Freight	4,402 CF Alum Coal - Gon
TILX043485	Freight	4,402 CF Alum Coal - Gon
TILX043486	Freight	4,402 CF Alum Coal - Gon
TILX043487	Freight	4,402 CF Alum Coal - Gon
TILX043488	Freight	4,402 CF Alum Coal - Gon
TILX043489	Freight	4,402 CF Alum Coal - Gon
TILX043490	Freight	4,402 CF Alum Coal - Gon
TILX043491	Freight	4,402 CF Alum Coal - Gon
TILX043492	Freight	4,402 CF Alum Coal - Gon
TILX043493	Freight	4,402 CF Alum Coal - Gon
TILX043494	Freight	4,402 CF Alum Coal - Gon
TILX043495	Freight	4,402 CF Alum Coal - Gon
TILX043496	Freight	4,402 CF Alum Coal - Gon
TILX043497	Freight	4,402 CF Alum Coal - Gon
TILX043498	Freight	4,402 CF Alum Coal - Gon
TILX043499	Freight	4,402 CF Alum Coal - Gon
TILX043500	Freight	4,402 CF Alum Coal - Gon
TILX043501	Freight	4,402 CF Alum Coal - Gon
TILX043502	Freight	4,402 CF Alum Coal - Gon
TILX043503	Freight	4,402 CF Alum Coal - Gon

TILX044508	Freight	4,402 CF Alum Coal - Gon
TILX044509	Freight	4,402 CF Alum Coal - Gon
TILX044510	Freight	4,402 CF Alum Coal - Gon
TILX044511	Freight	4,402 CF Alum Coal - Gon
TILX044512	Freight	4,402 CF Alum Coal - Gon
TILX044513	Freight	4,402 CF Alum Coal - Gon
TILX044514	Freight	4,402 CF Alum Coal - Gon
TILX044515	Freight	4,402 CF Alum Coal - Gon
TILX044516	Freight	4,402 CF Alum Coal - Gon
TILX044517	Freight	4,402 CF Alum Coal - Gon
TILX044518	Freight	4,402 CF Alum Coal - Gon
TILX044519	Freight	4,402 CF Alum Coal - Gon
TILX044520	Freight	4,402 CF Alum Coal - Gon
TILX044521	Freight	4,402 CF Alum Coal - Gon
TILX044522	Freight	4,402 CF Alum Coal - Gon
TILX044523	Freight	4,402 CF Alum Coal - Gon
TILX044524	Freight	4,402 CF Alum Coal - Gon
TILX044525	Freight	4,402 CF Alum Coal - Gon
TILX044526	Freight	4,402 CF Alum Coal - Gon
TILX044527	Freight	4,402 CF Alum Coal - Gon
TILX044528	Freight	4,402 CF Alum Coal - Gon
TILX044529	Freight	4,402 CF Alum Coal - Gon
TILX044530	Freight	4,402 CF Alum Coal - Gon
TILX044531	Freight	4,402 CF Alum Coal - Gon
TILX044532	Freight	4,402 CF Alum Coal - Gon
TILX044533	Freight	4,402 CF Alum Coal - Gon
TILX044534	Freight	4,402 CF Alum Coal - Gon
TILX044535	Freight	4,402 CF Alum Coal - Gon
TILX044536	Freight	4,402 CF Alum Coal - Gon
TILX044537	Freight	4,402 CF Alum Coal - Gon
TILX044538	Freight	4,402 CF Alum Coal - Gon
TILX044539	Freight	4,402 CF Alum Coal - Gon
TILX044540	Freight	4,402 CF Alum Coal - Gon
TILX044541	Freight	4,402 CF Alum Coal - Gon