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February 13, 2009

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

RECORDATION NO. 27816 FILED

FEB 13 '09 -2 13 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 Lease Agreement, a primary document, dated as of February 13, 2009. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

Trinity Industries Leasing Company
2525 Stenmons Freeway
Dallas, TX 75207

A description of the equipment covered by the Memorandum of Lease Agreement consists of 125 freight cars numbered TILX 48006-48130, inclusive.

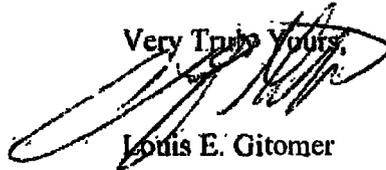
Honorable Anne K. Quinlan
February 13, 2009
Page 2

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: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4th Floor, Tucker, GA 30084-4431, and Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, TX 75207, covering 125 freight cars numbered TILX 48006-48130, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name below.

Louis E. Gitomer

Enclosure

RECORDATION NO. 27816 FILED

FEB 13 '09 -2 13 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of February 1st, 2009

by and between

TRINITY INDUSTRIES LEASING COMPANY,
as Lessee,

and

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

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

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 11, 2009, by and between BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), and TRINITY INDUSTRIES LEASING COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of February 6, 2009, and Schedule No. 90004 thereto and incorporating the terms thereof, dated as of February 11, 2009 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Shelley B. McGeary
Name: Shelley B. McGeary
Title: Vice President

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name: _____
Title: _____

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____
Name: _____
Title: _____

TRINITY INDUSTRIES LEASING COMPANY

By:  _____
Name: James E. Dwyer
Title: Gen. Mgr. of Ind. Leasing and Acq. Sec.

STATE OF GEORGIA)
) ss:
COUNTY OF DEKALB)

On this 31st day of February, 2009, before me appeared STACELY WICKENS the person who signed this instrument, who acknowledged that (s)he is the VICE PRESIDENT of BANC OF AMERICA LEASING & CAPITAL, L.L.C and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Jeanne Marie Martell
Notary Public

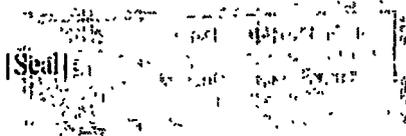
My commission expires:

July 9, 2011

JEANNE MARIE MARTELL
NOTARY PUBLIC
Gwinnett County - State of Georgia
My Comm. Expires July 9, 2011

STATE OF Texas)
COUNTY OF Dallas) ss:

On this _____ day of February, 2009, before me appeared James E. Smith the person who signed this instrument, who acknowledged that (s)he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



James E. Smith
Notary Public

My commission expires:
6/9/2012

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

<u>Asset Mark</u>	<u>Car Type</u>	<u>Description of Assets</u>
TILX048006	Freight	4,323 cf Long Door OTH Coal Cars
TILX048007	Freight	4,323 cf Long Door OTH Coal Cars
TILX048008	Freight	4,323 cf Long Door OTH Coal Cars
TILX048009	Freight	4,323 cf Long Door OTH Coal Cars
TILX048010	Freight	4,323 cf Long Door OTH Coal Cars
TILX048011	Freight	4,323 cf Long Door OTH Coal Cars
TILX048012	Freight	4,323 cf Long Door OTH Coal Cars
TILX048013	Freight	4,323 cf Long Door OTH Coal Cars
TILX048014	Freight	4,323 cf Long Door OTH Coal Cars
TILX048015	Freight	4,323 cf Long Door OTH Coal Cars
TILX048016	Freight	4,323 cf Long Door OTH Coal Cars
TILX048017	Freight	4,323 cf Long Door OTH Coal Cars
TILX048018	Freight	4,323 cf Long Door OTH Coal Cars
TILX048019	Freight	4,323 cf Long Door OTH Coal Cars
TILX048020	Freight	4,323 cf Long Door OTH Coal Cars
TILX048021	Freight	4,323 cf Long Door OTH Coal Cars
TILX048022	Freight	4,323 cf Long Door OTH Coal Cars
TILX048023	Freight	4,323 cf Long Door OTH Coal Cars
TILX048024	Freight	4,323 cf Long Door OTH Coal Cars
TILX048025	Freight	4,323 cf Long Door OTH Coal Cars
TILX048026	Freight	4,323 cf Long Door OTH Coal Cars
TILX048027	Freight	4,323 cf Long Door OTH Coal Cars
TILX048028	Freight	4,323 cf Long Door OTH Coal Cars
TILX048029	Freight	4,323 cf Long Door OTH Coal Cars
TILX048030	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048040	Freight	4,323 cf Long Door OTH Coal Cars
TILX048041	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048043	Freight	4,323 cf Long Door OTH Coal Cars
TILX048044	Freight	4,323 cf Long Door OTH Coal Cars

TILX048094	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048098	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048102	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048104	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048109	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048114	Freight	4,323 cf Long Door OTH Coal Cars
TILX048115	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048117	Freight	4,323 cf Long Door OTH Coal Cars
TILX048118	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048120	Freight	4,323 cf Long Door OTH Coal Cars
TILX048121	Freight	4,323 cf Long Door OTH Coal Cars
TILX048122	Freight	4,323 cf Long Door OTH Coal Cars
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TILX048124	Freight	4,323 cf Long Door OTH Coal Cars
TILX048125	Freight	4,323 cf Long Door OTH Coal Cars
TILX048126	Freight	4,323 cf Long Door OTH Coal Cars
TILX048127	Freight	4,323 cf Long Door OTH Coal Cars
TILX048128	Freight	4,323 cf Long Door OTH Coal Cars
TILX048129	Freight	4,323 cf Long Door OTH Coal Cars
TILX048130	Freight	4,323 cf Long Door OTH Coal Cars