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RECORDATION NO. 23199 FILED
OCT 25 '00
11-32 AM
SURFACE TRANSPORTATION BOARD

October 23, 2000

By Hand
Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 714
Washington, D.C. 20423-0001

Dear Secretary Williams:

Enclosed for recordation, pursuant to the provisions of 49 U.S.C. §11301(a) and 49 C.F.R. Part 1177, are two (2) originals of a Memorandum of Lease and Assignment of Lease, dated as of September 29, 2000, which should be recorded as a *primary* document.

The names of the parties to the transaction reflected in the enclosed (and certain related) documents are:

Lessor/Assignor:	TRINITY INDUSTRIES LEASING COMPANY, a corporation organized under the laws of the state of Delaware
Lessor/Assignee:	THE CIT GROUP/EQUIPMENT FINANCING, INC., a corporation organized under the state of New York
Lessee:	AT PLASTICS CORPORATION, a corporation organized under the laws of the state of Georgia

We request that the enclosed primary document be indexed under *each* of the above-listed names.

A description of the railroad equipment covered by the enclosed document (the "Equipment") is as follows:

Number of Cars	Type	Identifying Marks
18	6,221 CF covered hopper cars	TIMX 62000 – 62012, 62015 – 62019

A brief description of the transaction reflected in the enclosed document is as follows:

> Pursuant to a Purchase and Sale Agreement dated as of September 29, 2000 between Lessor/Assignor and Lessor/Assignee, Lessor/Assignee has acquired all of Lessor/Assignor's right, title and interest in, to or arising from the Equipment, including (by assignment) that certain Railroad Car Net Lease Agreement dated as of March 31, 1998 (the "Lease") between Lessor/Assignor and Lessee.

Also enclosed is a check in the amount of $26.00, payable to the order of the Surface Transportation Board, which covers the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned.

Sincerely yours,

L. John Osborn

Enclosures

Attachment to October 23, 2000 Cover Letter to Surface Transportation Board
Addresses of Parties

Trinity Industries Leasing Company
2418 Gardner Expressway
Quincy, IL 62306-0867

The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

AT Plastics Corporation
101 Sierra Drive
Peachtree City, GA 30269

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE

This MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE, dated as of September 29, 2000, is made by TRINITY INDUSTRIES LEASING COMPANY, a corporation organized under the laws of the state of Delaware (the "Lessor/Assignor"), and by THE CIT GROUP/EQUIPMENT FINANCING, INC., a corporation organized under the state of New York (the "Lessor/Assignee"), and relates to that certain Railroad Car Net Lease Agreement dated as of March 31, 1998 (the "Lease") between Lessor/Assignor and AT PLASTICS CORPORATION, a corporation organized under the laws of the state of Georgia (the "Lessee").

WHEREAS, Lessor/Assignor and Lessee have entered into the Lease, including Rider No. 1 dated July 9, 1999, under which Lessor/Assignor has leased to Lessee the following railroad equipment (the "Equipment"):

Number of Cars	Type	Identifying Marks
18	6,221 CF covered hopper cars	TIMX 62000 – 62012, 62015 – 62019

and

WHEREAS, pursuant to that certain Purchase and Sale Agreement dated as of September 29, 2000 between Lessor/Assignor and Lessor/Assignee, Lessor/Assignee has acquired all of Lessor/Assignor's right, title and interest in, to or arising from the Equipment, including the Lease; and

WHEREAS, the parties desire to provide notice of the Lease and of the assignment of the Lease by Lessor/Assignor to Lessor/Assignee; and

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Lease and Assignment of Lease to be executed in its respective corporate name by an officer duly authorized, and hereby declares pursuant to 28 U.S.C. § 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of the date herein first set forth above.

TRINITY INDUSTRIES LEASING COMPANY

By: _____
John Nussrallah
President

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____

Name: STEPHEN Z SERLEPCA

Title: SR VP

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Texas)
) SS:
County of Dallas)

On this 3RD day of October, 2000, before me personally appeared John Nussrallah to me personally known, who being by me duly sworn, says that he is the President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Judie Owens
Signature of Notary Public

My commission expires 04-07-01

Seal

NOTARY PUBLIC STATE OF TEXAS
JUDIE OWENS
Notary Public, State of Texas
My Commission Expires 04-07-01

CORPORATE FORM OF ACKNOWLEDGEMENT

State of New York)
) SS:
County of New York)

On this 12 day of October, 2000, before me personally appeared Stephen Z. Serepca to me personally known, who being by me duly sworn, says that he/she is the Sr. Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

My commission expires May 29, 2002

Seal

ELSA RODRIGUEZ
Notary Public, State of New York
No. 4967228
Qualified in Nassau County
Certificate filed in New York County
Commission Expires May 29, 2002