



CORPORATION SERVICE COMPANY

RECORDATION NO. 26717 FILED

DEC 21 '06

10-35 AM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD  
801 Adlai Stevenson Drive  
Springfield IL 62703

800-927-9801 Ext 3813  
217-492-2727

To: SURFACE TRANSPORTATION BOARD - ATTN BARB SADDLER

From: April Oshea

Date: December 19, 2006

Order#: 673510/005

Re: DCTX16133 TRINITY MANUFACTURING INC.

Please process the enclosed documents for the service indicated below.

XX Primary STB Filing

RECEIPT SHOULD BE IN OUR OFFICE: 12/29/2006  
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$34.00. DO NOT WRITE CHECK FOR MORE THAN THIS AMOUNT. IF ADDITIONAL MONEY IS NEEDED, PLEASE CONTACT US IMMEDIATELY.

Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office. Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

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

Lessee:



CORPORATION SERVICE COMPANY

Trinity Manufacturing Inc.  
11 East Hogan Road  
Hamlet, NC 28345

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 12 day of Sept, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and TRINITY MANUFACTURING, INC., a Delaware corporation, with an address at 11 East Hogan Road, Hamlet, NC 28345 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of Sept 12, 2006 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Jamie M Wickham  
Name: Vice President  
Title: \_\_\_\_\_

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TRINITY MANUFACTURING, INC.

By: Charles M. Davis  
Name: Charles M. Davis  
Title: VP Sales & Marketing

# Schedule A

Number of Cars

Equipment Description

1

Tank Cars

1

DCTX

16133