

RECORDATION NO. 26277-0 FILED

JUN 27 '07 -12 30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 27, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Bill of Sale and Assignment of Lease Agreement, dated as of June 26, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 26277-N.

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

- Assignor: Trinity North American Freight Car
2525 Stemmons Freeway
Dallas, TX 75207
- Assignee: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Mr. Vernon A. Williams
June 27, 2007
Page 2

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

50 railcars: TILX 33156 – TILX 33205.

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

Memorandum of Bill of Sale and Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUN 27 '07 -12 30 PM

MEMORANDUM OF
BILL OF SALE AND
ASSIGNMENT OF LEASE AGREEMENT.

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF BILL OF SALE AND ASSIGNMENT OF LEASE AGREEMENT ("Memorandum") is made entered into as of June 26, 2007, by and between TRINITY NORTH AMERICAN FREIGHT CAR, INC., ("Assignor"), and TRINITY INDUSTRIES LEASING COMPANY ("Assignee").

WITNESSETH:

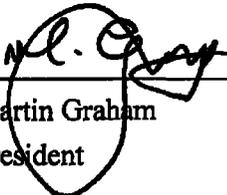
1. Assignor has agreed to assign to Assignee, and Assignee has agreed to assume, Assignor's rights and obligations under that certain Railroad Car Lease Agreement dated May 18, 2006 by and between Assignor and Ash Grove Cement Company., (the "Lessee"), pursuant to Rider Two of which Assignor leased 50 railcars with reporting marks and road numbers TILX 33156 through TILX 33205, inclusive, (the "Equipment") to Lessee.

2. Evidence of the Lease has been recorded with the Surface Transportation Board on July 11, 2006 pursuant to 49 U.S.C. §11301 and assigned recordation number 26277-N.

3. This Memorandum shall be effective as of the date first set forth hereinabove.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above.

TRINITY NORTH AMERICAN FREIGHT CAR, INC.

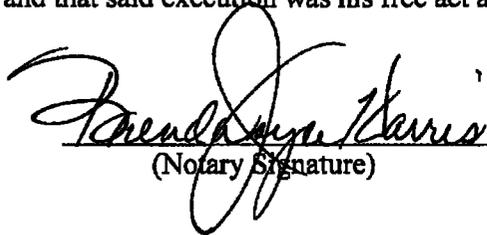
By: 
Name: Martin Graham
Title: President

TRINITY INDUSTRIES LEASING COMPANY

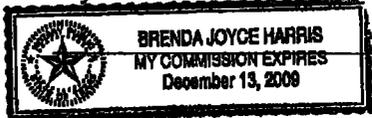
By: 
Name: Eric Marchetto
Title: Vice President

STATE OF Texas)
) SS:
COUNTY OF Dallas)

On this 26th day of June, 2007, before me the undersigned Notary Public, personally appeared Martin Graham, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument, who, being by me duly sworn, says that he is the President of TRINITY NORTH AMERICAN FREIGHT CAR, INC., and acknowledged to me that he duly executed the foregoing instrument and that said execution was his free act and deed and the free act and deed of said corporation.

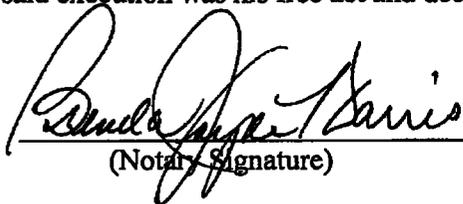

(Notary Signature)

My commission expires:

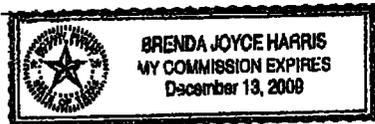


STATE OF Texas)
) SS:
COUNTY OF Dallas)

On this 26th day of June, 2007, before me the undersigned Notary Public, personally appeared Eric Marchetto, personally known to me or proved to me by satisfactory evidence to be the person who executed the foregoing instrument, who, being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, and acknowledged to me that he duly executed the foregoing instrument and that said execution was his free act and deed and the free act and deed of said corporation.


(Notary Signature)

My commission expires:



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/27/07



Robert W. Alvord