

LAW OFFICES OF  
LOUIS E. GITOMER

LOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204-4022  
(202) 466-6532  
FAX (410) 332-0885

October 7, 2008

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

RECORDATION NO. 27687 FILED

OCT 08 '08 -9 05 AM

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 and Assignment of Lease (CEMEX), a primary document, dated as of September 26, 2008. We request that this document be given the next available recordation number.

The names and addresses of the parties to Memorandum of Lease and Assignment of Lease (CEMEX) are:

Assignee:

GATX Corporation  
222 West Adams Street  
Chicago, IL 60606-5312

Assignor:

Trinity Rail Leasing V L.P.  
2525 Stemmons Freeway  
Dallas, TX 75207

A description of the equipment covered by Memorandum of Lease and Assignment of Lease (CEMEX) consists of 54 116-Ton Covered Hopper Cars numbered CEMEX 110551-110573, inclusive, 110575, and 110577-110606, inclusive.

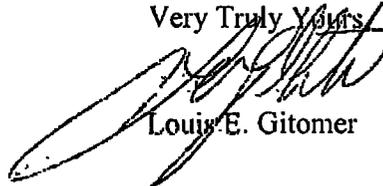
Honorable Anne K. Quinlan  
October 7, 2008  
Page 2

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

A short summary of the document to appear in the index follows: a Memorandum of Lease and Assignment of Lease (CEMEX) between GATX Corporation, 222 West Adams Street, Chicago, IL 60606-5312, and Trinity Rail Leasing V L.P., 2525 Stemmons Freeway, Dallas, TX 75207, covering 54 116-Ton Covered Hopper Cars numbered CMEX 110551-110573, inclusive, 110575, and 110577-110606, 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

Enclosures

OCT 08 '08 9 05 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE  
(CEMEX)

This MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE is dated as of September 26, 2008, by and between Trinity Rail Leasing V L.P., a Texas limited partnership ("Assignor"), and GATX Corporation, a New York corporation ("Assignee").

## WITNESSETH:

1. Assignor, as lessor, entered into that certain Railroad Car Net Lease Agreement, dated February 8, 2000 (as amended by Amendment No. 1 to Railroad Car Net Lease Agreement, dated August 29, 2006, the "Master Lease"), that certain Rider Nine (9) to Railroad Car Net Lease Agreement, dated September 1, 2005 (as amended by Amendment No. 1 to Rider Nine (09), dated April 18, 2006, and as it incorporates the terms of the Master Lease, the "Lease"), in each case with Cemex, Inc., as lessee for certain railcars described in Exhibit A attached hereto (the "Railcars").

2. Assignor and Assignee have entered into that certain Assignment of Lease agreement dated as of September 26, 2008 (the "Assignment of Lease"), pursuant to which Assignor assigned to Assignee all of its right, title and interest, as lessor under the Lease.

3. The purpose of this Memorandum of Lease and Assignment of Lease is to give record notice of and evidence the Lease and the Assignment of Lease with respect to the Railcars.

4. This Memorandum of Lease and Assignment of Lease may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Lease and Assignment of Lease to be executed by their duly authorized officers as of the date first written above.

[Signatures and notarizations appear on following pages.]

ASSIGNOR:

Trinity Rail Leasing V L.P.

By: TILX GP V, LLC,  
its General Partner

By:   
Name: Eric Marchitto  
Title: Vice President

ASSIGNEE:

GATX Corporation

By: \_\_\_\_\_  
Name: Linda Hexem  
Title: Vice President and Managing  
Director, Structured Finance

STATE OF TEXAS           §  
  §    SS:  
COUNTY OF DALLAS       §

On this 25<sup>th</sup> day of September, 2008, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Vice President of TILX GP V, LLC, and that the foregoing Memorandum of Assignment of Lease was signed on behalf of said entity. Further, he acknowledged that the execution of the foregoing Memorandum of Assignment of Lease was the free act and deed of said entity.



*Danielle Henderson*  
\_\_\_\_\_  
Notary Public

My commission expires.

6/9/2012

ASSIGNOR:

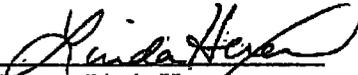
Trinity Rail Leasing V L.P.

By: TILX GP V, LLC,  
its General Partner

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

ASSIGNEE:

GATX Corporation

By:   
Name: Linda Hexem  
Title: Vice President and Managing  
Director, Structured Finance

STATE OF CALIFORNIA     )  
  )  
COUNTY OF SAN FRANCISCO   )

On September 26, 2008 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.



*Nicholette Maris*

Notary Public

My Commission expires: May 17, 2011

Exhibit A

**DESCRIPTION OF CARS:**

116-Ton Twin Covered Hopper Cars built in 2005 with Miner MKE-10415 Gates and approximate capacity of 3,281 cubic feet.

**QUANTITY:**

Fifty-four (54)

**REPORTING MARKS AND IDENTIFYING NUMBERS:**

CMEX 110551	CMEX 110571	CMEX 110593
CMEX 110552	CMEX 110572	CMEX 110594
CMEX 110553	CMEX 110573	CMEX 110595
CMEX 110554	CMEX 110575	CMEX 110596
CMEX 110555	CMEX 110577	CMEX 110597
CMEX 110556	CMEX 110578	CMEX 110598
CMEX 110557	CMEX 110579	CMEX 110599
CMEX 110558	CMEX 110580	CMEX 110600
CMEX 110559	CMEX 110581	CMEX 110601
CMEX 110560	CMEX 110582	CMEX 110602
CMEX 110561	CMEX 110583	CMEX 110603
CMEX 110562	CMEX 110584	CMEX 110604
CMEX 110563	CMEX 110585	CMEX 110605
CMEX 110564	CMEX 110586	CMEX 110606
CMEX 110565	CMEX 110587	
CMEX 110566	CMEX 110588	
CMEX 110567	CMEX 110589	
CMEX 110568	CMEX 110590	
CMEX 110569	CMEX 110591	
CMEX 110570	CMEX 110592	