

**LAW OFFICES OF  
LOUIS E. GITOMER**

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February 6, 2009

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

RECORDATION NO. 27811 FILED

FEB 06 '09 -12 46 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 6, 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 Stemmons Freeway  
Dallas, TX 75207

A description of the equipment covered by the Memorandum of Lease Agreement consists of 44 freight cars numbered AEPX 30167-30210, inclusive.

Honorable Anne K. Quinlan  
February 6, 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, 4<sup>th</sup> Floor, Tucker, GA 30084-4431, and Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, TX 75207, covering 44 freight cars numbered AEPX 30167-30210, inclusive.

Very Truly Yours,

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer", with a circular stamp or mark to the right.

Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

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**MEMORANDUM OF LEASE AGREEMENT**

**dated as of February 6, 2009**

**by and between**

**TRINITY INDUSTRIES LEASING COMPANY,  
as Lessee,**

**and:**

**BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Lessor**

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C. § 11301  
on February 6, 2009 at \_\_: \_\_.m.**

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 6, 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. 90002 thereto and incorporating the terms thereof, dated as of February 6, 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 to renew and 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: Shalley B. LaCagnin  
Name: Shalley B. LaCagnin  
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. Perry  
Title: Vice President, Treasurer and Asst. Sec.



STATE OF Texas )  
COUNTY OF Dallas ) ss:

On this \_\_\_ day of February, 2009, before me appeared James E Pory, the person who signed this instrument, who acknowledged that (s)he is the Vice Pres, Treas and Gen Sec of TRINITY INDUSTRIES LEASING COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said Corporation.



Danielle Henderson  
Notary Public

My commission expires:

6/9/2012

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

**DESCRIPTION OF RAIL CARS AND REPORTING MARKS**

<u>Asset Mark</u>	<u>Car Type</u>	<u>Description of Assets</u>
AEPX030167	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030168	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030169	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030170	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030171	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030172	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030173	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030174	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030175	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030176	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030177	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030178	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030179	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030180	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030181	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030182	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030183	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030184	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030185	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030186	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030187	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030188	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030189	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030190	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030191	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030192	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030193	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030194	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030195	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030196	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030197	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030198	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030199	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030200	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030201	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030202	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030203	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030204	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030205	Freight	4,323 cf Long Door OTH Coal Cars

AEPX030206	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030207	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030208	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030209	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030210	Freight	4,323 cf Long Door OTH Coal Cars