

**LAW OFFICES OF
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February 6, 2009

RECORDATION NO. 27812 FILED

FEB 06 '09 -12 51 PM

SURFACE TRANSPORTATION BOARD

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

Dear Acting Secretary Quinlan:

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 135 freight cars numbered TILX 43457-43550, inclusive, and 44501-44541, 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, 4th Floor, Tucker, GA 30084-4431, and Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, TX 75207, covering 135 freight cars numbered TILX 43457-43550, inclusive, and 44501-44541, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", with a circled "11/15" to the right.

Louis E. Gitomer

Enclosure

RECORDATION NO. 27812 FILED

FEB 06 '09 -12 51 PM

SURFACE TRANSPORTATION BOARD

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**

**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. 90001 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: Shelley B. LaCagnh
Name: Shelley B. LaCagnh
Title: Vice President

TRINITY INDUSTRIES LEASING COMPANY

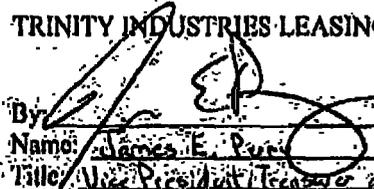
By: _____
Name: _____
Title: _____

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

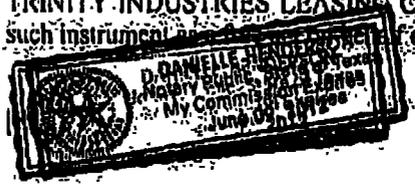
By: _____
Name: _____
Title: _____

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 5th day of February, 2009, before me appeared James E. Perry, the person who signed this instrument, who acknowledged that (s)he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY and that, being duly authorized, (s)he signed such instrument as _____ of said corporation.



Danielle Henderson
Notary Public

My commission expires:
6/9/2012

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

DESCRIPTION OF RAILCARS AND REPORTING MARKS

<u>Asset Mark</u>	<u>Car Type</u>	<u>Description of Assets</u>
TILX043457	Freight	4,402 CF Alum Coal - Gon
TILX043458	Freight	4,402 CF Alum Coal - Gon
TILX043459	Freight	4,402 CF Alum Coal - Gon
TILX043460	Freight	4,402 CF Alum Coal - Gon
TILX043461	Freight	4,402 CF Alum Coal - Gon
TILX043462	Freight	4,402 CF Alum Coal - Gon
TILX043463	Freight	4,402 CF Alum Coal - Gon
TILX043464	Freight	4,402 CF Alum Coal - Gon
TILX043465	Freight	4,402 CF Alum Coal - Gon
TILX043466	Freight	4,402 CF Alum Coal - Gon
TILX043467	Freight	4,402 CF Alum Coal - Gon
TILX043468	Freight	4,402 CF Alum Coal - Gon
TILX043469	Freight	4,402 CF Alum Coal - Gon
TILX043470	Freight	4,402 CF Alum Coal - Gon
TILX043471	Freight	4,402 CF Alum Coal - Gon
TILX043472	Freight	4,402 CF Alum Coal - Gon
TILX043473	Freight	4,402 CF Alum Coal - Gon
TILX043474	Freight	4,402 CF Alum Coal - Gon
TILX043475	Freight	4,402 CF Alum Coal - Gon
TILX043476	Freight	4,402 CF Alum Coal - Gon
TILX043477	Freight	4,402 CF Alum Coal - Gon
TILX043478	Freight	4,402 CF Alum Coal - Gon
TILX043479	Freight	4,402 CF Alum Coal - Gon
TILX043480	Freight	4,402 CF Alum Coal - Gon
TILX043481	Freight	4,402 CF Alum Coal - Gon
TILX043482	Freight	4,402 CF Alum Coal - Gon
TILX043483	Freight	4,402 CF Alum Coal - Gon
TILX043484	Freight	4,402 CF Alum Coal - Gon
TILX043485	Freight	4,402 CF Alum Coal - Gon
TILX043486	Freight	4,402 CF Alum Coal - Gon
TILX043487	Freight	4,402 CF Alum Coal - Gon
TILX043488	Freight	4,402 CF Alum Coal - Gon
TILX043489	Freight	4,402 CF Alum Coal - Gon
TILX043490	Freight	4,402 CF Alum Coal - Gon
TILX043491	Freight	4,402 CF Alum Coal - Gon
TILX043492	Freight	4,402 CF Alum Coal - Gon
TILX043493	Freight	4,402 CF Alum Coal - Gon
TILX043494	Freight	4,402 CF Alum Coal - Gon
TILX043495	Freight	4,402 CF Alum Coal - Gon
TILX043496	Freight	4,402 CF Alum Coal - Gon
TILX043497	Freight	4,402 CF Alum Coal - Gon

TILX043498	Freight	4,402 CF Alum Coal - Gon
TILX043499	Freight	4,402 CF Alum Coal - Gon
TILX043500	Freight	4,402 CF Alum Coal - Gon
TILX043501	Freight	4,402 CF Alum Coal - Gon
TILX043502	Freight	4,402 CF Alum Coal - Gon
TILX043503	Freight	4,402 CF Alum Coal - Gon
TILX043504	Freight	4,402 CF Alum Coal - Gon
TILX043505	Freight	4,402 CF Alum Coal - Gon
TILX043506	Freight	4,402 CF Alum Coal - Gon
TILX043507	Freight	4,402 CF Alum Coal - Gon
TILX043508	Freight	4,402 CF Alum Coal - Gon
TILX043509	Freight	4,402 CF Alum Coal - Gon
TILX043510	Freight	4,402 CF Alum Coal - Gon
TILX043511	Freight	4,402 CF Alum Coal - Gon
TILX043512	Freight	4,402 CF Alum Coal - Gon
TILX043513	Freight	4,402 CF Alum Coal - Gon
TILX043514	Freight	4,402 CF Alum Coal - Gon
TILX043515	Freight	4,402 CF Alum Coal - Gon
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TILX043517	Freight	4,402 CF Alum Coal - Gon
TILX043518	Freight	4,402 CF Alum Coal - Gon
TILX043519	Freight	4,402 CF Alum Coal - Gon
TILX043520	Freight	4,402 CF Alum Coal - Gon
TILX043521	Freight	4,402 CF Alum Coal - Gon
TILX043522	Freight	4,402 CF Alum Coal - Gon
TILX043523	Freight	4,402 CF Alum Coal - Gon
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TILX043525	Freight	4,402 CF Alum Coal - Gon
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TILX043542	Freight	4,402 CF Alum Coal - Gon
TILX043543	Freight	4,402 CF Alum Coal - Gon
TILX043544	Freight	4,402 CF Alum Coal - Gon
TILX043545	Freight	4,402 CF Alum Coal - Gon
TILX043546	Freight	4,402 CF Alum Coal - Gon
TILX043547	Freight	4,402 CF Alum Coal - Gon

TILX043548	Freight	4,402 CF Alum Coal - Gon
TILX043549	Freight	4,402 CF Alum Coal - Gon
TILX043550	Freight	4,402 CF Alum Coal - Gon
TILX044501	Freight	4,402 CF Alum Coal - Gon
TILX044502	Freight	4,402 CF Alum Coal - Gon
TILX044503	Freight	4,402 CF Alum Coal - Gon
TILX044504	Freight	4,402 CF Alum Coal - Gon
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TILX044515	Freight	4,402 CF Alum Coal - Gon
TILX044516	Freight	4,402 CF Alum Coal - Gon
TILX044517	Freight	4,402 CF Alum Coal - Gon
TILX044518	Freight	4,402 CF Alum Coal - Gon
TILX044519	Freight	4,402 CF Alum Coal - Gon
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TILX044521	Freight	4,402 CF Alum Coal - Gon
TILX044522	Freight	4,402 CF Alum Coal - Gon
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