

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

February 13, 2009

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

RECORDATION NO. 27811-A FILED

FEB 13 '09 -11 5 5 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 Assignment of Subleases, a secondary document, dated as of February 13, 2009. The primary document to which this is connected is recorded under Recordation No. 27811. We request that this document be recorded under Recordation No. 27811-A.

The names and addresses of the parties to the Memorandum of Assignment of Subleases are:

Assignor:

Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Assignee:

Bank of Utah
200 E. South Temple, Suite 210
Salt Lake City, UT 84111

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

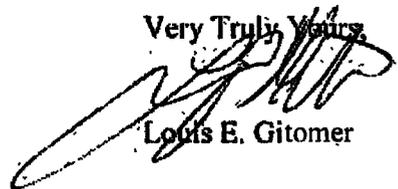
Honorable Anne K. Quinlan
February 13, 2009
Page 2.

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: Memorandum of Assignment of Subleases between Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, TX 75207, and Bank of Utah, 200 E. South Temple, Suite 210, Salt Lake City, UT 84111, covering 44 freight cars numbered AFPX 30167-30210, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RECORDATION NO.

27811-A
FILED

FEB 13 '09 -11 5 5 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

between

**TRINITY INDUSTRIES LEASING COMPANY,
as Lessee**

and

**BANK OF UTAH,
as Collateral Agent**

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

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of February 6, 2009, by and between TRINITY INDUSTRIES LEASING COMPANY ("Lessee") and BANK OF UTAH, as collateral agent ("Collateral Agent"), with reference to the following:

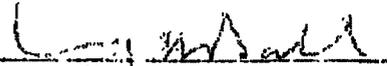
Lessee, as lessee, Banc of America Leasing & Capital, LLC ("BALC"), as lessor, and the Collateral Agent, as collateral agent under that certain Collateral Agency Agreement dated as of February 6, 2009 by and among Lessee, BALC, the Collateral Agent and other Lessor Parties a party thereto from time to time (the "Collateral Agency Agreement"), are parties to that certain Subleasing Consent and Amendment dated as of February 6, 2009 (the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to the Collateral Agent, for the benefit of BALC and other Lessor Parties (under and as defined in the Collateral Agency Agreement) a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

[signatures appear on next page]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases to be executed as of the date first above written.

Bank of Utah, as Collateral Agent

Trinity Industries Leasing Company

By: 
Name: Nancy M. Dahl
Title: Vice President

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases to be executed as of the date first above written.

Bank of Utah, as Collateral Agent

Trinity Industries Leasing Company

By: _____
Name: _____
Title: _____

By:  _____
Name: James E. Perry
Title: Vice President, Treasurer and Asst. Sec

STATE OF Texas COUNTY OF Dallas
TO WIT:

On this 11th day of February, 2009 before me appeared James E. Perry, to me personally known, who being by me duly sworn, says that he is the Vice President, Texas and Asst Sec of TRINITY INDUSTRIES LEASING COMPANY, that said instrument was signed on 2-11, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Danielle Henderson
Notary Public

My commission expires: 6/9/2012

STATE OF _____ COUNTY OF _____
TO WIT:

On this _____ day of _____, 2009 before me appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of BANK OF UTAH, that said instrument was signed on _____, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

My commission expires:

STATE OF _____ COUNTY OF _____
TO WIT:

On this _____ day of _____, 2009 before me appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of TRINITY INDUSTRIES LEASING COMPANY, that said instrument was signed on _____, 2009 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Notary Public

My commission expires:

STATE OF _____ COUNTY OF _____
Salt Lake Utah TO WIT:

On this 10 day of Feb, 2009 before me appeared Nancy M. Dahl to me personally known, who being by me duly sworn, says that he is the Vice President of BANK OF UTAH, that said instrument was signed on Feb 10, 2009 in behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

[Notarial Seal]

Notary Public

My commission expires:

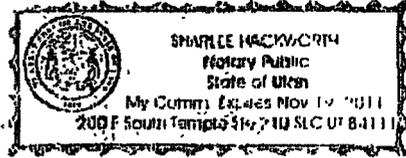


EXHIBIT A
DESCRIPTION OF UNITS

<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