

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. 27816-A FILED

FEB 13 '09

-2 14 PM

SURFACE TRANSPORTATION BOARD

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 Assignment of Subleases, a secondary document, dated as of February 13, 2009. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under suffix "A" for the new Recordation No.

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 125 freight cars numbered TILX 48006-48130, inclusive.

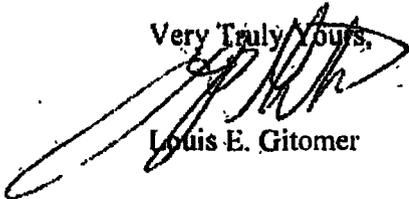
Honorable Anne K. Quinlan  
February 13, 2009  
Page 2

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 125 freight cars numbered TILX 48006-48130, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RECORDATION NO. 27816 A FILED

FEB 13 '09 -2 14 PM

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:

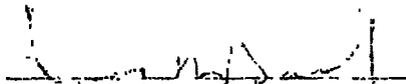
Lessee, as lessee, Banc of America Leasing & Capital, LLC ("BALC"), as lessor, and the Collateral Agent, as collateral agent under that certain Collateral Agency Agreement dated as of February 6, 2009 by and among Lessee, BALC, the Collateral Agent and other Lessor Parties a party thereto from time to 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

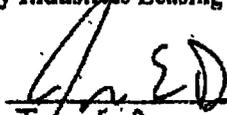
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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**

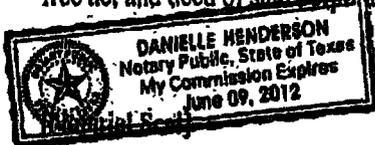
**Trinity Industries Leasing Company**

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 17th day of February, 2009, before me appeared James E. Pon, to me personally known, who being by me duly sworn, says that he is the Vice President, Treasurer and Member 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:

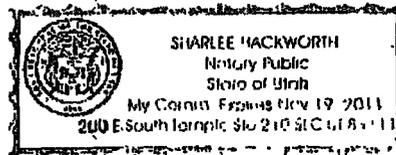
STATE OF \_\_\_\_\_ COUNTY OF \_\_\_\_\_  
Utah  
Salt Lake TO WIT:

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 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:



**EXHIBIT A**  
**DESCRIPTION OF UNITS**

<u>Asset-Mark</u>	<u>Car Type</u>	<u>Description of Assets</u>
TILX048006	Freight	4,323 of Long Door OTH Coal Cars
TILX048007	Freight	4,323 of Long Door OTH Coal Cars
TILX048008	Freight	4,323 of Long Door OTH Coal Cars
TILX048009	Freight	4,323 of Long Door OTH Coal Cars
TILX048010	Freight	4,323 of Long Door OTH Coal Cars
TILX048011	Freight	4,323 of Long Door OTH Coal Cars
TILX048012	Freight	4,323 of Long Door OTH Coal Cars
TILX048013	Freight	4,323 of Long Door OTH Coal Cars
TILX048014	Freight	4,323 of Long Door OTH Coal Cars
TILX048015	Freight	4,323 of Long Door OTH Coal Cars
TILX048016	Freight	4,323 of Long Door OTH Coal Cars
TILX048017	Freight	4,323 of Long Door OTH Coal Cars
TILX048018	Freight	4,323 of Long Door OTH Coal Cars
TILX048019	Freight	4,323 of Long Door OTH Coal Cars
TILX048020	Freight	4,323 of Long Door OTH Coal Cars
TILX048021	Freight	4,323 of Long Door OTH Coal Cars
TILX048022	Freight	4,323 of Long Door OTH Coal Cars
TILX048023	Freight	4,323 of Long Door OTH Coal Cars
TILX048024	Freight	4,323 of Long Door OTH Coal Cars
TILX048025	Freight	4,323 of Long Door OTH Coal Cars
TILX048026	Freight	4,323 of Long Door OTH Coal Cars
TILX048027	Freight	4,323 of Long Door OTH Coal Cars
TILX048028	Freight	4,323 of Long Door OTH Coal Cars
TILX048029	Freight	4,323 of Long Door OTH Coal Cars
TILX048030	Freight	4,323 of Long Door OTH Coal Cars
TILX048031	Freight	4,323 of Long Door OTH Coal Cars
TILX048032	Freight	4,323 of Long Door OTH Coal Cars
TILX048033	Freight	4,323 of Long Door OTH Coal Cars
TILX048034	Freight	4,323 of Long Door OTH Coal Cars
TILX048035	Freight	4,323 of Long Door OTH Coal Cars
TILX048036	Freight	4,323 of Long Door OTH Coal Cars
TILX048037	Freight	4,323 of Long Door OTH Coal Cars
TILX048038	Freight	4,323 of Long Door OTH Coal Cars
TILX048039	Freight	4,323 of Long Door OTH Coal Cars
TILX048040	Freight	4,323 of Long Door OTH Coal Cars
TILX048041	Freight	4,323 of Long Door OTH Coal Cars
TILX048042	Freight	4,323 of Long Door OTH Coal Cars
TILX048043	Freight	4,323 of Long Door OTH Coal Cars
TILX048044	Freight	4,323 of Long Door OTH Coal Cars
TILX048045	Freight	4,323 of Long Door OTH Coal Cars
TILX048046	Freight	4,323 of Long Door OTH Coal Cars
TILX048047	Freight	4,323 of Long Door OTH Coal Cars
TILX048048	Freight	4,323 of Long Door OTH Coal Cars
TILX048049	Freight	4,323 of Long Door OTH Coal Cars
TILX048050	Freight	4,323 of Long Door OTH Coal Cars
TILX048051	Freight	4,323 of Long Door OTH Coal Cars
TILX048052	Freight	4,323 of Long Door OTH Coal Cars



TILX048107	Freight	4,323 cf Long Door OTH Coal Cars
TILX048108	Freight	4,323 cf Long Door OTH Coal Cars
TILX048109	Freight	4,323 cf Long Door OTH Coal Cars
TILX048110	Freight	4,323 cf Long Door OTH Coal Cars
TILX048111	Freight	4,323 cf Long Door OTH Coal Cars
TILX048112	Freight	4,323 cf Long Door OTH Coal Cars
TILX048113	Freight	4,323 cf Long Door OTH Coal Cars
TILX048114	Freight	4,323 cf Long Door OTH Coal Cars
TILX048115	Freight	4,323 cf Long Door OTH Coal Cars
TILX048116	Freight	4,323 cf Long Door OTH Coal Cars
TILX048117	Freight	4,323 cf Long Door OTH Coal Cars
TILX048118	Freight	4,323 cf Long Door OTH Coal Cars
TILX048119	Freight	4,323 cf Long Door OTH Coal Cars
TILX048120	Freight	4,323 cf Long Door OTH Coal Cars
TILX048121	Freight	4,323 cf Long Door OTH Coal Cars
TILX048122	Freight	4,323 cf Long Door OTH Coal Cars
TILX048123	Freight	4,323 cf Long Door OTH Coal Cars
TILX048124	Freight	4,323 cf Long Door OTH Coal Cars
TILX048125	Freight	4,323 cf Long Door OTH Coal Cars
TILX048126	Freight	4,323 cf Long Door OTH Coal Cars
TILX048127	Freight	4,323 cf Long Door OTH Coal Cars
TILX048128	Freight	4,323 cf Long Door OTH Coal Cars
TILX048129	Freight	4,323 cf Long Door OTH Coal Cars
TILX048130	Freight	4,323 cf Long Door OTH Coal Cars