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February 13, 2009

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

RECORDATION NO. 27815 FILED

FEB 13 '09 -2 2 0 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 13, 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 125 freight cars numbered TILX 421157-421281, inclusive.

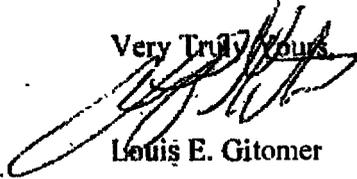
Honorable Anne K. Quinlan
February 13, 2009
Page 2

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: 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 125 freight cars numbered TILX 421157-421281, inclusive.

Very Truly Yours



Louis E. Gitomer

Enclosure

RECORDATION NO. 27815 FILED

FEB 13 '09 -2 2 0 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of February 11, 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 11, 2009 at : .m.**

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February , 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. 90005 thereto and incorporating the terms thereof, dated as of February , 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 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. LaCagnin*
Name: Shelley B. LaCagnin
Title: Vice President

TRINITY INDUSTRIES LEASING COMPANY

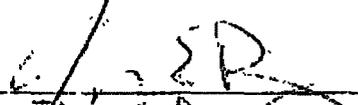
By: _____
Name: _____
Title: _____

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, Finance and Admin. Svcs.

STATE OF ALABAMA)
) ss:
COUNTY OF DELAWARE)

On this 5th day of February, 2009, before me appeared SILVIEY LACROIX, the person who signed this instrument, who acknowledged that (s)he is the VICE PRESIDENT of BANC OF AMERICA LEASING & CAPITAL, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Jeanne Marie Martell
Notary Public

My commission expires:

July 9, 2011

JEANNE MARIE MARTELL
NOTARY PUBLIC
Gwinnett County - State of Georgia
My Comm. Expires July 9, 2011

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 a free act on behalf of said corporation.

[Seal]

Shirley 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>
TILX421157	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421158	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421159	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421160	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421161	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421162	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421163	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421164	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421165	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421166	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421167	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421168	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421169	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421170	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421171	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421172	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421173	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421174	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421175	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421176	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421177	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421178	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421179	Freight	4,207 cf Rapid Dischg OTH Coal Cars
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TILX421188	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421189	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421190	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421191	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421192	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421193	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421194	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421195	Freight	4,207 cf Rapid Dischg OTH Coal Cars

TILX421245	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421246	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421247	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421248	Freight	4,207 cf Rapid Dischg OTH Coal Cars
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