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February 13, 2009

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

RECORDATION NO. 27815-A FILED

FEB 13 '09 -2 2 2 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 421157-421281, inclusive.

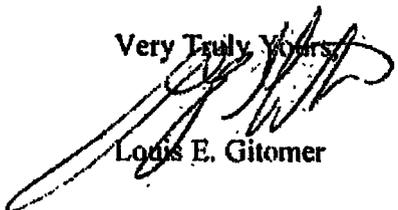
Honorable Anne K. Quinlan
February 13, 2009
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A fee of \$41.00 is enclosed. Please return one copy by email to:

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 Industriacs 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 421157-421281, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RECORDATION NO.

27815-A
FILED

FEB 13 '09 -2 2 2 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 17, 2009, by and between TRINITY INDUSTRIES LEASING COMPANY ("Lessee") and BANK OF UTAH, as collateral agent ("Collateral Agent"), with reference to the following:

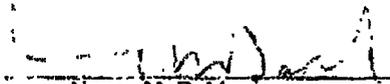
Lessee, as lessee, Banc of America Leasing & Capital, LLC ("BALC"), as lessor, and the Collateral Agent, as collateral agent under that certain Collateral Agency Agreement dated as of February 6, 2009 by and among Lessee, BALC, the Collateral Agent and other Lessor Parties a party thereto from time to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

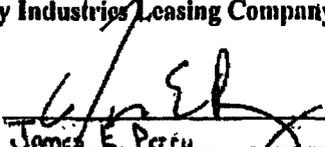
By: _____
Name: _____
Title: _____

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, Treas. 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 10/10, 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]

Shirley MacKworth
Notary Public

My commission expires:

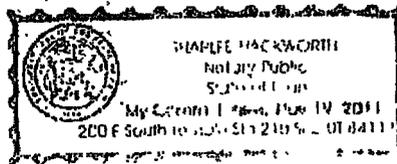


EXHIBIT A
DESCRIPTION OF UNITS

<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
TILX421180	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421181	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421182	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421183	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421184	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421185	Freight	4,207 cf Rapid Dischg OTH Coal Cars
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TILX421187	Freight	4,207 cf Rapid Dischg OTH Coal Cars
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
TILX421196	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421197	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421198	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421199	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421200	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421201	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421202	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421203	Freight	4,207 cf Rapid Dischg OTH Coal Cars

TILX421258	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421259	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421260	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421261	Freight	4,207 cf Rapid Dischg OTH Coal Cars
TILX421262	Freight	4,207 cf Rapid Dischg OTH Coal Cars
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TILX421280	Freight	4,207 cf Rapid Dischg OTH Coal Cars
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