

LAW OFFICES OF
LOUIS E. GITOMER

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April 3, 2009

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

RECORDATION NO. 27864 FILED

APR 03 '09 -12 35 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 April 3, 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:

Bank 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 48131-48255, inclusive.

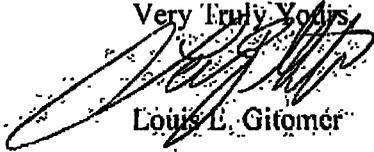
Honorable Anne K. Quinlan
April 3, 2009
Page 2

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 48131-48255, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RECORDATION NO. 27864 FILED

APR 03 '09 -12 35 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of April 3, 2009

between

TRINITY INDUSTRIES LEASING COMPANY,
as Lessee

and

BANK OF AMERICA LEASING & CAPITAL, LLC
as Lessor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on April ____, 2009 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of April 3, 2009, by and between TRINITY INDUSTRIES LEASING COMPANY ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), 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. 90003 thereto and incorporating the terms thereof, dated as of April 3, 2009 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

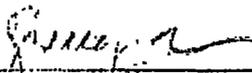
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

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, L.L.C

By: 
Name: _____
Title: **Shelley B. LaCagnin**
Vice President

TRINITY INDUSTRIES LEASING COMPANY

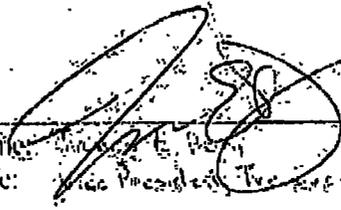
By: _____
Name: _____
Title: _____

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

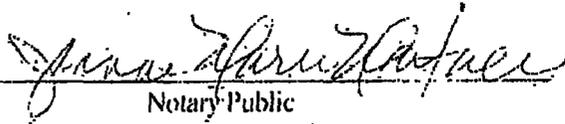
By:  _____
Name:
Title: Vice President, Treas. and Asst. Sec.

STATE OF GEORGIA

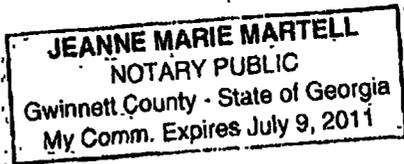
COUNTY OF DEKALB

I HEREBY CERTIFY, that on this 1st day of April, 2009, before me, the undersigned, a Notary Public of the State of GEORGIA, personally appeared SHARLEY WICKENIN, who acknowledged himself to be the VICE PRESIDENT of BANC OF AMERICA LEASING & CAPITAL, L.L.C., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized VICE PRESIDENT of said company by signing the name of the company by himself as the VICE PRESIDENT.

AS WITNESS my hand and notarial seal.


Notary Public

My commission expires: 9 JULY 2011



STATE OF Texas)
) ss.
COUNTY OF Dallas)

I HEREBY CERTIFY that on this 1st day of April, 2009, before me, the undersigned, a Notary Public of the State of Texas, personally appeared James E. Decker who acknowledged himself to be the Vice President, Treas & Asst Sec of TRINITY INDUSTRIES LEASING COMPANY, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Officer of said company by signing the name of the company by himself as the V.P., Treas & Asst Sec

AS WITNESS my hand and notarial seal.

Rachelle D. Merryman
Notary Public

My commission expires: 01/20/13

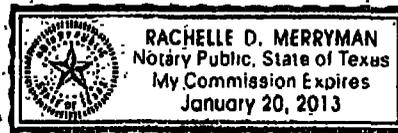


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS				
<u>ID</u>	<u>Asset Mark.</u>	<u>Car Type</u>	<u>Vendor</u>	<u>Description of Assets</u>
1	TILX048131	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
2	TILX048132	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
3	TILX048133	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
4	TILX048134	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
5	TILX048135	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
6	TILX048136	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
7	TILX048137	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
8	TILX048138	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
9	TILX048139	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
10	TILX048140	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
11	TILX048141	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
12	TILX048142	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
13	TILX048143	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
14	TILX048144	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
15	TILX048145	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
16	TILX048146	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
17	TILX048147	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
18	TILX048148	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
19	TILX048149	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
20	TILX048150	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
21	TILX048151	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
22	TILX048152	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
23	TILX048153	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
24	TILX048154	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars

25	TILX048155	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
26	TILX048156	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
27	TILX048157	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
28	TILX048158	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
29	TILX048159	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
30	TILX048160	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
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33	TILX048163	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
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