

**LAW OFFICES OF
LOUIS E. GITOMER**

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April 3, 2009

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

RECORDATION NO. 27864-A FILED

APR 03 '09 -12:36 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 Assignment of Lease, a secondary document, dated as of April 3, 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 Lease are:

Assignor:

Bank of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Assignee:

PNC Equipment Finance, LLC
Two PNC Plaza
620 Liberty Avenue
Pittsburgh, PA 15265

A description of the equipment covered by the Memorandum of Assignment of Lease consists of 125 freight cars numbered TILX 48131-48255, inclusive.

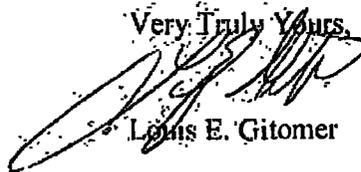
Honorable Anne K. Quinlan
April 3, 2009
Page 2

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:
Memorandum of Assignment of Lease between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and PNC Equipment Finance, LLC, Two PNC Plaza, 620 Liberty Avenue, Pittsburgh, PA 15265, covering 125 freight cars numbered TILX 48131-48255, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name below.

Louis E. Gitomer

Enclosure

RECORDING NO. 27864 ^A ~~115~~

APR 03 '09 -12 56 PM

BLM - E TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of April 3, 2009

between

PNC EQUIPMENT FINANCE, LLC
as Assignee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Assignor

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 on April 3, 2009 at : .m.

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of April 3, 2009, by and between PNC EQUIPMENT FINANCE, LLC (the "Assignee") and BANC OF AMERICA LEASING & CAPITAL, LLC (the "Assignor"), with reference to the following:

Assignor, as Lessor, and Trinity Industries Leasing Company, as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of February 6, 2009, and, pursuant thereto, that certain Schedule No. 90003 dated April __, 2009 (collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of June 27, 2001 by and between Assignor and Assignee, pursuant to which Assignor has assigned to Assignee all of its rights and obligations under the Lease with respect to the Railcars:

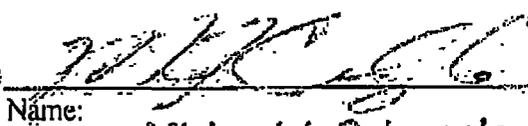
The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

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

PNC EQUIPMENT FINANCE, LLC

By: 

Name:

Title:

Michael J. Colangelo
Vice President

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____

Name:

Title:

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

PNC EQUIPMENT FINANCE, LLC

By: _____
Name:
Title:

BANC OF AMERICA LEASING & CAPITAL, LLC

By: Charmaine M. Warren
Name:
Title:

STATE OF Pennsylvania)
) ss.
COUNTY OF Allegheny)

I HEREBY CERTIFY, that on this 1st day of April, 2009, before me, the undersigned, a Notary Public of the State of Pennsylvania, personally appeared Michael J. Colangelo, who acknowledged himself to be the Vice President of PNC EQUIPMENT FINANCE, LLC, 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.

Jennifer A. Pizar
Notary Public

My commission expires: August 16, 2012

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Jennifer A. Pizar, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Aug 16, 2012
Member Pennsylvania Association of Notaries

STATE OF Massachusetts)
) ss.
COUNTY OF Suffolk)

I HEREBY CERTIFY, that on this 1st day of April, 2009, before me, the undersigned, a Notary Public of the State of Massachusetts, personally appeared Andrew J. Gervasi, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, 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 A. J. Gervasi.

AS WITNESS my hand and notarial seal.

Alison C. O'Donnell
Notary Public

My commission expires: 11/17/2014



EXHIBIT NO. I
TO MEMORANDUM OF ASSIGNMENT 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
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24	TILX048154	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars

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26	TILX048156	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
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29	TILX048159	Freight	Trinity North American Freight Car, Inc.	4,323 cf Long Door OTH Coal Cars
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