

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

May 26, 2009

RECORDATION NO. 27944 FILED  
MAY 26 '09 -4 52 PM  
SURFACE TRANSPORTATION BOARD

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

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 Lease Agreement, a primary document, dated as of May 26, 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 166 freight cars numbered AEPX 30001-30166, inclusive.

Honorable Anne K. Quinlan

May 26, 2009

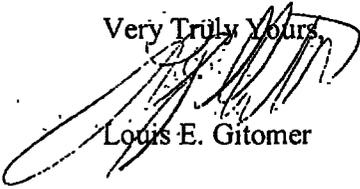
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A fee of \$41.00 is enclosed. Please return one copy by email to:

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: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4<sup>th</sup> Floor, Tucker, GA 30084-4431, and Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, TX 75207, covering 166 freight cars numbered AEPX 30001-30166, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

dated as of May 26, 2009

between

TRINITY INDUSTRIES LEASING COMPANY,  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Lessor

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

on May \_\_\_\_\_, 2009 at \_\_\_\_\_, m.

RECORDATION NO. 27944 FILED

MAY 26 '09 -4 52 PM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 26, 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. 90006 thereto and incorporating the terms thereof, dated as of May \_\_, 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: \_\_\_\_\_  
Name: **Shelley B. LaCagnin**  
Title: **Vice President**

TRINITY INDUSTRIES LEASING COMPANY

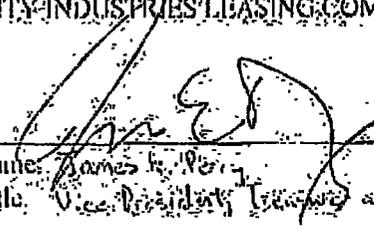
By: \_\_\_\_\_  
Name:  
Title:

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 H. Perry  
Title: Vice President, Treasurer and Cash Sec.

STATE OF Texas )  
 ) ss.  
COUNTY OF Tarrant )

I HEREBY CERTIFY, that on this 24 day of May, 2009, before me, the undersigned, a Notary Public of the State of Texas, personally appeared James E. Perry, who acknowledged himself to be the Vice President, Treasurer and 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. & Treasurer

AS WITNESS my hand and notarial seal.



Rachelle D. Merryman  
Notary Public

My commission expires: 01/20/13

STATE OF Georgia )  
 ) ss.  
COUNTY OF DeKalb )

I HEREBY CERTIFY, that on this 11 day of May, 2009, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared [Signature], who acknowledged himself to be the [Signature] 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 [Signature] of said company by signing the name of the company by himself as the [Signature].

AS WITNESS my hand and notarial seal.

\_\_\_\_\_  
Notary Public

My commission expires: June 29, 2010

**FLO ANN MYERS**  
**NOTARY PUBLIC**  
Gwinnett County  
State of Georgia  
My Comm Expires June 29, 2010

EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

<u>Asset Mark</u>	<u>Car Type</u>	<u>Description of Assets</u>
AEPX030001	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030002	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030003	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030004	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030005	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030006	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030007	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030008	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030009	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030010	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030011	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030012	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030013	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030014	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030015	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030016	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030017	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030018	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030019	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030020	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030021	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030022	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030023	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030024	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030025	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030026	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030027	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030028	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030029	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030030	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030031	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030032	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030033	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030034	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030035	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030036	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030037	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030038	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030039	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030040	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030041	Freight	4,323 cf Long Door OTH Coal Cars





AEPX030142	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030143	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030144	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030145	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030146	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030147	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030148	Freight	4,323 cf Long Door OTH Coal Cars
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AEPX030159	Freight	4,323 cf Long Door OTH Coal Cars
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AEPX030161	Freight	4,323 cf Long Door OTH Coal Cars
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AEPX030163	Freight	4,323 cf Long Door OTH Coal Cars
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AEPX030165	Freight	4,323 cf Long Door OTH Coal Cars
AEPX030166	Freight	4,323 cf Long Door OTH Coal Cars