

RECORDATION NO. 28018 FILED

AUG 25 '09 -2 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

OF COUNSEL
URBAN A LESTER

August 25, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Ms Quinlan

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of August 25, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessee:	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, Texas 75207
Lessor:	Banc of America Leasing & Capital, LLC One Financial Plaza Providence, RI 02903

Anne K. Quinlan, Esq.
August 25, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

220 railcars: TILX 50626 - TILX 50735 and TILX 50846 - TILX 50955.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of August 25, 2009

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 August ____, 2009 at ____:____.m

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MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 25, 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. 90007 thereto and incorporating the terms thereof, dated as of August 25, 2009 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

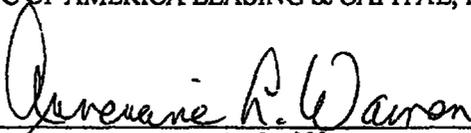
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease

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: **Annemarie L. Warren**
Title: **Vice President**

TRINITY INDUSTRIES LEASING COMPANY

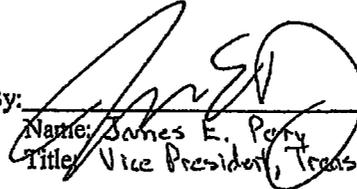
By: _____
Name:
Title:

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, Treasurer and Asst. Sec.

STATE OF Texas)
COUNTY OF Dallas) ss.

I HEREBY CERTIFY, that on this 18 day of August, 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 and Asst. Sec.

AS WITNESS my hand and notarial seal.

Rachelle D. Merryman
Notary Public

My commission expires 01/20/13.

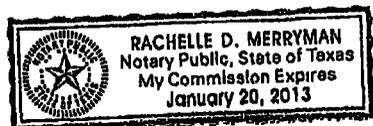


EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Two Hundred Twenty (220) 4,323 CF Alum RDL Freight Coal Cars bearing the following reporting marks:

CAR	MARK	CAR	MARK
TILX	50626	TILX	50846
TILX	50627	TILX	50847
TILX	50628	TILX	50848
TILX	50629	TILX	50849
TILX	50630	TILX	50850
TILX	50631	TILX	50851
TILX	50632	TILX	50852
TILX	50633	TILX	50853
TILX	50634	TILX	50854
TILX	50635	TILX	50855
TILX	50636	TILX	50856
TILX	50637	TILX	50857
TILX	50638	TILX	50858
TILX	50639	TILX	50859
TILX	50640	TILX	50860
TILX	50641	TILX	50861
TILX	50642	TILX	50862
TILX	50643	TILX	50863
TILX	50644	TILX	50864
TILX	50645	TILX	50865
TILX	50646	TILX	50866
TILX	50647	TILX	50867
TILX	50648	TILX	50868
TILX	50649	TILX	50869
TILX	50650	TILX	50870
TILX	50651	TILX	50871
TILX	50652	TILX	50872
TILX	50653	TILX	50873
TILX	50654	TILX	50874
TILX	50655	TILX	50875
TILX	50656	TILX	50876
TILX	50657	TILX	50877
TILX	50658	TILX	50878
TILX	50659	TILX	50879
TILX	50660	TILX	50880
TILX	50661	TILX	50881
TILX	50662	TILX	50882
TILX	50663	TILX	50883
TILX	50664	TILX	50884

TILX 50665	TILX 50885
TILX 50666	TILX 50886
TILX 50667	TILX 50887
TILX 50668	TILX 50888
TILX 50669	TILX 50889
TILX 50670	TILX 50890
TILX 50671	TILX 50891
TILX 50672	TILX 50892
TILX 50673	TILX 50893
TILX 50674	TILX 50894
TILX 50675	TILX 50895
TILX 50676	TILX 50896
TILX 50677	TILX 50897
TILX 50678	TILX 50898
TILX 50679	TILX 50899
TILX 50680	TILX 50900
TILX 50681	TILX 50901
TILX 50682	TILX 50902
TILX 50683	TILX 50903
TILX 50684	TILX 50904
TILX 50685	TILX 50905
TILX 50686	TILX 50906
TILX 50687	TILX 50907
TILX 50688	TILX 50908
TILX 50689	TILX 50909
TILX 50690	TILX 50910
TILX 50691	TILX 50911
TILX 50692	TILX 50912
TILX 50693	TILX 50913
TILX 50694	TILX 50914
TILX 50695	TILX 50915
TILX 50696	TILX 50916
TILX 50697	TILX 50917
TILX 50698	TILX 50918
TILX 50699	TILX 50919
TILX 50700	TILX 50920
TILX 50701	TILX 50921
TILX 50702	TILX 50922
TILX 50703	TILX 50923
TILX 50704	TILX 50924
TILX 50705	TILX 50925
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: _____

8/25/09



Robert W Alvord