

Chief of the Section of Administration
September 30, 2011
Page 2

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

59 railcars RELEASED within the series TILX 170086 – TILX 190081,
AND 59 railcars ADDED within the series TILX 170108 – TILX 190069
and TILX 250184 – TILX 260653 as more particularly set forth in the
attachment to the document.

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

Amendatory Supplement to Memorandum of Security 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,



Edward M. Luria

EML/sem
Enclosures

SEP 09 '11 -7 30 AM

AMENDATORY SUPPLEMENT TO MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

1 Pursuant to the Security Agreement identified below, Trinity Industries Leasing Company, a Delaware corporation ("TILC"), has granted to The Prudential Insurance Company of America, in its capacity as agent for the benefit of certain lenders (the "Agent"), a lien on and a security interest in all of TILC's right, title, and interest in and to the Collateral as defined in the Security Agreement, including, without limitation the railroad equipment and leases identified on Schedule A to that certain Memorandum of Security Agreement executed as of May 5, 2009 by TILC and the Agent (the "Existing Memorandum") "Security Agreement" means the Security Agreement – Chattel Mortgage, dated as of May 7, 2009, between TILC and Agent, as amended, supplemented or amended and restated from time to time

2 By execution of this Amendatory Supplement to Memorandum of Security Agreement (this "Amendment"), TILC and the Agent hereby amend Schedule A to the Existing Memorandum to (a) remove from such Schedule A the railroad equipment and leases identified on Schedule 1 attached to this Amendment, and thereby further evidence the Agent's release of such railroad equipment and leases identified on Schedule 1 from the lien and security interest of the Security Agreement, pursuant to the terms thereof and of the related Loan Agreement (as defined therein), and (b) add to Schedule A the railroad equipment and leases identified on Schedule 2 attached to this Amendment, and thereby further evidence the grant by TILC and attachment in favor of the Agent in respect of such railroad equipment and leases identified on Schedule 2 of the lien and security interest of the Security Agreement, pursuant to the terms thereof and of the related Loan Agreement (as defined therein).

3 The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement

4 This Amendment shall also serve as an amendment and supplement to the Security Agreement such that Schedule A thereto is amended by adding the railroad equipment and leases identified on Schedule 2 hereto and by deleting from Schedule A of the Security Agreement the railroad equipment and leases identified on Schedule 1 hereto

5 This Amendment may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of September 29, 2011

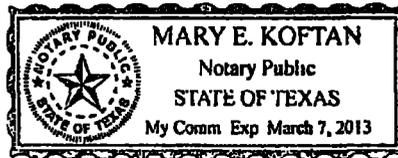
TRINITY INDUSTRIES LEASING COMPANY

By. *Eric Marchetto*
Name: Eric Marchetto
Title: Vice President

State of Texas)
County of *Dallas*) ss.:

On September 29, 2011, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn says that he/she is Vice President of Trinity Industries Leasing Company, and that he/she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary E. Koftan
Notary Public
My commission expires *March 7, 2013*



[Execution continued on next page, remainder of this page intentionally left blank]

THE PRUDENTIAL INSURANCE COMPANY
OF AMERICA, as Agent

By: Steph Arnold
Name: Stephen Arnold
Title: Vice President

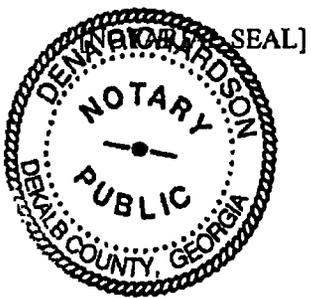
State of)
) ss
County of)

On September 29, 2011, personally appeared before me Stephen Arnold, to me personally known, who being by me duly sworn, said that he/she is a Vice President of The Prudential Insurance Company of America, that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Signature]

Notary Public
My commission expires.

**Notary Public, DeKalb County, Georgia
My Commission Expires March 4, 2012**



SCHEDULE 1

Railroad Equipment and Leases Being Released From Collateral

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX170086	9677	ROQUETTE AMERICAN INC	5 1	3/31/1992	Tank
2	TILX170087	9677	ROQUETTE AMERICAN INC	5 1	3/31/1992	Tank
3	TILX170088	9677	ROQUETTE AMERICAN INC	5.1	4/14/1992	Tank
4	TILX170096	9677	ROQUETTE AMERICAN INC	5.1	4/9/1992	Tank
5	TILX170100	9677	ROQUETTE AMERICAN INC	5.1	4/13/1992	Tank
6	TILX170101	9677	ROQUETTE AMERICAN INC	5.1	4/13/1992	Tank
7	TILX170104	9677	ROQUETTE AMERICAN INC	5 1	4/13/1992	Tank
8	TILX170202	9677	ROQUETTE AMERICAN INC	5 1	2/25/1987	Tank
9	TILX170203	9677	ROQUETTE AMERICAN INC	5 1	2/25/1987	Tank
10	TILX170205	9677	ROQUETTE AMERICAN INC	5.1	2/28/1987	Tank
11	TILX170206	9677	ROQUETTE AMERICAN INC	5 1	2/27/1987	Tank
12	TILX170207	9677	ROQUETTE AMERICAN INC	5 1	2/25/1987	Tank
13	TILX170208	9677	ROQUETTE AMERICAN INC	5.1	2/28/1987	Tank
14	TILX170209	9677	ROQUETTE AMERICAN INC	5 1	2/25/1987	Tank
15	TILX170210	9677	ROQUETTE AMERICAN INC	5 1	2/25/1987	Tank
16	TILX170211	9677	ROQUETTE AMERICAN INC	5 1	2/28/1987	Tank
17	TILX170212	9677	ROQUETTE AMERICAN INC	5 1	2/25/1987	Tank
18	TILX170213	9677	ROQUETTE AMERICAN INC	5 1	2/27/1987	Tank
19	TILX170215	9677	ROQUETTE AMERICAN INC	5.1	2/25/1987	Tank
20	TILX170216	9677	ROQUETTE AMERICAN INC	5 1	2/25/1987	Tank
21	TILX170217	9677	ROQUETTE AMERICAN INC	5.1	2/26/1987	Tank
22	TILX170218	9677	ROQUETTE AMERICAN INC	5 1	2/28/1987	Tank
23	TILX170219	9677	ROQUETTE AMERICAN INC	5.1	2/25/1987	Tank
24	TILX170220	9677	ROQUETTE AMERICAN INC	5.1	2/26/1987	Tank
25	TILX170222	9677	ROQUETTE AMERICAN INC	5 1	2/26/1987	Tank
26	TILX170224	9677	ROQUETTE AMERICAN INC	5 1	2/25/1987	Tank
27	TILX170226	9677	ROQUETTE AMERICAN INC	5 1	2/26/1987	Tank
28	TILX170227	9677	ROQUETTE AMERICAN INC	5 1	2/26/1987	Tank
29	TILX170228	9677	ROQUETTE AMERICAN INC	5 1	2/25/1987	Tank
30	TILX170229	9677	ROQUETTE AMERICAN INC	5 1	2/25/1987	Tank
31	TILX170230	9677	ROQUETTE AMERICAN INC	5 1	2/27/1987	Tank
32	TILX170231	9677	ROQUETTE AMERICAN INC	5 1	2/25/1987	Tank
33	TILX170232	9677	ROQUETTE AMERICAN INC	5 1	2/28/1987	Tank
34	TILX170233	9677	ROQUETTE AMERICAN INC	5 1	2/26/1987	Tank
35	TILX170234	9677	ROQUETTE AMERICAN INC	5 1	2/27/1987	Tank
36	TILX170235	9677	ROQUETTE AMERICAN INC	5 1	2/26/1987	Tank
37	TILX170236	9677	ROQUETTE AMERICAN INC	5 1	2/28/1987	Tank
38	TILX170237	9677	ROQUETTE AMERICAN INC	5 1	2/27/1987	Tank
39	TILX170238	9677	ROQUETTE AMERICAN INC	5 1	2/28/1987	Tank
40	TILX170239	9677	ROQUETTE AMERICAN INC	5 1	2/27/1987	Tank
41	TILX170240	9677	ROQUETTE AMERICAN INC	5 1	2/28/1987	Tank
42	TILX170241	9677	ROQUETTE AMERICAN INC	5 1	2/28/1987	Tank
43	TILX170242	9677	ROQUETTE AMERICAN INC	5 1	2/27/1987	Tank

44	TILX170243	9677	ROQUETTE AMERICAN INC	5 1	2/28/1987	Tank
45	TILX170244	9677	ROQUETTE AMERICAN INC	5 1	2/28/1987	Tank
46	TILX170245	9677	ROQUETTE AMERICAN INC	5 1	2/28/1987	Tank
47	TILX170247	9677	ROQUETTE AMERICAN INC	5 1	2/27/1987	Tank
48	TILX170248	9677	ROQUETTE AMERICAN INC	5 1	2/28/1987	Tank
49	TILX170249	9677	ROQUETTE AMERICAN INC	5 1	2/28/1987	Tank
50	TILX190053	35303	SIXONE ENTERPRISES, INC	1	12/18/1984	Tank
51	TILX190054	35303	SIXONE ENTERPRISES, INC	1	12/18/1984	Tank
52	TILX190056	35303	SIXONE ENTERPRISES, INC	1	12/18/1984	Tank
53	TILX190057	35303	SIXONE ENTERPRISES, INC	1	12/18/1984	Tank
54	TILX190060	35303	SIXONE ENTERPRISES, INC	1	12/18/1984	Tank
55	TILX190062	35303	SIXONE ENTERPRISES, INC	1	12/18/1984	Tank
56	TILX190063	35303	SIXONE ENTERPRISES, INC	1	12/18/1984	Tank
57	TILX190064	35303	SIXONE ENTERPRISES, INC	1	12/18/1984	Tank
58	TILX190079	35303	SIXONE ENTERPRISES, INC	1	12/18/1984	Tank
59	TILX190081	35303	SIXONE ENTERPRISES, INC	1	12/18/1984	Tank

SCHEDULE 2

Replacement Railroad Equipment and Leases Being Added as Collateral

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Lessee</u>	<u>Rider</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	TILX260112	30696	BITUMAR INC	9 1	9/5/1980	Tank
2	TILX260118	30696	BITUMAR INC	9 1	8/22/1980	Tank
3	TILX260128	30696	BITUMAR INC	9 1	9/26/1980	Tank
4	TILX260334	30696	BITUMAR INC	9 1	10/22/1984	Tank
5	TILX260346	30696	BITUMAR INC	9.1	10/18/1984	Tank
6	TILX260363	30696	BITUMAR INC	9.1	10/26/1984	Tank
7	TILX260637	30696	BITUMAR INC	9.1	5/22/1991	Tank
8	TILX260649	30696	BITUMAR INC	9 1	5/31/1991	Tank
9	TILX190051	64632	GEN X ENERGY GROUP, INC	2	12/18/1984	Tank
10	TILX190052	64632	GEN X ENERGY GROUP, INC	2	12/18/1984	Tank
11	TILX190055	64632	GEN X ENERGY GROUP, INC	2	12/18/1984	Tank
12	TILX190058	64632	GEN X ENERGY GROUP, INC	2	12/18/1984	Tank
13	TILX190059	64632	GEN X ENERGY GROUP, INC	2	12/18/1984	Tank
14	TILX190061	64632	GEN X ENERGY GROUP, INC	2	12/18/1984	Tank
15	TILX190065	64632	GEN X ENERGY GROUP, INC	2	12/18/1984	Tank
16	TILX190066	64632	GEN X ENERGY GROUP, INC	2	12/18/1984	Tank
17	TILX190068	64632	GEN X ENERGY GROUP, INC	2	12/18/1984	Tank
18	TILX190069	64632	GEN X ENERGY GROUP, INC	2	12/18/1984	Tank
19	TILX250184	5712	HONEYWELL INTERNATIONAL INC	13	11/3/1993	Tank
20	TILX250187	5712	HONEYWELL INTERNATIONAL INC	13	11/3/1993	Tank
21	TILX250188	5712	HONEYWELL INTERNATIONAL INC	13	11/3/1993	Tank
22	TILX250180	5712	HONEYWELL INTERNATIONAL INC	15	11/3/1993	Tank
23	TILX250182	5712	HONEYWELL INTERNATIONAL INC	15	11/3/1993	Tank
24	TILX250190	5712	HONEYWELL INTERNATIONAL INC	15	11/3/1993	Tank
25	TILX170108	25773	PQ CORP	1 1	12/23/1983	Tank
26	TILX170110	25773	PQ CORP	1 1	12/5/1983	Tank
27	TILX170126	25773	PQ CORP	1 1	1/16/1984	Tank
28	TILX170135	25773	PQ CORP	1 1	1/11/1984	Tank
29	TILX170143	25773	PQ CORP	1 1	12/23/1983	Tank
30	TILX170179	25773	PQ CORP	1 1	9/28/1984	Tank
31	TILX170194	25773	PQ CORP	1 1	4/26/1985	Tank
32	TILX170197	25773	PQ CORP	1 1	5/2/1985	Tank
33	TILX170221	25773	PQ CORP	1 1	2/27/1987	Tank
34	TILX170223	25773	PQ CORP	1 1	2/26/1987	Tank
35	TILX170250	25773	PQ CORP	1 1	2/28/1987	Tank
36	TILX170251	25773	PQ CORP	1 1	8/29/1984	Tank
37	TILX170252	25773	PQ CORP	1 1	8/30/1984	Tank
38	TILX170253	25773	PQ CORP	1.1	8/30/1984	Tank
39	TILX170254	25773	PQ CORP	1 1	8/30/1984	Tank
40	TILX170255	25773	PQ CORP	1 1	8/30/1984	Tank
41	TILX170256	25773	PQ CORP	1 1	8/30/1984	Tank
42	TILX170257	25773	PQ CORP	1 1	8/21/1987	Tank
43	TILX170258	25773	PQ CORP	1 1	8/21/1987	Tank

44	TILX260004	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	1/7/1980	Tank
45	TILX260031	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	2/6/1980	Tank
46	TILX260032	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	1/11/1980	Tank
47	TILX260341	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	10/15/1984	Tank
48	TILX260345	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	10/18/1984	Tank
49	TILX260348	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	10/22/1984	Tank
50	TILX260352	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	10/18/1984	Tank
51	TILX260367	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	10/26/1984	Tank
52	TILX260369	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	11/1/1984	Tank
53	TILX260375	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	11/1/1984	Tank
54	TILX260640	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	5/22/1991	Tank
55	TILX260644	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	5/22/1991	Tank
56	TILX260647	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	5/28/1991	Tank
57	TILX260652	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	5/28/1991	Tank
58	TILX260653	90985	SOURCE OIL & ASPHALT SUPPLY, INC	1	5/28/1991	Tank

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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 9/30/11

Edward M Luria
Edward M Luria