

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D.C
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

RECORDATION NO. 20438 - G FILED

FEB 15 '12 -9 20 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A LESTER

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

February 15, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Amendment to Railroad Equipment Lease, dated as of February 6, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Equipment Lease and related documents previously filed with the Board under Recordation Number 20438.

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

Lessor: JPMorgan Chase Bank, N.A. (successor to Bank
One Leasing Corporation as assignee of Pitney
Bowes Credit Corporation)
1111 Polaris Parkway, Suite A-3
Columbus, OH 43240

Lessee: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75027

Section Chief
February 15, 2012
Page 2

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

186 railcars with initial reporting marks SIRX changed to TILX or DME.; 14 railcars suffered an event of loss and are no longer subject to the lease within the series SIRX 512121 – SIRX 512294 as more particularly set forth in the attachment to the document; and 3 railcars have been removed from the lease: SIRX 516500 – SIRX 516502.

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

Memorandum of Amendment to Railroad Equipment Lease.

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 each of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

FEB 15 '12 -9 20 PM

MEMORANDUM OF AMENDMENT TO RAILROAD EQUIPMENT LEASE
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF AMENDMENT TO RAILROAD EQUIPMENT LEASE, dated as of the 6 day of February, 2012, is made by JPMorgan Chase Bank, N.A., successor-in-interest to Banc One Leasing Corporation as assignee of Pitney Bowes Credit Corporation ("Lessor") with an address at 1111 Polaris Parkway, Suite A-3, Columbus, OH 43240 and Trinity Industries Leasing Company, a Delaware corporation with an address at 2525 Stemmons Freeway, Dallas, TX 75027 ("Lessee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessee and Lessor are parties to that certain Railroad Equipment Lease dated as of December 30, 1996, between JPMorgan Chase Bank, N.A. (successor to Banc One Leasing Corporation) assignee of Pitney Bowes Credit Corporation as Lessor, and Trinity Industries Leasing Company, a Delaware corporation, as Lessee (the "Lease"), relating to two hundred (200) 5,127 cubic feet triple covered hopper cars, manufactured by Trinity Industries, Inc. (the "Equipment") as more completely described on Schedule A attached hereto and made a part hereof, as described in a Memorandum of Railroad Equipment Lease, dated as of December 30, 1996, filed with the Surface Transportation Board on December 31, 1996, and assigned Recordation No. 20438, as supplemented by Memorandum of Railroad Car Net Lease Agreement and Assignment dated December 30, 1996, filed with the Surface Transportation Board on December 31, 1996, and assigned Recordation No. 20438-A; as supplemented by Memorandum of Railcar Lease Agreement and Assignment dated December 30, 1996 filed with the Surface Transportation Board on December 31, 1996, and assigned Recordation No. 20438-B, as supplemented by Memorandum of Amendment to Railroad Equipment Lease dated October 15, 1997 filed with the Surface Transportation Board on January 15, 1998 and assigned Recordation No. 20438-C.

WHEREAS, there have been changes to the Reporting Marks for the Equipment described in the Lease and the forgoing Memoranda and deletion of certain railcars from the Lease. Lessor and Lessee desire to show for the public record the forgoing changes, accordingly Lessor and Lessee here caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee hereby confirm and agree that Equipment subject to the Lease is described on Schedule A hereto.

This Memorandum of Amendment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment.

[SIGNATURE PAGE FOLLOWS]

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

On this ___ day of February, 2012, before me appeared C. Lance Davis, the person who signed this instrument, who acknowledged that he is a Vice President of TRINITY INDUSTRIES LEASING COMPANY, and that, being duly authorized, (s)he signed such instrument as a free act of said corporation.

[Seal]



Mary E. Kofron
Notary Public

My Commission expires:
March 7, 2013

STATE OF OHIO)
) ss.
COUNTY OF DELAWARE)

On this 6 day of February, 2012, before me appeared James Guidarelli, the person who signed this instrument, who acknowledged that (s)he is the Authorized Officer of JPMORGAN CHASE BANK, N.A. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said national association.



TAM WEIKEL
Notary Public, State of Ohio
My Commission Expires Oct. 28, 2013

Tam Weikel
Notary Public

My Commission expires:
Oct 26, 2013

SCHEDULE A

Equipment Description

Manufacturer: Trinity Industries, Inc.

One hundred Eighty-six (186) 5,127 CF Triple Covered Hopper Cars
Initial Reporting Marks SIRX changed to TILX or DME as noted below:

TILX 512119 through TILX 512120, inclusive
TILX 512122 through TILX 512124, inclusive
DME 512125
TILX 512126 through TILX 512129, inclusive
DME 512130
TILX 512131 through TILX 512134, inclusive
DME 512135
TILX 512136
DME 512137
TILX 512138 through TILX 512145, inclusive
DME 512146 through DME 512147, inclusive
TILX 512148
TILX 512150 through TILX 512153, inclusive
DME 512154

TILX 512155 through TILX 512164, inclusive
TILX 512166 through TILX 512174, inclusive
DME 512175
TILX 512176 through TILX 512178, inclusive
TILX 512180 through TILX 512193
TILX 512195 through TILX 512196, inclusive
DME 512197
TILX 512198
DME 512199
TILX 512200 through TILX 512209, inclusive
TILX 512211 through TILX 512212, inclusive
TILX 512214 through TILX 512223, inclusive
DME 512224
TILX 512226 through TILX 512234, inclusive
DME 512235
TILX 512237 through TILX 512245, inclusive
TILX 512247 through TILX 512260, inclusive
DME 512261
TILX 512262
DME 512263
TILX 512265 through TILX 512289, inclusive
TILX 512291
TILX 512293
TILX 512295 through TILX 512318

The following railcars originally subject to the Lease have suffered an Event of Loss as defined in the Lease and are no longer subject to the Lease:

SIRX 512121
SIRX 512149
SIRX 512165
SIRX 512179
SIRX 512194
SIRX 512210
SIRX 512213
SIRX 512225
SIRX 512236
SIRX 512246
SIRX 512264
SIRX 512290
SIRX 512292
SIRX 512294

The following cars substituted during the term of the Lease have been removed from the Lease:

SIRX 516500
~~SIRX 516501~~
SIRX 516502

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. 2/15/12

Edward M Luria
Edward M Luria