

RECORDATION NO 30418

FILED

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 28, 2012

Chief of the 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 an Assignment and Assumption Agreement, dated as of September 28, 2012, 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:

Seller/Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Buyer/Assignee: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

[Lessee: Norfolk Southern Railway Company
3 Commercial Place
Norfolk, VA 23510]

Chief of the Section of Administration
September 28, 2012
Page 2

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

42 railcars: NS 292200 – NS 292241.

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

Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$42.00 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

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is dated as of September 28, 2012 by and between Trinity Industries Leasing Company, a Delaware corporation ("Assignor") and First Union Rail Corporation, a North Carolina corporation ("Assignee").

WITNESSETH:

1. Assignor, as lessor, entered into that certain Rider No. Three (3) to Master Lease Agreement dated as of February 1, 2012 with Norfolk Southern Railway Company, as lessee, incorporating the terms of that certain Master Lease Agreement dated as of September 16, 2002 between Assignor and Norfolk Southern Railway Company (the "Lease") for certain railcars described in Exhibit A attached hereto (the "Railcars").

2. Assignor and Assignee have entered into that certain Assignment and Assumption Agreement dated as of September 28, 2012, which is evidenced by this Memorandum of Assignment and Assumption Agreement with respect to the Lease and the Railcars.

3. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by their duly authorized officers as of the date first written above.

Trinity Industries Leasing Company,
as Assignor

By: [Signature]
Name: Eric Marchetto
Title: Executive Vice President -
Chief Financial Officer

STATE OF Texas
COUNTY OF Dallas) ss:

The foregoing Memorandum of Assignment and Assumption Agreement was acknowledged before me, the undersigned Notary Public, in the County of Dallas this 25th day of September, 2012 by Eric Marchetto, as EVP-CFO of TRINITY INDUSTRIES LEASING COMPANY, on behalf of the company.

[Signature]
Danielle Forney
Notary Public

My commission expires: 6/9/16

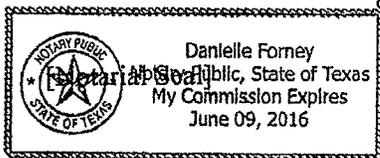


EXHIBIT A

DESCRIPTION OF CARS

QUANTITY

Forty-two (42)

CAR NUMBERS

NS 292200-292241, inclusive.

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: 9/28/12

Edward M Luria
Edward M. Luria