

LAW OFFICES OF
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December 5, 2012

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

Dear Ms. Brown:

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 December 5, 2012. 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 and 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 50 tank cars numbered GATX 206480-206529, inclusive (to be renumbered TILX 253860-253909, inclusive, respectively).

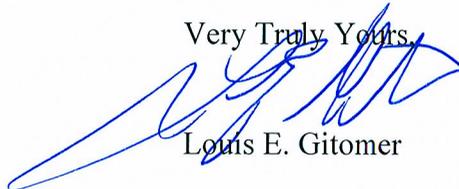
Ms. Cynthia T. Brown
December 5, 2012
Page 2

A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing and Capital, LLC, 2059 Northlake Parkway, 4 South Tucker, GA 30084, and Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, TX 75207, covering 50 tank cars numbered GATX 206480-206529 (to be renumbered TILX 253860-253909, inclusive, respectively).

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of December 5, 2012

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 December __, 2012 at ____:____.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 5, 2012, 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 No. 19567-09000 dated as of December 5, 2012, and Schedule No. 09001 thereto and incorporating the terms thereof, dated as of December 5, 2012 (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:
Title: *Shelby H. McQuinn*
Vice President

TRINITY INDUSTRIES LEASING COMPANY

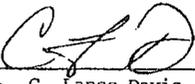
By: _____
Name:
Title:

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: C. Lance Davis
Title: Vice President

STATE OF Georgia)
) ss.
COUNTY OF Gwinnett)

I HEREBY CERTIFY, that on this 3rd day of December, 2012, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Shelley Macginnis, who acknowledged himself to be the Vice President 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 Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Gail C. Beall

Notary Public

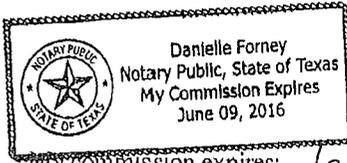
My commission expires:

GAIL C BEALL
NOTARY PUBLIC
Gwinnett County - State of Georgia
My Comm. Expires Mar. 20, 2013

STATE OF Texas)
) ss.
COUNTY OF Dallas)

I HEREBY CERTIFY, that on this 5th day of December, 2012, before me, the undersigned, a Notary Public of the State of Texas, personally appeared C. Lance Davis, who acknowledged himself to be the Vice President 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 Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.



My commission expires: 6/9/16

Danielle Forney
Notary Public

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Cars bearing the following reporting marks:

TO BE RE-
MARKED TO THE
FOLLOWING

ASSET MARK	ASSET MARK	CAR TYPE	DESCRIPTION OF ASSET
GATX 206480	TILX253860	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206481	TILX253861	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206482	TILX253862	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206483	TILX253863	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206484	TILX253864	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206485	TILX253865	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206486	TILX253866	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206487	TILX253867	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206488	TILX253868	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206489	TILX253869	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206490	TILX253870	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206491	TILX253871	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206492	TILX253872	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206493	TILX253873	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206494	TILX253874	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206495	TILX253875	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206496	TILX253876	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206497	TILX253877	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206498	TILX253878	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206499	TILX253879	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206500	TILX253880	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206501	TILX253881	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206502	TILX253882	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206503	TILX253883	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206504	TILX253884	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206505	TILX253885	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206506	TILX253886	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206507	TILX253887	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206508	TILX253888	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206509	TILX253889	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206510	TILX253890	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206511	TILX253891	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206512	TILX253892	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206513	TILX253893	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206514	TILX253894	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206515	TILX253895	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206516	TILX253896	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206517	TILX253897	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206518	TILX253898	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206519	TILX253899	Freight	25,489 wg Coiled & Insulated Tank Car

GATX 206520	TILX253900	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206521	TILX253901	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206522	TILX253902	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206523	TILX253903	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206524	TILX253904	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206525	TILX253905	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206526	TILX253906	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206527	TILX253907	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206528	TILX253908	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206529	TILX253909	Freight	25,489 wg Coiled & Insulated Tank Car