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LAW OFFICES OF
SURFACE TRANSPORTATION BOARD
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December 28, 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 28, 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 & 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 100 covered hopper cars numbered TILX 519023-519122, inclusive.

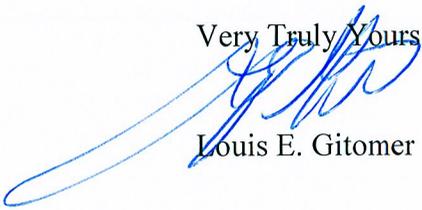
Ms. Cynthia T. Brown
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A fee of \$42.00 is enclosed. Please return one copy by email to:

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 & Capital, LLC, 2059 Northlake Parkway, 4th Floor, Tucker, GA 30084-4431, and Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, TX 75207, covering 100 covered hopper cars numbered TILX 519023-519122, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of December 28, 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 28, 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 dated as of December 5, 2012, and Schedule No. 09006 thereto and incorporating the terms thereof, dated as of December 28, 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.

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STATE OF Georgia)
) ss.
COUNTY OF Gwinnett)

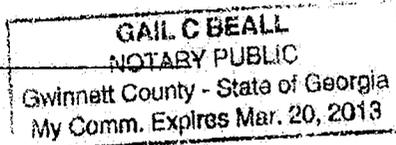
I HEREBY CERTIFY, that on this 18th day of December, 2012, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Shelley B. Lalagan, who acknowledged himself to be the V.P. of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person 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:



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: Gail Peck

Name: Gail Peck

Title: Treasurer

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

One hundred (100) 5,161 cf Covered Hopper Cars bearing the following reporting marks:

Asset Mark

TILX 519023
TILX 519024
TILX 519025
TILX 519026
TILX 519027
TILX 519028
TILX 519029
TILX 519030
TILX 519031
TILX 519032
TILX 519033
TILX 519034
TILX 519035
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