

RECORDATION NO 30581-A FILED
December 28, 2012 11:39 AM
LAW OFFICES OF
SURFACE TRANSPORTATION BOARD
LOUIS E. GITOMER, LLC.

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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 Assignment of Subleases, a secondary document, dated as of December 28, 2012. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under suffix "A" for the new Recordation No.

The names and addresses of the parties to the Memorandum of Assignment of Subleases are:

Assignee:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Assignor:

Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

A description of the equipment covered by the Memorandum of Assignment of Subleases consists of covering 100 covered hopper cars numbered TILX 519023-519122, inclusive.

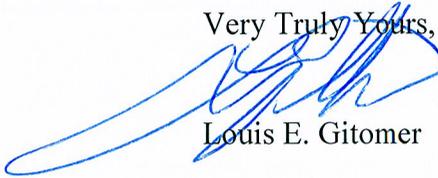
Ms. Cynthia T. Brown
December 28, 2012
Page 2

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_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Memorandum of Assignment of Subleases between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, 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 ASSIGNMENT OF SUBLEASES

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 ASSIGNMENT OF SUBLEASES

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of December 28, 2012, by and between **TRINITY INDUSTRIES LEASING COMPANY** (“Lessee”) and **BANC OF AMERICA LEASING & CAPITAL, LLC** (together with its successors and assigns, “Lessor”), with reference to the following:

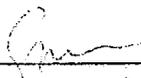
Lessee, as lessee, and Lessor, as lessor, are parties to that certain Subleasing Consent and Amendment dated as of December 5, 2012 (as amended, the “Subleasing Consent and Amendment”) whereby Lessee has pledged, assigned, transferred and granted to Lessor a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the railcars described in Exhibit A hereto (the “Units”), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

[*signatures appear on next page*]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases to be executed as of the date first above written.

Banc of America Leasing & Capital, LLC,
as Lessor

Trinity Industries Leasing Company

By: 
Name: Chellie D. LaDante
Title: Vice President

By: _____
Name: _____
Title: _____

STATE OF Georgia,
COUNTY OF Dekalb,
TO WIT:

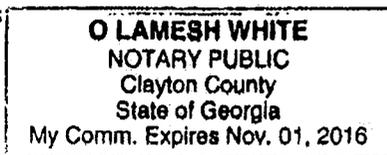
On this 19th day of December, 2012 before me appeared Shelley B. LaCagnin, to ~~me~~ personally known, ~~who~~ being by me duly sworn, says that he is the vice president of BANC OF AMERICA LEASING & CAPITAL, LLC, that said instrument was signed on December 19, 2012 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires

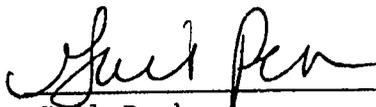


IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases to be executed as of the date first above written.

Bank of America Leasing & Capital, LLC,
as Lessor

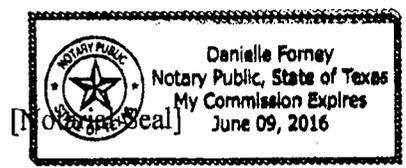
Trinity Industries Leasing Company

By: _____
Name: _____
Title: _____

By: 
Name: Gail Peck
Title: Treasurer

STATE OF Texas
COUNTY OF Dallas
TO WIT:

On this 18 day of December, 2012 before me appeared Gail Peck, to me personally known, who being by me duly sworn, says that he is the Treasurer of TRINITY INDUSTRIES LEASING COMPANY, that said instrument was signed on December 18 2012 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Danielle Forney
Notary Public

My commission expires:

EXHIBIT A
DESCRIPTION OF UNITS

One hundred (100) 5,161 of 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
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