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OF COUNSEL
URBAN A. LESTER.

November 23, 2011

RECORDATION NO. 30002 FILED

NOV 23 '11 -3 3 0 PM

SURFACE TRANSPORTATION BOARD

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

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) copies of a Memorandum of Master Rail Lease Agreement and Equipment Schedule No 1, dated as of November 23, 2011, 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.

Lessor.	RBS Asset Finance, Inc 71 S Wacker Drive, 28th Floor Chicago, Illinois 60606
Lessee	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, Texas 75207

Ms Cynthia T. Brown
November 23, 2011
Page 2

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

300 covered hopper cars: TILX 328361 - TILX 328660

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

Memorandum of Master Rail Lease Agreement and Equipment Schedule No 1.

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 the enclosed document to the undersigned.

Very truly yours,



Edward M Luria

EML/bhs
Enclosures

RECORDATION NO. 30002 FILED

NOV 23 '11 -3 3 0 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF MASTER RAIL LEASE AGREEMENT
AND
EQUIPMENT SCHEDULE NO. 1
(RBSAF - TILC)**

THIS MEMORANDUM OF MASTER RAIL LEASE AGREEMENT AND EQUIPMENT SCHEDULE NO. 1 made and entered into as of November 23, 2011 (this "Memorandum") is between RBS ASSET FINANCE, INC , a New York corporation, as Lessor ("Lessor"), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, as Lessee ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Master Rail Lease Agreement (as amended, supplemented or modified, the "Lease Agreement"), dated as of November 23, 2011, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor assorted railroad cars, to be described in equipment schedules thereto, including the railcars described in Equipment Schedule No. 1 to Lease Agreement, dated as of November 23, 2011 ("Equipment Schedule No. 1") between Lessor and Lessee.

The undersigned have entered into Equipment Schedule No. 1, whereby assorted railroad cars set forth on Exhibit A attached hereto (collectively, the "Equipment"), are made subject to the Lease Agreement.

This Memorandum is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) for the purpose of giving record notice and evidence of the Lease, Equipment Schedule No. 1 and the Equipment.

The parties hereto are the named parties to the Lease Agreement and such parties do hereby acknowledge and confirm the rights and obligations made therein and the interests of the Lessor therein.

For the purposes of facilitating the execution of this Memorandum, this Memorandum may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original, and all of which counterparts shall constitute but one and the same instrument.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in the Lease Agreement.

IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: Thomas C. Jardine
Name: Thomas A. Jardine
Title: Vice President

RBS ASSET FINANCE, INC.

By: _____
Name: _____
Title: _____

[EXECUTION PAGE OF MEMORANDUM OF MASTER RAIL
LEASE AGREEMENT AND EQUIPMENT SCHEDULE NO. 1]

STATE OF ILLINOIS §
 § SS:
COUNTY OF COOK §

On this _____ day of _____ 2011, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is _____ of RBS ASSET FINANCE, INC., and that the foregoing Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 was the free act and deed of said entity.

Notary Public

[Notarial Seal]

My commission expires:

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

On this 23rd day of November, 2011, before me personally appeared Thomas C. Jardine, to me personally known, who being by me duly sworn, says that he/she is Vice President of TRINITY INDUSTRIES LEASING COMPANY, and that the foregoing Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 was the free act and deed of said entity.

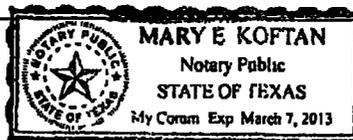
Mary E. Koftan

Notary Public

[Notarial Seal]

My commission expires:

March 7, 2013

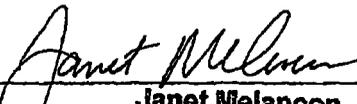


IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: _____
Name: _____
Title: _____

RBS ASSET FINANCE, INC.

By: 
Name: Janet Melancon
Title: Assistant Vice President

[EXECUTION PAGE OF MEMORANDUM OF MASTER RAIL
LEASE AGREEMENT AND EQUIPMENT SCHEDULE NO. 1]

STATE OF ILLINOIS §
 § SS:
COUNTY OF COOK §

On this 23rd day of November 2011, before me personally appeared Janet Melancon to me personally known, who being by me duly sworn, says that he/she is Assistant Vice President of RBS ASSET FINANCE, INC., and that the foregoing Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 was the free act and deed of said entity.

M. Delvalle

Notary Public

[Notarial Seal]

My commission expires:
5/18/14



STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

On this _____ day of _____, 2011, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is _____ of TRINITY INDUSTRIES LEASING COMPANY, and that the foregoing Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum of Master Rail Lease Agreement and Equipment Schedule No. 1 was the free act and deed of said entity.

Notary Public

[Notarial Seal]

My commission expires:

EXHIBIT A

DESCRIPTION OF EQUIPMENT UNDER EQUIPMENT SCHEDULE NO. 1

300 covered twin-hopper cars with a 3,281 cubic foot capacity and the following respective reporting marks:

TILX 328361	TILX 328401	TILX 328441	TILX 328481
TILX 328362	TILX 328402	TILX 328442	TILX 328482
TILX 328363	TILX 328403	TILX 328443	TILX 328483
TILX 328364	TILX 328404	TILX 328444	TILX 328484
TILX 328365	TILX 328405	TILX 328445	TILX 328485
TILX 328366	TILX 328406	TILX 328446	TILX 328486
TILX 328367	TILX 328407	TILX 328447	TILX 328487
TILX 328368	TILX 328408	TILX 328448	TILX 328488
TILX 328369	TILX 328409	TILX 328449	TILX 328489
TILX 328370	TILX 328410	TILX 328450	TILX 328490
TILX 328371	TILX 328411	TILX 328451	TILX 328491
TILX 328372	TILX 328412	TILX 328452	TILX 328492
TILX 328373	TILX 328413	TILX 328453	TILX 328493
TILX 328374	TILX 328414	TILX 328454	TILX 328494
TILX 328375	TILX 328415	TILX 328455	TILX 328495
TILX 328376	TILX 328416	TILX 328456	TILX 328496
TILX 328377	TILX 328417	TILX 328457	TILX 328497
TILX 328378	TILX 328418	TILX 328458	TILX 328498
TILX 328379	TILX 328419	TILX 328459	TILX 328499
TILX 328380	TILX 328420	TILX 328460	TILX 328500
TILX 328381	TILX 328421	TILX 328461	TILX 328501
TILX 328382	TILX 328422	TILX 328462	TILX 328502
TILX 328383	TILX 328423	TILX 328463	TILX 328503
TILX 328384	TILX 328424	TILX 328464	TILX 328504
TILX 328385	TILX 328425	TILX 328465	TILX 328505
TILX 328386	TILX 328426	TILX 328466	TILX 328506
TILX 328387	TILX 328427	TILX 328467	TILX 328507
TILX 328388	TILX 328428	TILX 328468	TILX 328508
TILX 328389	TILX 328429	TILX 328469	TILX 328509
TILX 328390	TILX 328430	TILX 328470	TILX 328510
TILX 328391	TILX 328431	TILX 328471	TILX 328511
TILX 328392	TILX 328432	TILX 328472	TILX 328512
TILX 328393	TILX 328433	TILX 328473	TILX 328513
TILX 328394	TILX 328434	TILX 328474	TILX 328514
TILX 328395	TILX 328435	TILX 328475	TILX 328515
TILX 328396	TILX 328436	TILX 328476	TILX 328516
TILX 328397	TILX 328437	TILX 328477	TILX 328517
TILX 328398	TILX 328438	TILX 328478	TILX 328518
TILX 328399	TILX 328439	TILX 328479	TILX 328519
TILX 328400	TILX 328440	TILX 328480	TILX 328520

TILX 328521	TILX 328567	TILX 328613	TILX 328659
TILX 328522	TILX 328568	TILX 328614	TILX 328660
TILX 328523	TILX 328569	TILX 328615	
TILX 328524	TILX 328570	TILX 328616	
TILX 328525	TILX 328571	TILX 328617	
TILX 328526	TILX 328572	TILX 328618	
TILX 328527	TILX 328573	TILX 328619	
TILX 328528	TILX 328574	TILX 328620	
TILX 328529	TILX 328575	TILX 328621	
TILX 328530	TILX 328576	TILX 328622	
TILX 328531	TILX 328577	TILX 328623	
TILX 328532	TILX 328578	TILX 328624	
TILX 328533	TILX 328579	TILX 328625	
TILX 328534	TILX 328580	TILX 328626	
TILX 328535	TILX 328581	TILX 328627	
TILX 328536	TILX 328582	TILX 328628	
TILX 328537	TILX 328583	TILX 328629	
TILX 328538	TILX 328584	TILX 328630	
TILX 328539	TILX 328585	TILX 328631	
TILX 328540	TILX 328586	TILX 328632	
TILX 328541	TILX 328587	TILX 328633	
TILX 328542	TILX 328588	TILX 328634	
TILX 328543	TILX 328589	TILX 328635	
TILX 328544	TILX 328590	TILX 328636	
TILX 328545	TILX 328591	TILX 328637	
TILX 328546	TILX 328592	TILX 328638	
TILX 328547	TILX 328593	TILX 328639	
TILX 328548	TILX 328594	TILX 328640	
TILX 328549	TILX 328595	TILX 328641	
TILX 328550	TILX 328596	TILX 328642	
TILX 328551	TILX 328597	TILX 328643	
TILX 328552	TILX 328598	TILX 328644	
TILX 328553	TILX 328599	TILX 328645	
TILX 328554	TILX 328600	TILX 328646	
TILX 328555	TILX 328601	TILX 328647	
TILX 328556	TILX 328602	TILX 328648	
TILX 328557	TILX 328603	TILX 328649	
TILX 328558	TILX 328604	TILX 328650	
TILX 328559	TILX 328605	TILX 328651	
TILX 328560	TILX 328606	TILX 328652	
TILX 328561	TILX 328607	TILX 328653	
TILX 328562	TILX 328608	TILX 328654	
TILX 328563	TILX 328609	TILX 328655	
TILX 328564	TILX 328610	TILX 328656	
TILX 328565	TILX 328611	TILX 328657	
TILX 328566	TILX 328612	TILX 328658	

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 11-23-11

Edward M Luria
Edward M Luria