

RECORDATION NO. 30046 FILED

DEC 29 '11 -5 30 PM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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December 29, 2011

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 Equipment Schedule No. 3 to Master Rail Lease Agreement, dated as of December 29, 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:** PNC Equipment Finance, LLC  
620 Liberty Avenue  
Pittsburgh, PA 15222

**Lessee:** Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, TX 75207

Chief of the Section of Administration  
December 29, 2011  
Page 2

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

200 covered twin-hopper railcars: TILX 328911 – TILX 329000 and TILX  
329201 – TILX 329310.

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

Memorandum of Equipment Schedule No. 3 to Master Rail Lease  
Agreement.

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/sem  
Enclosures

DEC 29 '11 -5 30 PM

**MEMORANDUM OF EQUIPMENT SCHEDULE NO. 3 TO  
MASTER RAIL LEASE AGREEMENT  
(PNCEF - TILC)**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF EQUIPMENT SCHEDULE NO. 3 TO MASTER RAIL LEASE AGREEMENT made and entered into as of December 29, 2011 (this "Memorandum") is between PNC EQUIPMENT FINANCE, LLC, a Delaware limited liability company, as Lessor ("Lessor"), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, as Lessee ("Lessee").

**WITNESSETH:**

The RBS Asset Finance, Inc. ("RBS") and Lessee 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 RBS or its designee has agreed to lease to the Lessee and the Lessee has agreed to lease from RBS or its designee assorted railroad cars, to be described in equipment schedules thereto, including the railcars described in Equipment Schedule No. 3 to Lease Agreement, dated as of December 29, 2011 ("Equipment Schedule No. 3") between Lessor and Lessee.

The undersigned have entered into Equipment Schedule No. 3, 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 Equipment Schedule No. 3 and the Equipment.

The parties hereto are the named parties to the Lease Agreement, insofar as the Lease Agreement is incorporated into Equipment Schedule No. 3, 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.



COMMONWEALTH OF PENNSYLVANIA

§  
§  
§

SS:

COUNTY OF \_\_\_\_\_

On this, the \_\_\_\_ day of \_\_\_\_\_, 2011, before me \_\_\_\_\_, the undersigned officer, personally appeared \_\_\_\_\_, who acknowledged himself/herself to be \_\_\_\_\_ of PNC EQUIPMENT FINANCE, LLC, a limited liability company, and that he/she as such member being authorized to do so, executed the foregoing Memorandum for the purposes therein contained by signing the name of the limited liability company by himself/herself as \_\_\_\_\_.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

\_\_\_\_\_

STATE OF TEXAS

§  
§  
§

SS:

COUNTY OF DALLAS

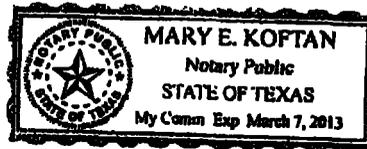
On this 29<sup>th</sup> day of December, 2011, before me personally appeared C. Lance Davis, to me personally known, who being by me duly sworn, says that he/she is Vice President of TRINITY INDUSTRIES LEASING COMPANY, and that the foregoing Memorandum was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum 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: \_\_\_\_\_

PNC EQUIPMENT FINANCE, LLC

By:   
Name: \_\_\_\_\_  
Title: **Michael J. Colangelo**  
**Vice President**

[EXECUTION PAGE OF MEMORANDUM OF EQUIPMENT SCHEDULE NO. 3 TO  
MASTER RAIL LEASE AGREEMENT]

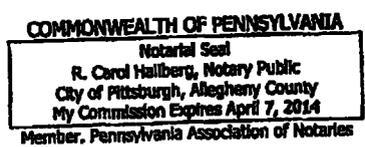
COMMONWEALTH OF PENNSYLVANIA §  
§ SS:  
COUNTY OF ALLEGHENY

On this, the 28th day of December, 2011, before me, R. Carol Hallberg, personally appeared Michael J. Colangelo, who acknowledged himself to be Vice President of PNC EQUIPMENT FINANCE, LLC, a limited liability company, and that he as such member being authorized to do so, executed the foregoing Memorandum for the purposes therein contained by signing the name of the limited liability company by himself Vice President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

*R. Carol Hallberg*  
Notary Public

[Notarial Seal]



My commission expires:  
April 07, 2014

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 was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum 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. 3

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

TILX328911	TILX328951	TILX328991	TILX329231
TILX328912	TILX328952	TILX328992	TILX329232
TILX328913	TILX328953	TILX328993	TILX329233
TILX328914	TILX328954	TILX328994	TILX329234
TILX328915	TILX328955	TILX328995	TILX329235
TILX328916	TILX328956	TILX328996	TILX329236
TILX328917	TILX328957	TILX328997	TILX329237
TILX328918	TILX328958	TILX328998	TILX329238
TILX328919	TILX328959	TILX328999	TILX329239
TILX328920	TILX328960	TILX329000	TILX329240
TILX328921	TILX328961	TILX329201	TILX329241
TILX328922	TILX328962	TILX329202	TILX329242
TILX328923	TILX328963	TILX329203	TILX329243
TILX328924	TILX328964	TILX329204	TILX329244
TILX328925	TILX328965	TILX329205	TILX329245
TILX328926	TILX328966	TILX329206	TILX329246
TILX328927	TILX328967	TILX329207	TILX329247
TILX328928	TILX328968	TILX329208	TILX329248
TILX328929	TILX328969	TILX329209	TILX329249
TILX328930	TILX328970	TILX329210	TILX329250
TILX328931	TILX328971	TILX329211	TILX329251
TILX328932	TILX328972	TILX329212	TILX329252
TILX328933	TILX328973	TILX329213	TILX329253
TILX328934	TILX328974	TILX329214	TILX329254
TILX328935	TILX328975	TILX329215	TILX329255
TILX328936	TILX328976	TILX329216	TILX329256
TILX328937	TILX328977	TILX329217	TILX329257
TILX328938	TILX328978	TILX329218	TILX329258
TILX328939	TILX328979	TILX329219	TILX329259
TILX328940	TILX328980	TILX329220	TILX329260
TILX328941	TILX328981	TILX329221	TILX329261
TILX328942	TILX328982	TILX329222	TILX329262
TILX328943	TILX328983	TILX329223	TILX329263
TILX328944	TILX328984	TILX329224	TILX329264
TILX328945	TILX328985	TILX329225	TILX329265
TILX328946	TILX328986	TILX329226	TILX329266
TILX328947	TILX328987	TILX329227	TILX329267
TILX328948	TILX328988	TILX329228	TILX329268
TILX328949	TILX328989	TILX329229	TILX329269
TILX328950	TILX328990	TILX329230	TILX329270

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TILX329309  
TILX329310

**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 12/29/11

Edward M Luria  
Edward M. Luria