

RECORDATION NO. 30047 FILED

DEC 29 '11 -5 30 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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. 4 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:

30 tank railcars: TILX 280765 – TILX 280794.

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

Memorandum of Equipment Schedule No. 4 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. 4 TO
MASTER RAIL LEASE AGREEMENT
(PNCEF - TILC)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF EQUIPMENT SCHEDULE NO. 4 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. 4 to Lease Agreement, dated as of December 29, 2011 ("Equipment Schedule No. 4") between Lessor and Lessee.

The undersigned have entered into Equipment Schedule No. 4, 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. 4 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. 4, 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: 
Name: C. Lance Davis
Title: Vice President

PNC EQUIPMENT FINANCE, LLC

By: _____
Name: _____
Title: _____

[EXECUTION PAGE OF MEMORANDUM OF EQUIPMENT SCHEDULE NO. 4 TO
MASTER RAIL 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 21st 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. Koptan
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. 4 TO
MASTER RAIL LEASE AGREEMENT]

EXHIBIT A

DESCRIPTION OF EQUIPMENT UNDER EQUIPMENT SCHEDULE NO. 4

30 exterior coiled and insulated tank cars; 28,213 U.S. Gallon nominal capacity, DOT 111A100W1, with the following respective reporting marks and numbers:

TILX280765
TILX280766
TILX280767
TILX280768
TILX280769
TILX280770
TILX280771
TILX280772
TILX280773
TILX280774
TILX280775
TILX280776
TILX280777
TILX280778
TILX280779
TILX280780
TILX280781
TILX280782
TILX280783
TILX280784
TILX280785
TILX280786
TILX280787
TILX280788
TILX280789
TILX280790
TILX280791
TILX280792
TILX280793
TILX280794

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