

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

LOUIS E. GITOMER  
Lou@lgrailaw.com

600 BALTIMORE AVENUE, SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

MELANIE B. YASBIN  
Melanie@lgrailaw.com  
410-296-2225

December 5, 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 5, 2012. The primary document to which this is connected is recorded under a new Recordation Number. We request that this document be recorded under suffix "A" of the new Recordation Number.

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

Lessor:

Banc of America Leasing and 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 Assignment of Subleases consists of 100 covered hopper cars numbered TILX 330586-330685, inclusive.

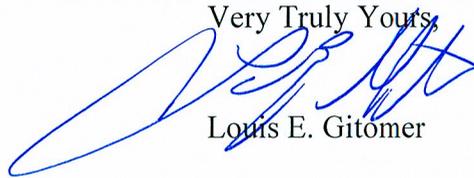
Ms. Cynthia T. Brown  
December 5, 2012  
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A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment of Subleases between Banc of America Leasing and 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 330586-330685, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

**MEMORANDUM OF ASSIGNMENT OF SUBLEASES**

between

**TRINITY INDUSTRIES LEASING COMPANY,  
as Lessee**

and

**BANK OF AMERICA LEASING & CAPITAL, LLC,  
as Lessor**

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**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 5, 2012, by and between **TRINITY INDUSTRIES LEASING COMPANY** (“Lessee”) and **BANK 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.

**Bank of America Leasing & Capital, LLC,**  
as Lessor

**Trinity Industries Leasing Company**

By:   
Name: D  
Title: Shelley L. LaCarpin  
Vice President

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_



STATE OF Georgia,  
COUNTY OF Gwinnett,  
TO WIT:

On this 20<sup>th</sup> day of December, 2012 before me appeared Shellyha Cagan, to me personally known, who being by me duly sworn, says that he is the Vice President of BANK OF AMERICA LEASING & CAPITAL, LLC, that said instrument was signed on Dec 20<sup>th</sup>, 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.

[Notarial Seal]

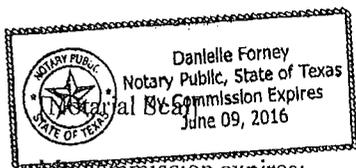
Gail C. Beall  
Notary-Public

My commission expires:

GAIL C BEALL  
NOTARY PUBLIC  
Gwinnett County - State of Georgia  
My Comm. Expires Mar. 20, 2013

STATE OF Texas,  
COUNTY OF Dallas,  
TO WIT:

On this 5<sup>th</sup> day of December, 2012 before me appeared C. Lance Davis, to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that said instrument was signed on December 5, 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.



My commission expires:

*Danielle Forney*  
\_\_\_\_\_  
Notary Public

**EXHIBIT A**  
**DESCRIPTION OF UNITS**

Cars bearing the following reporting marks:

ASSET MARK	CAR TYPE	DESCRIPTION OF ASSET
TILX 330586	Freight	3,281 cf Covered Hopper
TILX 330587	Freight	3,281 cf Covered Hopper
TILX 330588	Freight	3,281 cf Covered Hopper
TILX 330589	Freight	3,281 cf Covered Hopper
TILX 330590	Freight	3,281 cf Covered Hopper
TILX 330591	Freight	3,281 cf Covered Hopper
TILX 330592	Freight	3,281 cf Covered Hopper
TILX 330593	Freight	3,281 cf Covered Hopper
TILX 330594	Freight	3,281 cf Covered Hopper
TILX 330595	Freight	3,281 cf Covered Hopper
TILX 330596	Freight	3,281 cf Covered Hopper
TILX 330597	Freight	3,281 cf Covered Hopper
TILX 330598	Freight	3,281 cf Covered Hopper
TILX 330599	Freight	3,281 cf Covered Hopper
TILX 330600	Freight	3,281 cf Covered Hopper
TILX 330601	Freight	3,281 cf Covered Hopper
TILX 330602	Freight	3,281 cf Covered Hopper
TILX 330603	Freight	3,281 cf Covered Hopper
TILX 330604	Freight	3,281 cf Covered Hopper
TILX 330605	Freight	3,281 cf Covered Hopper
TILX 330606	Freight	3,281 cf Covered Hopper
TILX 330607	Freight	3,281 cf Covered Hopper
TILX 330608	Freight	3,281 cf Covered Hopper
TILX 330609	Freight	3,281 cf Covered Hopper
TILX 330610	Freight	3,281 cf Covered Hopper
TILX 330611	Freight	3,281 cf Covered Hopper
TILX 330612	Freight	3,281 cf Covered Hopper
TILX 330613	Freight	3,281 cf Covered Hopper
TILX 330614	Freight	3,281 cf Covered Hopper
TILX 330615	Freight	3,281 cf Covered Hopper
TILX 330616	Freight	3,281 cf Covered Hopper
TILX 330617	Freight	3,281 cf Covered Hopper
TILX 330618	Freight	3,281 cf Covered Hopper
TILX 330619	Freight	3,281 cf Covered Hopper
TILX 330620	Freight	3,281 cf Covered Hopper
TILX 330621	Freight	3,281 cf Covered Hopper
TILX 330622	Freight	3,281 cf Covered Hopper
TILX 330623	Freight	3,281 cf Covered Hopper
TILX 330624	Freight	3,281 cf Covered Hopper



TILX 330671	Freight	3,281 cf Covered Hopper
TILX 330672	Freight	3,281 cf Covered Hopper
TILX 330673	Freight	3,281 cf Covered Hopper
TILX 330674	Freight	3,281 cf Covered Hopper
TILX 330675	Freight	3,281 cf Covered Hopper
TILX 330676	Freight	3,281 cf Covered Hopper
TILX 330677	Freight	3,281 cf Covered Hopper
TILX 330678	Freight	3,281 cf Covered Hopper
TILX 330679	Freight	3,281 cf Covered Hopper
TILX 330680	Freight	3,281 cf Covered Hopper
TILX 330681	Freight	3,281 cf Covered Hopper
TILX 330682	Freight	3,281 cf Covered Hopper
TILX 330683	Freight	3,281 cf Covered Hopper
TILX 330684	Freight	3,281 cf Covered Hopper
TILX 330685	Freight	3,281 cf Covered Hopper