RECORDATION NO 27934-E
FILED
January 16, 2013 05:53 PM
SURFACE TRANSPORTATION BOARD

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)

OF COUNSEL
URBAN A. LESTER

January 16, 2013

Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Amendatory Supplement to Memorandum of Security Agreement, dated as of January 16, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27934.

The names and addresses of the parties to the enclosed document are:

Agent: The Prudential Insurance Company of America, as Agent (Secured Party/Assignee)
c/o Prudential Capital Group
Commercial Asset Finance
3350 Riverwood Parkway, Suite 1500
Atlanta, Georgia 30339

Debtor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

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

50 railcars RELEASED within the series TILX 640705 – TILX 640847 as more particularly set forth in the attachment to the document.

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

Amendatory Supplement to Memorandum of Security Agreement.

Also enclosed is a check in the amount of $42.00 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

RECORDATION NO 27934-E
FILED
January 16, 2013 05:53 PM
SURFACE TRANSPORTATION BOARD

AMENDATORY SUPPLEMENT TO MEMORANDUM OF SECURITY AGREEMENT

1. Pursuant to the Security Agreement identified below, Trinity Industries Leasing Company, a Delaware corporation ("TILC"), has granted to The Prudential Insurance Company of America, in its capacity as agent for the benefit of certain lenders (the "Agent"), a lien on and a security interest in all of TILC's right, title, and interest in and to the Collateral as defined in the Security Agreement, including, without limitation, the railroad equipment and leases identified on Schedule A to that certain Memorandum of Security Agreement executed as of May 5, 2009 by TILC and the Agent (the "Existing Memorandum"). "Security Agreement" means the Security Agreement – Chattel Mortgage, dated as of May 7, 2009, between TILC and Agent, as amended, supplemented or amended and restated from time to time.

2. By execution of this Amendatory Supplement to Memorandum of Security Agreement (this "Amendment"), TILC and the Agent hereby amend Schedule A to the Existing Memorandum to remove from such Schedule A the railroad equipment and leases (but solely to the extent related to such railroad equipment) identified on Schedule 1 attached to this Amendment, and thereby further evidence the Agent's release of such railroad equipment and leases (but solely to the extent related to such railroad equipment) identified on Schedule 1 from the lien and security interest of the Security Agreement, pursuant to the terms thereof and of the related Loan Agreement (as defined therein).

3. The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement.

4. This Amendment shall also serve as an amendment and supplement to the Security Agreement such that Schedule A thereto is amended by deleting from Schedule A of the Security Agreement the railroad equipment and leases (but solely to the extent related to such railroad equipment) identified on Schedule 1 hereto.

5. This Amendment may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of January 16, 2013.

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name: Lance Davis
Title: Vice President

State of Texas)
) ss.:
County of Dallas)

On January 14, 2013, before me personally appeared 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 he/she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public
My commission expires: 6/9/16

Danielle Forney
Notary Public, State of Texas
My Commission Expires
June 09, 2016

[Execution continued on next page; remainder of this page intentionally left blank]

THE PRUDENTIAL INSURANCE COMPANY
OF AMERICA, as Agent

By: _____
Name: Roderick L. Roberts
Title: Vice President

State of Georgia)
) ss.:
County of Cobb)

On January 14th, 2013, personally appeared before me Roderick L. Roberts, to me personally known, who being by me duly sworn, said that he/she is a Vice President of The Prudential Insurance Company of America, that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

_____
Notary Public
My commission expires:

Notary Public, DeKalb County, Georgia
My Commission Expires March 21, 2016

[NOTARIAL SEAL]

DENA RICHARDSON
MY COMMISSION EXPIRES
NOTARY PUBLIC
MARCH 21, 2016
DEKALB COUNTY GA

SCHEDULE 1

Railroad Equipment and Leases Being Released From Collateral

ID	Asset Mark	Lessee Name	Rider	Build Date	Car Type
1	TILX640705	GAVILON GROUP, LL(	8	8/1/2007	Freight
2	TILX640738	GAVILON GROUP, LL(	8	8/1/2007	Freight
3	TILX640783	GAVILON GROUP, LL(	8	8/1/2007	Freight
4	TILX640789	GAVILON GROUP, LL(	8	1/1/2007	Freight
5	TILX640790	GAVILON GROUP, LL(	8	1/1/2007	Freight
6	TILX640791	GAVILON GROUP, LL(	8	8/1/2007	Freight
7	TILX640792	GAVILON GROUP, LL(	8	8/1/2007	Freight
8	TILX640793	GAVILON GROUP, LL(	8	8/1/2007	Freight
9	TILX640794	GAVILON GROUP, LL(	8	8/1/2007	Freight
10	TILX640795	GAVILON GROUP, LL(	8	8/1/2007	Freight
11	TILX640800	GAVILON GROUP, LL(	8	8/1/2007	Freight
12	TILX640801	GAVILON GROUP, LL(	8	8/1/2007	Freight
13	TILX640802	GAVILON GROUP, LL(	8	8/1/2007	Freight
14	TILX640803	GAVILON GROUP, LL(	8	8/1/2007	Freight
15	TILX640804	GAVILON GROUP, LL(	8	8/1/2007	Freight
16	TILX640807	GAVILON GROUP, LL(	8	8/1/2007	Freight
17	TILX640814	GAVILON GROUP, LL(	8	8/1/2007	Freight
18	TILX640815	GAVILON GROUP, LL(	8	8/1/2007	Freight
19	TILX640816	GAVILON GROUP, LL(	8	8/1/2007	Freight
20	TILX640817	GAVILON GROUP, LL(	8	8/1/2007	Freight
21	TILX640818	GAVILON GROUP, LL(	8	8/1/2007	Freight
22	TILX640819	GAVILON GROUP, LL(	8	8/1/2007	Freight
23	TILX640820	GAVILON GROUP, LL(	8	8/1/2007	Freight
24	TILX640821	GAVILON GROUP, LL(	8	8/1/2007	Freight
25	TILX640822	GAVILON GROUP, LL(	8	8/1/2007	Freight
26	TILX640823	GAVILON GROUP, LL(	8	8/1/2007	Freight
27	TILX640824	GAVILON GROUP, LL(	8	8/1/2007	Freight
28	TILX640825	GAVILON GROUP, LL(	8	8/1/2007	Freight
29	TILX640826	GAVILON GROUP, LL(	8	1/1/2007	Freight
30	TILX640827	GAVILON GROUP, LL(	8	1/1/2007	Freight
31	TILX640828	GAVILON GROUP, LL(	8	1/1/2007	Freight
32	TILX640829	GAVILON GROUP, LL(	8	1/1/2007	Freight
33	TILX640830	GAVILON GROUP, LL(	8	1/1/2007	Freight
34	TILX640831	GAVILON GROUP, LL(	8	8/1/2007	Freight
35	TILX640832	GAVILON GROUP, LL(	8	1/1/2007	Freight
36	TILX640833	GAVILON GROUP, LL(	8	1/1/2007	Freight
37	TILX640834	GAVILON GROUP, LL(	8	1/1/2007	Freight
38	TILX640835	GAVILON GROUP, LL(	8	1/1/2007	Freight
39	TILX640836	GAVILON GROUP, LL(	8	1/1/2007	Freight
40	TILX640837	GAVILON GROUP, LL(	8	1/1/2007	Freight
41	TILX640838	GAVILON GROUP, LL(	8	1/1/2007	Freight
42	TILX640839	GAVILON GROUP, LL(	8	1/1/2007	Freight
43	TILX640840	GAVILON GROUP, LL(	8	8/1/2007	Freight

44	TILX640841	GAVILON GROUP, LL(	8	8/1/2007	Freight
45	TILX640842	GAVILON GROUP, LL(	8	8/1/2007	Freight
46	TILX640843	GAVILON GROUP, LL(	8	8/1/2007	Freight
47	TILX640844	GAVILON GROUP, LL(	8	8/1/2007	Freight
48	TILX640845	GAVILON GROUP, LL(	8	8/1/2007	Freight
49	TILX640846	GAVILON GROUP, LL(	8	8/1/2007	Freight
50	TILX640847	GAVILON GROUP, LL(	8	1/1/2007	Freight

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: 1/16/13

Edward M Luria

Edward M. Luria