

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 50 tank cars numbered GATX 206480-206529, inclusive (to be renumbered TILX 253860-253909, inclusive, respectively).

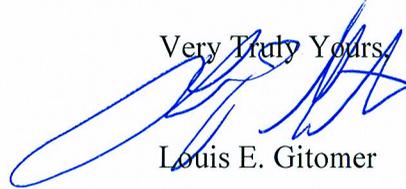
Ms. Cynthia T. Brown
December 5, 2012
Page 2

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@lgraillaw.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 50 tank cars numbered GATX 206480-206529 (to be renumbered TILX 253860-253909, inclusive, respectively).

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**

**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: _____
Title: _____

Shelley D. Leighton
VP

By: _____
Name: _____
Title: _____

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: _____
Title: _____

By: CLD
Name: C. Lance Davis
Title: Vice President

STATE OF Georgia
COUNTY OF Gwinnett
TO WIT:

On this 30th day of December, 2012 before me appeared Shelley C. Cramer, 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 30th, 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 5th 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.



Danielle Farney

Notary Public

EXHIBIT A
DESCRIPTION OF UNITS

Cars bearing the following reporting marks:

ASSET MARK	TO BE RE- MARKED TO THE FOLLOWING ASSET MARK	CAR TYPE	DESCRIPTION OF ASSET
GATX 206480	TILX253860	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206481	TILX253861	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206482	TILX253862	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206483	TILX253863	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206484	TILX253864	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206485	TILX253865	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206486	TILX253866	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206487	TILX253867	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206488	TILX253868	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206489	TILX253869	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206490	TILX253870	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206491	TILX253871	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206492	TILX253872	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206493	TILX253873	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206494	TILX253874	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206495	TILX253875	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206496	TILX253876	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206497	TILX253877	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206498	TILX253878	Freight	25,489 wg Coiled & Insulated Tank Car

GATX 206499	TILX253879	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206500	TILX253880	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206501	TILX253881	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206502	TILX253882	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206503	TILX253883	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206504	TILX253884	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206505	TILX253885	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206506	TILX253886	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206507	TILX253887	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206508	TILX253888	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206509	TILX253889	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206510	TILX253890	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206511	TILX253891	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206512	TILX253892	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206513	TILX253893	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206514	TILX253894	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206515	TILX253895	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206516	TILX253896	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206517	TILX253897	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206518	TILX253898	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206519	TILX253899	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206520	TILX253900	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206521	TILX253901	Freight	25,489 wg Coiled & Insulated Tank Car

GATX 206522	TILX253902	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206523	TILX253903	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206524	TILX253904	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206525	TILX253905	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206526	TILX253906	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206527	TILX253907	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206528	TILX253908	Freight	25,489 wg Coiled & Insulated Tank Car
GATX 206529	TILX253909	Freight	25,489 wg Coiled & Insulated Tank Car