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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 Lease Agreement, a primary document, dated as of December 5, 2012. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement 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 Lease Agreement consists of 100 covered hopper cars numbered TILX 330586-330685, inclusive.

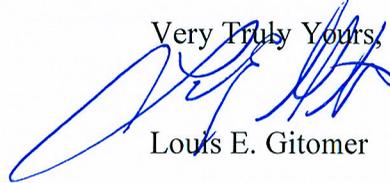
Ms. Cynthia T. Brown  
December 5, 2012  
Page 2

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 Lease Agreement 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

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MEMORANDUM OF LEASE AGREEMENT

dated as of December 5, 2012

between

TRINITY INDUSTRIES LEASING COMPANY,  
as Lessee

and

BANC 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 LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 5, 2012, by and between TRINITY INDUSTRIES LEASING COMPANY ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement No. 19567-09000 dated as of December 5, 2012, and Schedule No. 09002 thereto and incorporating the terms thereof, dated as of December 5, 2012 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By:   
Name:  
Title: *Shelby B. LeCagnin*  
*Vice President*

TRINITY INDUSTRIES LEASING COMPANY

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

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

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

TRINITY INDUSTRIES LEASING COMPANY

By:  \_\_\_\_\_  
Name: C. Lance Davis  
Title: Vice President

STATE OF Georgia )  
 ) ss.  
COUNTY OF Gwinnett )

I HEREBY CERTIFY, that on this 23<sup>rd</sup> day of December, 2012, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Shelton Macosmin, who acknowledged himself to be the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.

Gail C Beall

Notary Public

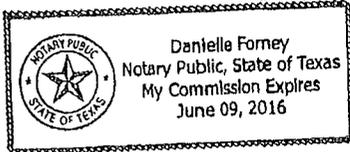
My commission expires:

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

STATE OF Texas )  
 ) ss.  
COUNTY OF Dallas )

I HEREBY CERTIFY, that on this 5th day of December, 2012, before me, the undersigned, a Notary Public of the State of Texas, personally appeared C. Lance Davis, who acknowledged himself to be the Vice President of TRINITY INDUSTRIES LEASING COMPANY, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.

AS WITNESS my hand and notarial seal.



Dantelle Forney  
Notary Public

My commission expires: 6/9/16

EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

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 330625	Freight	3,281 cf Covered Hopper
TILX 330626	Freight	3,281 cf Covered Hopper
TILX 330627	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