

RECORDATION NO 30574 FILED  
December 21, 2012 03:59 PM  
LAW OFFICES OF  
**SURFACE TRANSPORTATION BOARD**  
**LOUIS E. GITOMER, LLC.**

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December 21, 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 21, 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 & 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 70 tank cars numbered TILX 350601-350670, inclusive.

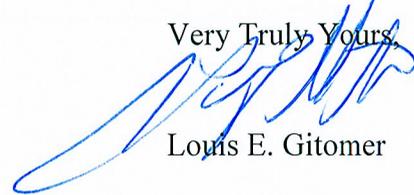
Ms. Cynthia T. Brown  
December 21, 2012  
Page 2

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 & Capital, LLC, 2059 Northlake Parkway, 4<sup>th</sup> Floor, Tucker, GA 30084-4431, and Trinity Industries Leasing Company, 2525 Stemmons Freeway, Dallas, TX 75207, covering 70 tank cars numbered TILX 350601-350670, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of December 21, 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 21, 2012 at \_\_\_\_:\_\_\_\_.m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 21, 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 dated as of December 5, 2012, and Schedule No. 09004 thereto and incorporating the terms thereof, dated as of December 21, 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:

Shelley D. LaCagna

Vice President

TRINITY INDUSTRIES LEASING COMPANY

By: \_\_\_\_\_

Name:

Title:

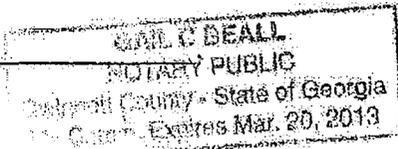
STATE OF Georgia )  
 ) ss.  
COUNTY OF Gwinnett )

I HEREBY CERTIFY, that on this 18<sup>th</sup> day of December, 2012, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Shelley B. DeCagno, who acknowledged himself to be the V.P. 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:



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: Gail Peck  
Name: Gail Peck  
Title: Treasurer

STATE OF Texas )  
 ) ss.  
COUNTY OF Dallas )

I HEREBY CERTIFY, that on this 18 day of December, 2012, before me, the undersigned, a Notary Public of the State of Texas, personally appeared Gail Peck, who acknowledged himself to be the Treasurer 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 Treasurer of said company by signing the name of the company by himself as the Treasurer

AS WITNESS my hand and notarial seal.

Danielle Fomey  
Notary Public

My commission expires: 6/9/16.

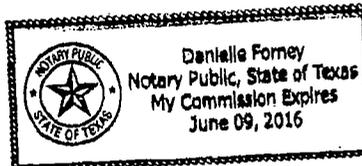


EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

Seventy (70) 31,808 wg NCNI Tank Cars bearing the following reporting marks:

<u>Asset Mark</u>
TILX 350601
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