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June 26, 2015

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 Collateral Assignment of Lease Schedule 003, a secondary document, dated as of June 25, 2015. The primary document to which this is connected is recorded under Recordation No. New. We request that this document be recorded under Recordation No. New-B.

The names and addresses of the parties to the Memorandum of Collateral Assignment of Lease Schedule 003 are:

Secured Party:

SunTrust Equipment Finance & Leasing Corp.
303 Peachtree Street, 24th Floor
Atlanta, GA 30308

Debtor:

Trinity Chemical Leasing, L.L.C.
8801 South Yale Avenue, Suite 210
Tulsa, OK 74137

A description of the equipment covered by the Memorandum of Collateral Assignment of Lease Schedule 003 consists of 20 tank cars numbered TCLX 290210, 290213, 290218, 290221, 290233, 290240, 290241, 290242, 290249, 290256, 290257, 290258, 290259, 290465, 290470, 290471, 290472, 290473, 290474, and 290476.

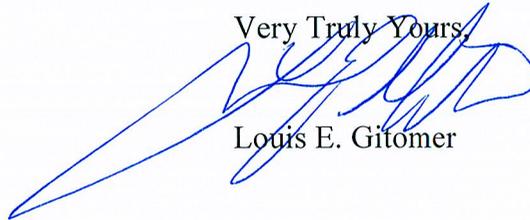
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
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A short summary of the document to appear in the index follows: a Memorandum of Collateral Assignment of Lease Schedule 003 between SunTrust Equipment Finance & Leasing Corp., 303 Peachtree Street, 24th Floor, Atlanta, GA 30308, and Trinity Chemical Leasing, L.L.C., 8801 South Yale Avenue, Suite 210, Tulsa, OK 74137, covering 20 tank cars numbered TCLX 290210, 290213, 290218, 290221, 290233, 290240, 290241, 290242, 290249, 290256, 290257, 290258, 290259, 290465, 290470, 290471, 290472, 290473, 290474, and 290476.

Very Truly Yours,



Louis E. Gitomer

Enclosure

Execution Copy
062215
Closing Document No. 148

MEMORANDUM OF COLLATERAL ASSIGNMENT OF LEASE SCHEDULE 003

dated as of June 25, 2015

between

SUNTRUST EQUIPMENT FINANCE & LEASING CORP.,
as Secured Party

and

TRINITY CHEMICAL LEASING, L.L.C.,
as Debtor

FILED WITH (A) THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C. § 11301,
AND (B) THE REGISTRAR GENERAL OF CANADA PURSUANT TO SECTION 105 OF THE CANADA
TRANSPORTATION ACT

MEMORANDUM OF COLLATERAL ASSIGNMENT OF LEASE SCHEDULE 003

THIS MEMORANDUM OF COLLATERAL ASSIGNMENT OF LEASE SCHEDULE 003 is made and entered into as of June 25, 2015 (this "**Memorandum**"), by and among SUNTRUST EQUIPMENT FINANCE & LEASING CORP. (together with its successors and assigns, "**Secured Party**") and TRINITY CHEMICAL LEASING, L.L.C., as debtor ("**Debtor**"), with reference to the following:

1. Pursuant to a Collateral Assignment of Lease Schedule No. 003 dated as of June 25, 2015 (the "**Assignment**"), Debtor has collaterally assigned to Secured Party all of Debtor's right title and interest in and to Lease Schedule No. 003 dated as of June 25, 2015, which by its terms incorporates by reference the provisions of that certain Master Railcar Lease Agreement dated as of January 1, 2015 (collectively, the "**Lease**"), between Debtor, as lessor, and Trinity Chemical Leasing, L.L.C., as lessee ("**Lessee**"), pursuant to which Lessor leased to Lessee the rail equipment described on Schedule A attached hereto (the "**Railcars**")
2. The Assignment shall be effective as of the date first set forth above and Debtor's and Lessee's use of the Railcars shall be subject to the terms and conditions as set forth in the Assignment.

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Collateral Assignment of Lease Schedule 003.

(The remainder of this page is intentionally blank. Signature page follows.)

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Collateral Assignment of Lease Schedule 003 to be executed as of the date first above written.

Secured Party:

Debtor:

SUNTRUST EQUIPMENT FINANCE & LEASING CORP. TRINITY CHEMICAL LEASING, L.L.C.

By: 

Name: Dondra Benjamin

Title: Vice President

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Collateral Assignment of Lease Schedule 003 to be executed as of the date first above written.

Secured Party:

Debtor:

SUNTRUST EQUIPMENT FINANCE & LEASING
CORP.

TRINITY CHEMICAL LEASING, L.L.C.

By: _____

Name: Dondra Benjamin

Title: Vice President

By:  _____

Name: Richard A. Fenimore

Title: President/Managing Member

STATE (COMMONWEALTH) OF Maryland)
) ss.
COUNTY OF Baltimore)

I HEREBY CERTIFY, that on this 25 day of June, 2015, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Dondra Benjamin, who acknowledged herself to be the Vice President of SunTrust Equipment Finance & Leasing Corp., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that she 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 herself as the Vice President.

AS WITNESS my hand and notarial seal.

Gathy L. Paul
Notary Public
GATHY L. PAUL
Notary Public
Baltimore County
Maryland
My Commission Expires Oct 8, 2017

My Commission Expires:

STATE (COMMONWEALTH) OF _____)
) ss.
COUNTY OF _____)

I HEREBY CERTIFY, that on this ____ day of _____, 20____, before me, the undersigned, a Notary Public of the State of _____, personally appeared _____, who acknowledged himself to be the _____ of Trinity Chemical Leasing, L.L.C., 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 _____ of said company by signing the name of the company by himself as the _____.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:

STATE (COMMONWEALTH) OF _____)
) ss.
COUNTY OF _____)

I HEREBY CERTIFY, that on this ____ day of _____, 20____, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Dondra Benjamin, who acknowledged herself to be the Vice President of SunTrust Equipment Finance & Leasing Corp., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that she 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 herself as the Vice President.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:

STATE (COMMONWEALTH) OF Oklahoma)
) ss.
COUNTY OF Tulsa)

I HEREBY CERTIFY, that on this 23 day of June, 2015, before me, the undersigned, a Notary Public of the State of Oklahoma, personally appeared Ronald R. ..., who acknowledged himself to be the President / Managing Member of Trinity Chemical Leasing, L.L.C., 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 President / Managing Member of said company by signing the name of the company by himself as the President / Managing Member.

AS WITNESS my hand and notarial seal.

Marcus ...
Notary Public

My Commission Expires: 11/13/16

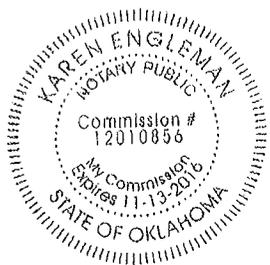


Exhibit No. 1
DESCRIPTION OF RAIL EQUIPMENT

DESCRIPTION	REPORTING MARKS
Twenty (20) new general purpose coiled and insulated tank cars manufactured by National Steel Car Limited	TCLX 290210, 290213, 290218, 290221, 290233, 290240, 290241, 290242, 290249, 290256, 290257, 290258, 290259, 290465, 290470, 290471, 290472, 290473, 290474 and 290476.