

LAW OFFICES OF
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August 28, 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 efileing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Collateral Assignment of Master Railcar Service Agreement, a secondary document, dated as of August 27, 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 Master Railcar Service Agreement are:

Secured Party:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 3 North
Tucker, GA 30084

Debtor:

Trinity Chemical Industries, 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 Master Railcar Service Agreement consists of 87 tank cars numbered TCLX 290209, 290224, 290248, 290260-290276, inclusive, 290283, 290286-290290, inclusive, 290292, 290297, 290298, 290372, 290373, 290374, 290377, 290399, 290401-290409, inclusive, 290411, 290414-290418, inclusive, 290422, 290424, 290428, 290433, 290434, 290436-290439, inclusive, 290441-290446, inclusive, 290448-290464, inclusive, and 290466-290469, inclusive.

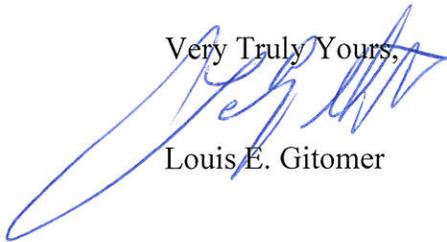
Ms. Cynthia T. Brown
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

A short summary of the document to appear in the index follows: a Memorandum of Collateral Assignment of Master Railcar Service Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 3 North, Tucker, GA 30084, and Trinity Chemical Industries, L.L.C., 8801 South Yale Avenue, Suite 210, Tulsa, OK 74137, covering 87 tank cars numbered TCLX 290209, 290224, 290248, 290260-290276, inclusive, 290283, 290286-290290, inclusive, 290292, 290297, 290298, 290372, 290373, 290374, 290377, 290399, 290401-290409, inclusive, 290411, 290414-290418, inclusive, 290422, 290424, 290428, 290433, 290434, 290436-290439, inclusive, 290441-290446, inclusive, 290448-290464, inclusive, and 290466-290469, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

Execution Copy
080915
Closing Document No. 42-A

MEMORANDUM OF COLLATERAL ASSIGNMENT OF MASTER RAILCAR SERVICE AGREEMENT

dated as of August 27, 2015

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Secured Party

and

TRINITY CHEMICAL INDUSTRIES, L.L.C.

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
MASTER RAILCAR SERVICE AGREEMENT

THIS MEMORANDUM OF COLLATERAL ASSIGNMENT OF MASTER RAILCAR SERVICE AGREEMENT is made and entered into as of August 27, 2015 (this "Memorandum"), by and among BANC OF AMERICA LEASING & CAPITAL, LLC (together with its successors and assigns, "Secured Party") and TRINITY CHEMICAL INDUSTRIES, L.L.C. ("Trinity Chemical Industries"), with reference to the following:

1. Pursuant to a Collateral Assignment of Sublease Agreement dated as of August 27, 2015 (the "Assignment"), Trinity Chemical Industries has collaterally assigned to Secured Party all of Trinity Chemical Industries' right title and interest in and to the Sublease (as hereinafter defined), solely as it relates to the railcars described on Schedule A attached hereto (the "Railcars"). As used herein, the term "Sublease" means (a) each rider relating to the Railcars entered into pursuant the Master Railcar Service Agreement dated as of December 5, 2013 (the "Phillips Master Agreement"), by and between Guarantor, as lessor, and Phillips 66 Company, as lessee ("Sublessee"), including, without limitation, Rider Number 3 dated as of August 1, 2014, and (b) the Phillips Master Agreement, solely as it relates to each such rider and the Railcars, in each case, as amended.
2. The Assignment shall be effective as of the date first set forth above and Trinity Chemical Industries' and Sublessee'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 Master Railcar Service Agreement.

(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 Master Railcar Service Agreement to be executed as of the date first above written.

Secured Party:

Trinity Chemical Industries:

BANC OF AMERICA LEASING & CAPITAL, LLC

TRINITY CHEMICAL INDUSTRIES, L.L.C.

By: _____

Name: _____

Title: _____

By: *[Signature]*

Name: *Richard M. Fenimore*

Title: *President / Managing Member*

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Collateral Assignment of Master Railcar Service Agreement to be executed as of the date first above written.

Secured Party:

Trinity Chemical Industries:

BANC OF AMERICA LEASING & CAPITAL, LLC

TRINITY CHEMICAL INDUSTRIES, L.L.C.

By: *Steffanie Ragland*
Name: Steffanie Ragland
Title: Vice President

By: *Richard B. Fenimore*
Name: Richard B. Fenimore
Title: President / Managing Member

STATE OF _____)
) ss.
COUNTY OF _____)

I HEREBY CERTIFY, that on this ____ day of August, 2015, before me, the undersigned, a Notary Public of the State of _____, personally appeared _____, who acknowledged (her)himself to be the _____ 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 (s)he executed the same for the purposes therein contained as the duly authorized _____ of said company by signing the name of the company by (her)himself as the _____.

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 25th day of August, 2015, before me, the undersigned, a Notary Public of the State of Oklahoma, personally appeared Richard B. Fenimore, who acknowledged himself to be the President/Managing Member of Trinity Chemical Leasing, Industries 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.

Karen Engleman

Notary Public

My Commission Expires: 11-13-2016



STATE OF GEORGIA)
) ss.
COUNTY OF GWINNETT)

I HEREBY CERTIFY, that on this 27th day of August, 2015, before me, the undersigned, a Notary Public of the State of GEORGIA, personally appeared STEFFANIE RAGLAND, who acknowledged (her)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 (s)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 (her)himself as the VICE PRESIDENT.

AS WITNESS my hand and notarial seal.

Jeanne Marie Martell
Notary Public

My Commission Expires:

JEANNE MARIE MARTELL
NOTARY PUBLIC
Gwinnett County
State of Georgia
My Comm. Expires July 9, 2018

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

I HEREBY CERTIFY, that on this 25th day of August, 2015, before me, the undersigned, a Notary Public of the State of Oklahoma, personally appeared Richard B. Fenimore, who acknowledged himself to be the President / Managing Member of Trinity Chemical Leasing, Industri 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.

Karen Engleman
Notary Public

My Commission Expires: 11-13-2016



Exhibit A
DESCRIPTION OF RAILCARS

DESCRIPTION	REPORTING MARKS
Eighty-five (85) new general purpose coiled and insulated tank cars manufactured by National Steel Car Limited	TCLX 290209, 290224, 290248, 290260, 290261, 290262, 290263, 290264, 290265, 290266, 290267, 290268, 290269, 290270, 290271, 290283, 290286, 290287, 290288, 290289, 290290, 290292, 290297, 290298, 290372, 290373, 290374, 290377, 290399, 290401, 290402, 290403, 290404, 290405, 290406, 290407, 290408, 290409, 290411, 290414, 290415, 290416, 290417, 290418, 290422, 290424, 290428, 290433, 290434, 290436, 290437, 290438, 290439, 290441, 290442, 290443, 290444, 290445, 290446, 290448, 290449, 290450, 290451, 290452, 290453, 290454, 290455, 290456, 290457, 290458, 290459, 290460, 290461, 290462, 290463, 290464, 290466, 290467, 290468, 290469, 290272, 290273, 290274, 290275 and 290276