

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

June 19, 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 Railcar Collateral Schedule, a primary document, dated as of June 19, 2015. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Railcar Collateral Schedule 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 Railcar Collateral Schedule consists of 17 tank cars numbered TCLX 290214, 290231, 290245, 290251, 290252, 290253, 290254, 290255, 290475, 290477, 290487, 290492, 290493, 290494, 290496, 290498, and 290500.

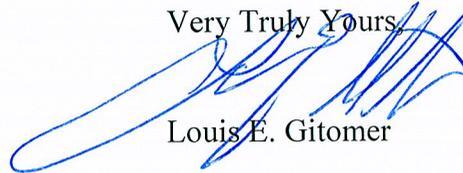
Ms. Cynthia T. Brown
June 19, 2015
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A fee of \$43.00 is enclosed. Please return one copy by email to:

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

A short summary of the document to appear in the index follows: a Memorandum of Railcar Collateral Schedule 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 17 tank cars numbered TCLX 290214, 290231, 290245, 290251, 290252, 290253, 290254, 290255, 290475, 290477, 290487, 290492, 290493, 290494, 290496, 290498, and 290500.

Very Truly Yours,



Louis E. Gitomer

Enclosure

Execution Copy
061515
Closing Document No. 122

MEMORANDUM OF RAILCAR COLLATERAL SCHEDULE

dated as of June 19, 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 RAILCAR COLLATERAL SCHEDULE

THIS MEMORANDUM OF RAILCAR COLLATERAL SCHEDULE is made and entered into as of June 19, 2015 (this “**Memorandum**”), by and between 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 Railcar Collateral Schedule No. 002 dated as of June 19, 2015 (the “**Schedule**”), to that certain Master Railcar Security Agreement No. 09783 dated as of May 29, 2015 (the Schedule, together with such Master Railcar Security Agreement, solely as it relates to the Schedule, the “**Security Agreement**”), Debtor has pledged to Secured Party a first priority security interest in all of the rail equipment described on Exhibit No. 1 attached hereto (the “**Railcars**”).
2. The Security Agreement shall be effective as of the date first set forth above and Debtor's use of the Railcars shall be subject to the terms and conditions as set forth in the Security Agreement.

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

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

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

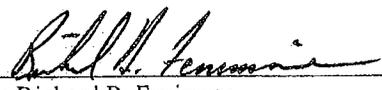
Secured Party:

Debtor:

SUNTRUST EQUIPMENT FINANCE & LEASING
CORP.

TRINITY CHEMICAL LEASING, L.L.C.

By: 
Name: Dondra Benjamin
Title: VP

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

STATE OF GEORGIA

COUNTY OF Paulding

)
) ss.
)

I HEREBY CERTIFY, that on this 19th 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 VP 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 VP of said company by signing the name of the company by herself as the VP.

AS WITNESS my hand and notarial seal.

Lorraine Pigott
Notary Public



My Commission Expires:

STATE (COMMONWEALTH) OF Oklahoma
COUNTY OF Tulsa

)
) ss.
)

I HEREBY CERTIFY, that on this 18 day of June, 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, 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 Engeman
Notary Public

My Commission Expires: 11/13/16



Exhibit No. 1

DESCRIPTION OF RAIL EQUIPMENT

Seventeen (17) new general purpose coiled and insulated tank cars manufactured by National Steel Car Limited and assigned reporting marks TCLX 290214, 290231, 290245, 290251, 290252, 290253, 290254, 290255, 290475, 290477, 290487, 290492, 290493, 290494, 290496, 290498 and 290500.