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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 31, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of March 31, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor:	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, Texas 75207
Assignee:	TLP Rail Trust I Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, Delaware 19890

This document relates to the Memorandum of Lease Agreement between the Assignor, as Lessor, and Midwest Grain Processors LLC, as Lessee, being filed concurrently herewith.

Mr. Vernon A. Williams
March 31, 2006
Page 2

A description of the railroad equipment covered by the enclosed document
is:

125 railcars: TILX 192178 – TILX 192302.

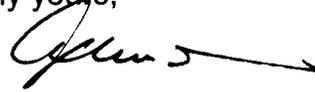
A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on March 31, 2006 by and between TLP Rail Trust I, a Delaware statutory trust, (the "Assignee"), Trinity Industries Leasing Company, a Delaware corporation (the "Assignor").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of March 31, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor certain railroad car leases as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name:

Title:

Michele C. Harra
Financial Services Officer

Executed on this 31st day of March, 2006

**TRINITY INDUSTRIES LEASING
COMPANY**

By: _____

Name:

Title:

Executed on this ___ day of March, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF Delaware)
 NEW CASTLE) SS:
COUNTY OF _____)

On this, the 31 day of March 2006, before a Notary Public in and for said County and State, personally appeared Michele C. Harra, who being by me duly sworn, says that (s)he is Financial Services Officer of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on March 31, 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:
Notary Public

My Commission Expires:
Residing in _____

Amanda E. Burger
Notary Public - State of Delaware
My Comm. Expires March 7, 2007

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLF RAIL TRUST I
By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

TRINITY INDUSTRIES LEASING COMPANY

By: 
Name: Eric Marchetto
Title: Vice President

Executed on this ___ day of March, 2006

Executed on this 31 day of March, 2006

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 31 day of March 2006, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that (s)he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on March 31, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Nakeya S. Spigner
Name: Nakeya S. Spigner
Notary Public

My Commission Expires: November 1, 2009
Residing in: Dallas, Texas

EXHIBIT A

1. One hundred twenty-five (125) units identified with marks TILX 192178-192302 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of May 4, 2005 between Trinity Industries Leasing Company and Midwest Grain Processors LLC.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/31/06



Robert W. Alvord