

MAR 31 '06 1-00 PM

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 three Memoranda of Lease Agreement between (i) the Assignor, as Lessor, and Cemex USA Cement, Inc., as Lessee, (ii) the Assignor, as Lessor, and J.M. Huber Corporation, as Lessee, and (iii) the Assignor, as Lessor, and Georgia Power Company, as Lessee, each being filed concurrently herewith.

Mr. Vernon A. Williams
March 31, 2006
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A description of the railroad equipment covered by the enclosed document is:

219 railcars:

CEMX 110607 – CEMX 110700 (83 cars – not inclusive)
GALX 6201 – GALX 6239
GALX 6246 – GALX 6317
TILX 5944 - TILX 5968

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

MAR 31 '06 1-00 PM

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 North American Freight Car, Inc., a Delaware corporation (the "Assignor").

WITNESSETH:

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 NORTH AMERICAN
FREIGHT CAR, INC.**

By: _____
Name:
Title:

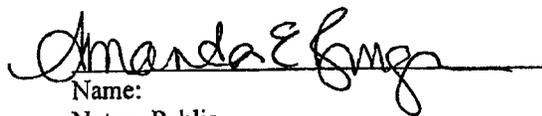
Executed on this ___ day of March, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF Delaware)
) SS:
COUNTY NEW CASTLE)

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 the 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.

TLP RAIL TRUST I

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

By: _____
Name:
Title:

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: M. P. Gray
Name: Martin Graham
Title: President

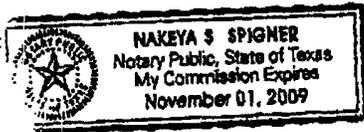
Executed on this 31st day of March, 2006

Executed on this 31st day of March, 2006

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 31st day of March 2006, before a Notary Public in an for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that (s)he is the President of Trinity North American Freight Car, Inc., 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. Eighty-three (83) units identified with marks CEMX 110607-110627, 110629-110634, 110636-110651, 110654-110655, 110657-110665, 110667, 110669, 110671-110674, 110676-110682, 110684-110696, 110698-110700 leased pursuant to Rider Ten (10) to that certain Railroad Car Lease Agreement dated February 8, 2000 between Trinity Industries Leasing Company and Cemex USA Cement, Inc.

2. Twenty-five (25) units identified with marks TILX 5944-5968 leased pursuant to Rider Three (3) to that certain Master Railroad Car Lease Agreement dated as December 13, 2001 between Trinity Industries Leasing Company and J. M. Huber Corporation.

3. One hundred eleven (111) units identified with marks GALX 6201-6239, 6246-6317 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of March 28, 2006 between Trinity Industries Leasing Company and Georgia Power Company.

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