

RECORDATION NO. 26277-K FILED

MAY 10 '06 11-04 AM

SURFACE TRANSPORTATION BOARD

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

May 10, 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 May 10, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Restated Memorandum of Assignment and Assumption Agreement previously filed with the Board under Recordation Number 26277-H.

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

Assignor: Trinity Tank Car, Inc. (as successor to
Trinity Industries Leasing Company)
2525 Stemmons Freeway
Dallas TX 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, DE 29890

Mr. Vernon A. Williams
May 10, 2006
Page two

This document also relates to five Memoranda of Lease Agreements with (i) Cemex USA Cement, Inc., Lessee, previously filed under Recordation Number 26277-I, (ii) Georgia Power Company, Lessee, previously filed under Recordation Number 26277-C, (iii) W.R. Grace & Co.-Conn., Lessee, previously filed under Recordation Number 26277-E; (iv) Englehard Corporation, Lessee, previously filed under Recordation Number 26277-F; and (v) California Portland Cement, Lessee, previously filed under Recordation Number 26277-G.

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

144 railcars: (3) CMEX 110628, 110668, 110693
(99) GALX 6240 – 6440 (excluding 6246 and 6247)
(21) TILX 5919 – 5941 (excluding 5938 and 5940)
(16) Within the series TILX 32823 – 32868
(5) TILX 32994, 32996, 32999, 33000, 33002.

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 \$34.00 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/sem
Enclosures

MAY 10 '06 11-04 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on May 10, 2006 by and between Trinity North American Freight Car, Inc., a Delaware corporation (as successor to Trinity Industries Leasing Company) (the "**Assignor**") and TLP Rail Trust I, a Delaware statutory trust (the "**Assignee**").

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 May 10, 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: **Joann A. Rozell**
Title: **Assistant Vice President**

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

By: _____
Name: _____
Title: _____

Executed on this 5th day of May, 2006

Executed on this ___ day of May, 2006

[Memorandum of Assignment and Assumption Agreement]

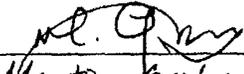
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

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: 
Name: Martin Graham
Title: President

Executed on this ____ day of May, 2006

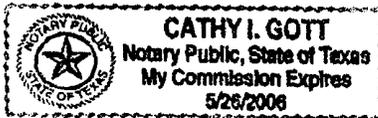
Executed on this 8 day of May, 2006

STATE OF Texas)
) SS:
COUNTY OF Dallas)

On this, the 8 day of May 2006, before a Notary Public in and 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 May 8, 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.

Cathy I. Gott
Name:
Notary Public



My Commission Expires: 5-26-2006
Residing in Dallas Tx

EXHIBIT A

1. Three (3) units identified with marks CMEX 110628, CMEX 110668 and CMEX 110697 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. Ninety-nine (99) units identified with marks GALX 6240 – 6245 and GALX 6348 - 6440 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.
3. Twenty-one (21) units identified with marks TILX 5919 – 5937, TILX 5939 and TILX 5941 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of December 20, 2005 between Trinity Industries Leasing Company and W. R. Grace & Co.-Conn.
4. Sixteen (16) units identified with marks TILX 32823, TILX 32825, TILX 32826, TILX 32828, TILX 32832, TILX 32837 – 32839, TILX 32859 – 32865 and TILX 32868 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of January 26, 2006 between Trinity Industries Leasing Company and Engelhard Corporation.
5. Five (5) units identified with marks TILX 32994, TILX 32996, TILX 32999, TILX 33000 and TILX 33002 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated as of April 1, 2003 between Trinity Industries Leasing Company and California Portland Cement.

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: 5/10/06



Robert W. Alvord