

RECORDATION NO. 26277-14 FILED

JUN 09 '06 1-28 PM

SURFACE TRANSPORTATION BOARD

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

June 9, 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 June 9, 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 Rec. No. 26277-J.

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

Assignor: Trinity North American Freight Car, Inc. (as assignee of 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
June 9, 2006
Page two

This document relates to the two Memoranda of Lease Agreements, each with Trinity North American Freight Car, Inc., assignee of Trinity Industries Leasing Company, as Lessor: (i) California Portland Cement, Lessee, previously filed under Recordation Number 26277-G; and (ii) Midwest Agri-Commodities Company being filed contemporaneously herewith.

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

186 railcars:

MAGX 1000 – MAGX 1099 (100)
MAGX 1100 – MAGX 1178, MAGX 1182, MAGX 1994, MAGX 1196 and
MATX 1197 (83)
TILX 32995, TILX 33001 and TILX 33005 (3)

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

JUN 09 '06

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on June 9, 2006 by and between Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

WITNESSETH:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of June 9, 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: Anita Roselli
Title: Financial Services Officer

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

By: _____
Name: Martin Graham
Title: President

Executed on this 7th day of June, 2006

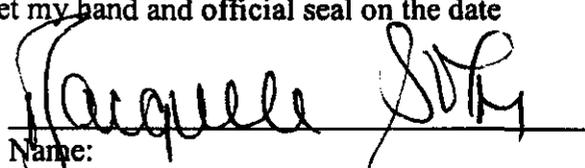
Executed on this ___ day of June, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 1st day of June 2006, before a Notary Public in and for said County and State, personally appeared Anita Roselli, 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 June 1st, 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 JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

[Memorandum of Assignment and Assumption Agreement]

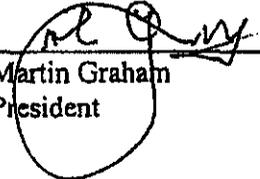
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

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: 
Name: Martin Graham
Title: President

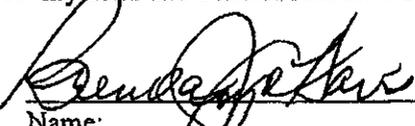
Executed on this ___ day of June, 2006

Executed on this 8th day of June, 2006

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 8th day of June 2006, before a Notary Public in and for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on June 8th 2006 on behalf of said corporation by authority of its Board of Directors, and 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.



Name:
Notary Public

My Commission Expires
Residing  BREANDA JOYCE HARRIS
MY COMMISSION EXPIRES
December 13, 2009

EXHIBIT A

1. One hundred (100) units identified with marks MAGX 1000 - 1099 leased pursuant to Rider One (1) to that certain Railroad Car Net Lease Agreement dated May 17, 2006 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and Midwest Agri-Commodities Company.

2. Eighty-three (83) units identified with marks MAGX 1100 – 1178, MAGX 1182, MAGX 1194, MAGX 1196 and MAGX 1197 leased pursuant to Rider Two (2) to that certain Railroad Car Net Lease Agreement dated May 17, 2006 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and Midwest Agri-Commodities Company.

3. Three (3) units identified with marks TILX 32995, TILX 33001 and TILX 33005 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated as of April 1, 2003 between Trinity North American Freight Car, Inc. (as assignee of 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:

06/06/06



Robert W. Alvord