

RECORDATION NO. 26631-A FILED

OCT 19 06 1-36 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

October 19, 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 October 19, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number \_\_\_\_\_.

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

Assignor: 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  
October 19, 2006  
Page 4

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

70 tank cars: TILX 193676 – TILX 193745.

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

OCT 19 06 1:36 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement made and entered into on October 19, 2006 by and between Trinity Industries Leasing Company, a Delaware corporation (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 October 19, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease 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: **Mark Cowchok  
Relationship Manager  
Authorized Signer**

Executed on this 17<sup>th</sup> day of October, 2006

**TRINITY INDUSTRIES LEASING  
COMPANY**

By: \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_ day of October, 2006

[Memorandum of Assignment and Assumption Agreement]

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

On this, the 17<sup>th</sup> day of October 2006, before me, Notary Public in and for said County and State, personally appeared Mark C. Gowenlock, who being by me duly sworn, says that (s)he is the **Adm. Account Manager** of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on October 17<sup>th</sup>, 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.

Kimberly E. Faulhaber  
Name: \_\_\_\_\_  
Notary Public **KIMBERLY ELIZABETH FAULHABER**  
Notary Public - State of Delaware  
My Comm. Expires April 9, 2007  
My Commission Expires:  
Residing in \_\_\_\_\_

[Memorandum of Assignment and Assumption Agreement]

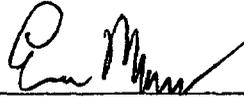
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

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

By: \_\_\_\_\_  
Name:  
Title:

**TRINITY INDUSTRIES LEASING  
COMPANY**

By:   
Name: Eric Marchetto  
Title: Vice President

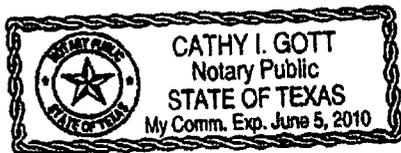
Executed on this \_\_\_\_ day of October, 2006

Executed on this 17<sup>th</sup> day of October, 2006

STATE OF TEXAS            )  
  ) SS:  
COUNTY OF DALLAS        )

On this, the 17<sup>th</sup> day of October 2006, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on October 17<sup>th</sup>, 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.



Cathy I. Gott  
Name:  
Notary Public

My Commission Expires: 6-5-2010  
Residing in Dallas Co.

**EXHIBIT A**

Seventy (70) units identified with marks TILX 193676 - 193745 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated June 8, 2006 between Trinity Industries Leasing Company and United Bio Energy Fuels, 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: 10/19/06



\_\_\_\_\_  
Robert W. Alvord