

MAR 30 '07

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**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELJ SWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A LESTER

March 30, 2007

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 30, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Assignor: Trinity Tank Car, Inc. (as assignee of  
Trinity Industries Leasing Company)  
2525 Stemmons Freeway  
Dallas, TX 75207

Assignee: TLP Rail Trust I  
by Wilmington Trust Company, not in its  
individual capacity but solely as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890

Mr. Vernon A. Williams  
March 30, 2007  
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A description of the railroad equipment covered by the enclosed document is:

320 railcars: TILX 196245 – TILX 196294; TILX 197095 – TILX 197219;  
TILX 197970 – TILX 198024; TILX 194545 – TILX 194569; TILX 251935 –  
TILX 251974; TILX 252390 – TILX 252414.

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

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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 \_\_, 2007 by and between Trinity Tank 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 March \_\_, 2007, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of those 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.

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[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: **José L. Paradise**  
Title: **Assistant Vice President**

**TRINITY TANK CAR, INC.**

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

Executed on this \_\_ day of March, 2007

Executed on this \_\_\_ day of March, 2007

|

[Memorandum of Assignment and Assumption Agreement]

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

On this, the \_\_\_\_ day of March 2007, before a Notary Public in and for said County and State, personally appeared Jose Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President 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 \_\_\_\_, 2007 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.



Mark H. Brzoska  
Name: MARK H. BRZOSKA  
Notary Public - State of Delaware  
My Comm. Expires Jan. 8, 2010  
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 TANK CAR, INC.**

By: *Tony Andrukaitis*  
Name: *Tony Andrukaitis*  
Title: *President*

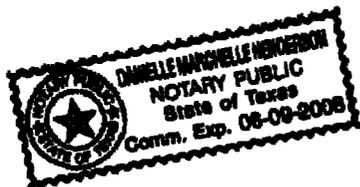
Executed on this \_\_\_ day of March, 2007

Executed on this \_\_\_ day of March, 2007

STATE OF TEXAS        )  
                                  ) SS:  
COUNTY OF DALLAS    )

On this, the \_\_\_ day of March 2007, before a Notary Public in and for said County and State, personally appeared Tommy Anderson, who being by me duly sworn, says that (s)he is the President of Trinity Tank Car, Inc., that said instrument was signed on March \_\_\_, 2007 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.



Danielle Henderson  
Name: Danielle Henderson  
Notary Public

My Commission Expires: 6/9/08  
Residing in Dallas, TX

## **EXHIBIT A**

**One Hundred Twenty-Five (125) units identified with marks TILX 197095 – TILX 197219 leased pursuant to Rider Eleven (11) to that certain Railroad Car Lease Agreement dated June 18, 2001 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Ethanol Products LLC.**

**One (1) unit identified with mark TILX 194149 leased pursuant to Rider Nine (9) to that certain Railroad Car Lease Agreement dated June 18, 2001 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Ethanol Products LLC.**

**Forty (40) units identified with marks TILX 251935 – TILX 251974 leased pursuant to Rider Five (5) to that certain Railroad Car Lease Agreement dated June 16, 2005 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Paramount Petroleum Corporation.**

**Eighty (80) units identified with marks TILX 197970 – TILX 198024 and TILX 194545 - TILX 194569 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated November 23, 2005 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Noble Americas Corp, as amended by that certain Amendment No. 1 to Rider Three (3) effective as of December 11, 2006.**

**Twenty-Five (25) units identified with marks TILX 252390 – TILX 252414 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated April 24, 2006 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Western Petroleum Company.**

**Fifty (50) units identified with marks TILX 196245 – TILX 196294 leased pursuant to Rider Four (4) to that certain Railroad Car Lease Agreement dated July 11, 2005 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Dynea U.S.A. Inc.**

**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: 3/30/07



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