

RECORDATION NO. 27025 FILED

JUN 22 '07 -1 0 0 PM

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A LESTER

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

June 22, 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 June 22, 2007, 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 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  
June 22, 2007  
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A description of the railroad equipment covered by the enclosed document is:

309 railcars:

284 railcars: TILX 196061 – TILX 196244, inclusive and  
TILX 196995 – TILX 197094

25 railcars: TILX 262116 – TILX 262140

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 \$35.00 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 22 '07 -1 0 0 PM

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT** **SUBFACE TRANSPORTATION BOARD**

Memorandum of Assignment and Assumption Agreement made and entered into on June 22, 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 June 22, 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.

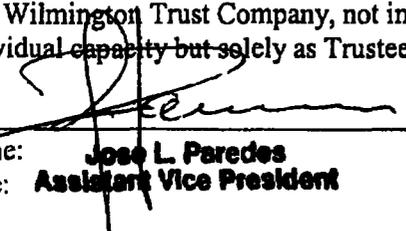
This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[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: **Jose L. Paredes**  
Title: **Assistant Vice President**

**TRINITY TANK CAR, INC.**

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

Executed on this 22<sup>nd</sup> day of June, 2007

Executed on this \_\_\_ day of June, 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 TANK CAR, INC.**

By: Tony Andrukaitis  
Name: Tony Andrukaitis  
Title: President

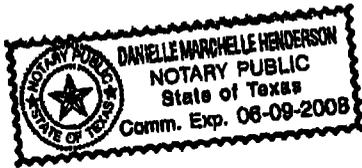
Executed on this \_\_\_ day of June, 2007

Executed on this 23<sup>rd</sup> day of June, 2007

STATE OF TEXAS            )  
  ) SS:  
COUNTY OF DALLAS        )

On this, the 22<sup>nd</sup> day of June 2007, before a Notary Public in and for said County and State, personally appeared Tony Indubaitis who being by me duly sworn, says that (s)he is the President of Trinity Tank Car, Inc., that said instrument was signed on June 22, 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 Cedar Hill TX

## **EXHIBIT A**

Two Hundred Eighty-Four (284) units identified with marks TILX 196061 – TILX 196244 and TILX 196995 – TILX 197094 leased pursuant to Rider Twelve (12) to that certain Railroad Car Lease Agreement dated April 25, 2001 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and Renewable Products Marketing Group, LLC, as amended by that certain Amendment No. 1 to Rider Twelve (12) effective May 3, 2007.

Twenty-Five (25) units identified with marks TILX 262116 – TILX 262140 leased pursuant to Rider Seven (7) to that certain Railroad Car Lease Agreement dated May 23, 2005 between Trinity Tank Car, Inc. (as assignee of Trinity Industries Leasing Company) and GAF Materials Corporation.

**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: 6/22/07



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