

RECORDATION NO. 27437-A
FILED

MAR 28 '08 -3 00 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A LESTER

March 28, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Ms. Quinlan:

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 28, 2008, 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 27437.

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

Assignor: Trinity North America Freight Company
2525 Stemmons Freeway
Dallas, Texas 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, Delaware 19890

Anne K. Quinlan, Esq.
March 28, 2008
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A description of the railroad equipment covered by the enclosed document is:

10 covered hopper cars: TILX 56094, TILX 56106, TILX 56111, TILX 56113 - TILX 56115, TILX 56125 - TILX 56127 and TILX 56132.

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

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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 28, 2008 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 March 28, 2008, 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

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

By: M. McCaffrey
Name: Michael McCaffrey
Title: Assistant Vice President

By: _____
Name: _____
Title: _____

Executed on this 21st day of March, 2008

Executed on this ___ day of _____, 2008

[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.

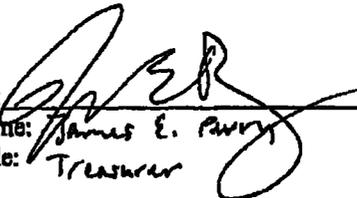
TLP RAIL TRUST I

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

By: _____
Name:
Title:

Executed on this ____ day of _____, 2008

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

By: 
Name: James E. Perry
Title: Treasurer

Executed on this 21st day of March, 2008

[Memorandum of Assignment and Assumption Agreement]

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

On this, the 24th day of March 2008, before a Notary Public in and for said County and State, personally appeared Michael McCarthy, who being by me duly sworn, says that (s)he is the Assistant Vice President TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on March 24th, 2008 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.

Dianne Bruton
Name: DIANNE M. BRUTON
Notary Public Notary Public - State of Delaware
My Comm. Expires Nov. 27, 2011
My Commission Expires:
Residing in Delaware

[Memorandum of Assignment and Assumption Agreement]

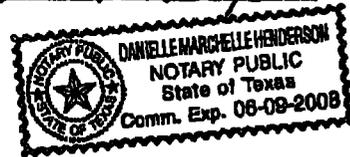
STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 21st day of March 2008, before a Notary Public in an for said County and State, personally appeared James E. Amy who being by me duly sworn, says that (s)he is the Treasurer of Trinity North American Freight Car, Inc., that said instrument was signed on March 21 2008 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 Bedar Hill TX



[Memorandum of Assignment and Assumption Agreement]

EXHIBIT A

Ten (10) units identified with marks TILX 56094, TILX 56106, TILX 56111, TILX 56113 – TILX 56115, TILX 56125 – TILX 56127 and TILX 56132 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated January 14, 2008 between Trinity Industries Leasing Company and Mississippi Lime, 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: 3/28/08



Robert W. Alvord