

RECORDATION NO. 27438-A FILED

MAR 28 '08 -3:00 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)

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 27438.

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

Assignor: Trinity Rail Leasing Trust II  
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  
Page 2

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

80 tank railcars: TILX 261557 – TILX 261581 and TILX 261624 – TILX 261678

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

RECORDATION NO.

27438-A  
FILED

MAR 28 '08 -3 00 PM

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 Rail Leasing Trust II, a Delaware statutory trust (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 those certain railroad car leases as listed on Exhibit A attached hereto.

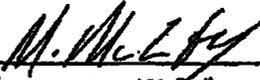
This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[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: Michael McCarthy  
Title: Assistant Vice President

**TRINITY RAIL LEASING TRUST II**

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

Executed on this 21 day of March, 2008

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

**TRINITY RAIL LEASING TRUST II**

By:   
Name: Eric R. Marchetto  
Title: Vice President

Executed on this \_\_\_ day of March, 2008

Executed on this 28<sup>th</sup> day of March, 2008

[Memorandum of Assignment and Assumption Agreement]

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

On this, the 2<sup>nd</sup> day of March 2008, before a Notary Public in and for said County and State, personally appeared Michael McArthur, 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 2<sup>nd</sup>, 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 M. Bruton  
Name: Dianne M. Bruton  
Notary Public

My Commission Expires:  
Residing in Delaware

DIANNE M. BRUTON  
Notary Public - State of Delaware  
My Comm. Expires Nov. 27, 2011

[Memorandum of Assignment and Assumption Agreement]

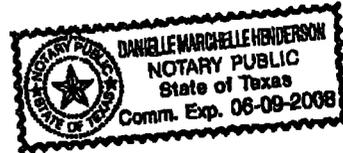
STATE OF TEXAS            )  
                                  ) SS:  
COUNTY OF DALLAS        )

On this, the 28<sup>th</sup> day of March 2008, before a Notary Public in and for said County and State, personally appeared Eric L. Marchello who being by me duly sworn, says that (s)he is the Vice President of Trinity Rail Leasing Trust II, that said instrument was signed on March 28, 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.

Danielle Henderson  
Name Danielle Henderson  
Notary Public

My Commission Expires: 6/9/08  
Residing in Cedar Hill TX



[Memorandum of Assignment and Assumption Agreement]

**EXHIBIT A**

Eighty (80) units identified with marks TILX 261557 -- TILX 261581 and TILX 261624 - TILX 261678, leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated June 2, 2001 between Trinity Rail Leasing Trust II (as assignee of Trinity Industries Leasing Company) and Tauber Oil Company.

**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