

RECORDATION NO. 29717-A FILED

APR 04 '11 -2 35 PM

**SURFACE TRANSPORTATION BOARD**

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

April 4, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W  
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, effective as of April 1, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board under Recordation Number 29717

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

<b>Lessor</b>	<b>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 29890</b>
<b>Manager/Agent:</b>	<b>Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207</b>
<b>[Lessee</b>	<b>Valero Marketing and Supply Company 7201 Canyon Drive Amarillo, TX 79110]</b>

Chief  
Section of Administration  
April 4, 2011  
Page 2

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

74 hopper cars within the series TILX 639143 - TILX 641548 as more  
particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$41 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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**MEMORANDUM OF LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Agreement effective as of April 1, 2009 by TLP Rail Trust I, a Delaware statutory trust, as lessor (the "Lessor") and Trinity Industries Leasing Company, a Delaware corporation ("TILC") as manager and agent for the Lessor (in such capacity the "Manager").

**WITNESSETH:**

The Manager, acting for the Lessor as its duly authorized agent, has executed Rider Fifteen (15) to Railroad Car Lease Agreement, effective April 1, 2009 (the "Rider"), pursuant to which the Lessor has agreed to lease to Valero Marketing and Supply Company (the "Lessee"), and the Lessee has agreed to lease from the Lessor, certain railroad cars bearing road numbers as listed on Exhibit A hereto.

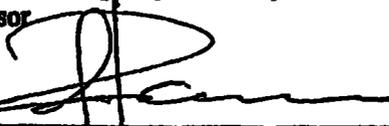
The Rider pursuant to its terms incorporates by reference, to be applicable as between the Lessor and the Lessee in respect of the separate lease transaction evidenced by the Rider, the provisions of that certain master Railroad Car Lease Agreement, dated October 16, 2002, between TILC and the Lessee.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, each of the undersigned has 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, as Lessor

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

Name: Jose L. Paredes  
Title: Assistant Vice President

**TRINITY INDUSTRIES LEASING COMPANY, as Manager**

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

Name:  
Title:

Executed on this 31<sup>st</sup> day of March, 2011

Executed on this \_\_\_ day of \_\_\_\_\_, 2011

[Memorandum of Lease Agreement]

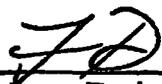
IN WITNESS WHEREOF, each of the undersigned has caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

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

**TRINITY INDUSTRIES LEASING COMPANY, as Manager**

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

By:  \_\_\_\_\_  
Name: Lance Davis  
Title: Vice President

Executed on this \_\_\_ day of \_\_\_\_\_, 2011

Executed on this 31<sup>st</sup> day of MARCH, 2011

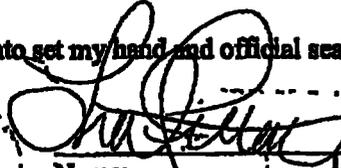
[Memorandum of Lease Agreement]

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

On this, the 31<sup>st</sup> day of March 2011, 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 31, 2011 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.



  
Name: LISA A. PITTACCIO  
Notary Public - State of Delaware  
My Comm. Expires May 10, 2011

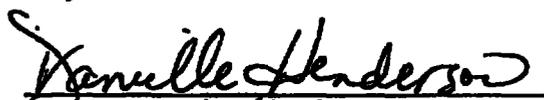
My Commission Expires: \_\_\_\_\_  
Residing in: Delaware

[Memorandum of Lease Agreement]

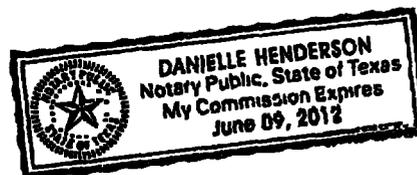
STATE OF TEXAS            )  
  ) SS:  
COUNTY OF DALLAS        )

On this, the 31<sup>st</sup> day of March 2011, before a Notary Public in and for said County and State, personally appeared Lance Davis, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on March 31, 2011 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.

  
Name: Danielle Henderson  
Notary Public

My Commission Expires: 6/9/2012  
Residing in Cedar Hill TX



[Memorandum of Lease Agreement]

**EXHIBIT A**

**Equipment:** 6,351 cubic foot capacity quadruple covered hopper cars

**Quantity:** Seventy-Four (74)

**Road Numbers:** TILX 639143, 639145, 639146, 639147, 639148, 639149, 639150, 639151, 639152, 639153, 639155, 639156, 639157, 639158, 639159, 639160, 639162, 639163, 639164, 639167, 639169, 639170, 639171, 639172, 639763, 639764, 639768, 639769, 639770, 639771, 639772, 639773, 639774, 639775, 639776, 639777, 639778, 639780, 639781, 639782, 639783, 639784, 639785, 639786, 639787, 639788, 639791, 639792, 639793, 639794, 639795, 639796, 639797, 641519, 641521, 641522, 641524, 641525, 641529, 641530, 641531, 641532, 641533, 641534, 641535, 641536, 641537, 641538, 641539, 641540, 641541, 641545, 641546 and 641548

**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: 4/15/11



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