

RECORDATION NO. 29718-A FILED

APR 04 '11 -2 35 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036

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

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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 August 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 29718

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

Lessor:	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
Manager/Agent:	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207
[Lessee:	NuGen Energy, LLC (successor in leasehold interest to Marion Energy Investments, LLC) 27283 447th Avenue Marion, SD 57043]

Chief
Section of Administration
April 4, 2011
Page 2

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

9 covered hopper cars within the series TILX 639165 - TILX 641547 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

APR 04 '11 -2 35 PM

MEMORANDUM OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement effective as of August 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 Two (2) to Railroad Car Lease Agreement, effective August 1, 2009 (the "Rider"), pursuant to which the Lessor has agreed to lease to NuGen Energy, LLC (successor in leasehold interest to Marion Energy Investments, LLC pursuant to that certain Consent to Assignment dated July 30, 2009) (the "Lessee"), and the Lessee has agreed to lease from the Lessor, certain railroad cars bearing road numbers as listed on Exhibit A hereto.

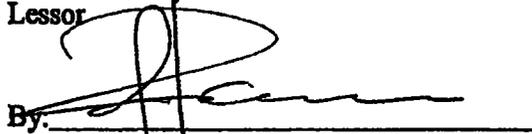
The Rider pursuant to its terms incorporates by reference, to be applicable as between the Lessor and the Lessee in respect of the separate lease transaction evidenced by the Rider, the provisions of that certain master Railroad Car Lease Agreement, dated June 24, 2009, between TILC and the Lessee.

[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 31st 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.

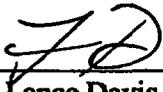
TLP RAIL TRUST I

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

By: _____
Name:
Title:

Executed on this ___ day of _____, 2011

TRINITY INDUSTRIES LEASING COMPANY, as Manager

By:  _____
Name: Lance Davis
Title: Vice President

Executed on this 31st day of MARCH, 2011

[Memorandum of Lease Agreement]

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

On this, the 31st 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.



A handwritten signature in black ink, appearing to read "Lisa A. Pittaccio".

Name: LISA A. PITTACCIO
Notary Public 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 31st 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.

Danielle Henderson
Name: Danielle Henderson
Notary Public

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



EXHIBIT A

Equipment:

6,351 cubic foot capacity quadruple covered
hopper cars

Quantity:

Nine (9)

Road Numbers:

TILX 639165, 639168, 639765, 639767,
641514, 641518, 641520, 641528 and 641547

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: 4/11/11



Robert W. Alvord