

RECORDATION NO. 27435-F FILED

APR 04 '11 -2 30 PM

SURFACE TRANSPORTATION BOARD

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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 Notice of Lease Termination, effective as of December 28, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 27435-C and 27435-D

The name and address of the party 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

[Lessee: G P & W, Inc
 600 Mason Ridge Center Drive
 St Louis, Missouri 63141-8557]

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

100 tank railcars: TILX 318025 - TILX 318124

A short summary of the document to appear in the index follows.

Notice of Lease Termination

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 each of the enclosed document to the undersigned

Very truly yours,



✓ Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

**NOTICE OF
LEASE TERMINATION**

This Notice of Lease Termination effective as of December 28, 2009 by TLP Rail Trust I, a Delaware statutory trust (the "Lessor").

WITNESSETH:

Lessor and G.P. & W., Inc., a Missouri corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement, dated as of October 19, 2007, whereby Lessor agreed to lease to the Lessee and the Lessee agreed to lease from Lessor certain railroad cars pursuant to Rider One (1) to Railroad Car Lease Agreement, effective October 19, 2007 (the "Lease Agreement").

The Memorandum of Lease Agreement was filed with the Surface Transportation Board on March 28, 2008 at 3:00 p.m. under Recordation Number 27435-C, as assigned to Lessor by that certain Memorandum of Assignment and Assumption Agreement which was filed with the Surface Transportation Board on March 28, 2008 at 3:00 p.m. under Recordation Number 27435-D.

Notice is hereby given that the Lease Agreement is terminated with respect to the railroad cars listed on Exhibit A hereto.

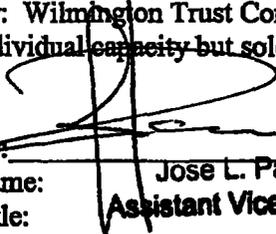
This Notice of Lease Termination shall not impair nor terminate any of the rights and obligations of the parties under the Lease Agreement which, by their terms, expressly survive its termination.

[Notice of Lease Termination]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer 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

Executed on this 11th day of March, 2011

[Notice of Lease Termination]

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

On this, the 11th 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 11, 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.

Joseph Soler
Name:
Notary Public

My Commission Expires:
Residing in JACOPELINE SOLER

Notary Public - State of Delaware
My Commission Expires: 03/31/2012



[Notice of Lease Termination]

EXHIBIT A

Equipment:	DOT111A100W1 non-coiled, non-insulated tank cars
Quantity:	One Hundred (100)
Road Numbers:	TILX 318025 – TILX 318124

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: 3/15/11



Robert W. Alvord