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SURFACE TRANSPORTATION BOARD

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

October 4, 2011

Ms Cynthia T Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W
Washington, D C 20423

Dear Ms. Brown

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, dated as of September 30, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor:	Trinity Rail Leasing Warehouse Trust 2525 Stemmons Freeway Dallas, Texas 75207
[Lessee:	Mudsmith, Ltd. P.O. Box 50723 Midland, Texas 79710]

Ms Cynthia T. Brown
September 30, 2011
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A description of the railroad equipment covered by the enclosed document
is

30 railcars within the series TILX 5551 –5584 and TILX 5651 - TILX 5669
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,

Edward M. Luria

EML/bhs
Enclosures

RECORDATION NO. 24920 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Memorandum of Lease Agreement dated as of October 4, 2011 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

WITNESSETH:

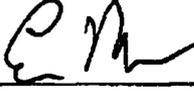
Lessor and Mudsmith, Ltd., a Texas limited partnership (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated as of January 26, 2010, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each Rider incorporated therein.

Lessor and Lessee have executed Rider One (1) to Railroad Car Lease Agreement, effective January 26, 2010 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY INDUSTRIES LEASING
COMPANY**

By:  _____

Name: Eric Marchetto

Title: Vice President

Executed on this 21st day of September, 2011

[Memorandum of Lease Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 29th day of September 2011, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that he is the vice president of Trinity Industries Leasing Company, that said instrument was signed on September 29, 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.

Mary E. Koptan
Name:
Notary Public

My Commission Expires: March 7, 2013
Residing in Tarrant County



[Memorandum of Lease Agreement]

EXHIBIT A

Equipment:	5,125 cubic foot covered hopper cars
Quantity:	Thirty (30)
Road Numbers:	See attached

[Memorandum of Lease Agreement]

Road Numbers

TILX 5551
TILX 5565
TILX 5566
TILX 5569
TILX 5573
TILX 5575
TILX 5576
TILX 5577
TILX 5578
TILX 5579
TILX 5580
TILX 5581
TILX 5582
TILX 5584
TILX 5651
TILX 5652
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TILX 5658
TILX 5659
TILX 5660
TILX 5662
TILX 5663
TILX 5664
TILX 5665
TILX 5667
TILX 5668
TILX 5669

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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 10/4/11

Edward M Luria
Edward M Luria